



**GENERAL SESSION MINUTES OF THE
URGENT HUMAN RESOURCES & GOVERNANCE COMMITTEE MEETING
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.
Urgent Human Resources & Governance Committee Meeting By Teleconference
August 9, 2021; 1:00 p.m.

Pursuant to notice duly given and after determination that a quorum was present, the urgent meeting of the Human Resources and Governance (HR&G) Committee of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) convened on the above-referenced date.

Meeting Attendance:

Committee Members:

Director	Affiliation	Segment
Carpenter, Mark (Chair)	Oncor Electric Delivery Company	Investor-Owned Utility
Ekoh, Chris	Office of Public Utility Counsel (OPUC)	Consumer – Residential
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Harper, Sam (Vice Chair)	Chaparral Steel Midlothian, LP	Consumer – Industrial

Guest Board Members and Segment Alternates:

Director/ Segment Alternate	Affiliation	Segment
Bunch, Kevin	EDF Trading North America LLC	Independent Power Marketer Segment Alternate
Fehrenbach, Nick	City of Dallas	Consumer – Commercial (<i>Not Present for Agenda Items 1 – 5</i>)
Hancock, Tom	Garland Power and Light	Municipal
Jones, Brad	ERCOT	Interim ERCOT President and Chief Executive Officer (CEO)
Lake, Peter	Public Utility Commission of Texas (PUCT, Commission)	Chairman
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate
McClendon, Shannon	Demand Control 2 LLC	Independent Retail Electric Provider
Parsley, Julie	Pedernales Electric Cooperative, Inc.	Cooperative



Talavera, Judith	American Electric Power Service Corporation	Investor-Owned Utility Segment Alternate
------------------	---------------------------------------------	------------------------------------------

Officers and Guests:

Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary
Spak, Mara	ERCOT Vice President of Human Resources
Tamby, Jeyant	ERCOT Senior Vice President, Chief Administrative Officer and Chief of Staff
Taylor, Sean	ERCOT Vice President and Chief Financial Officer

Call General Session to Order, Announce Proxies and Segment Alternates (Agenda Item 1)

Mark Carpenter, HR&G Committee Chair, determined that a quorum was present and called the urgent HR&G Committee meeting by teleconference to order at approximately 1:01 p.m. At Chair Carpenter's request, Chad Seely, ERCOT Corporate Secretary, conducted a roll call of Committee members, guest Board members and Segment Alternates and confirmed that a quorum was present.

Chair Carpenter highlighted the antitrust and security admonitions, addressed certain administrative matters, and reminded everyone that all meeting materials may be found on ERCOT's website, that is, at [ERCOT.com/committee/hr_governance](https://www.ercot.com/committee/hr_governance) at the meeting link for August 9, 2021 under "Key Documents." In regard to the reason for the urgent HR&G Committee meeting, he reported that ERCOT had provided a summary in ERCOT's *Notice of August 9 and August 10, 2021 Urgent Teleconference Meetings of the ERCOT Finance and Audit Committee, Human Resources and Governance Committee, and Board of Directors*, which was filed on Monday, August 2, 2021, in Project Nos. 50664 and 51878 at the Commission.

Chair Carpenter addressed the following Agenda Items in the order below.

Notice of Public Written Comment, If Any (Agenda Item 2)

Chair Carpenter announced that ERCOT had provided instructions for written public comment on the agenda for the meeting, which was posted publicly on Monday, August 2, 2021, and that to date no such comments had been received. There were no questions or comments from Committee members.

June 7, 2021 General Session Urgent Meeting Minutes (Agenda Item 3)

Chair Carpenter entertained a motion to approve the June 7, 2021 General Session Urgent Meeting Minutes (Minutes).

Keith Emery moved to approve the Minutes as presented. Vice Chair Sam Harper seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Human Resources (HR) Operations Report (Agenda Item 4)

Mara Spak presented the HR Operations Report. There were no questions or comments from Committee members.

Review of 401(k) Savings Plan Audit Report (Agenda Item 5)

Ms. Spak presented the Review of the 401(k) Savings Plan Audit Report (Report) and reported that based on its vote at its meeting earlier in the day (August 9, 2021), the Finance and Audit (F&A) Committee was expected to recommend acceptance of the Report of an unqualified audit opinion at the August 10, 2021 Board meeting. There were no questions or comments from Committee members.

Strategic Goal Update and Review of Q2 2021 Key Performance Indicators (KPIs) (Agenda Item 6)

Kristi Hobbs presented the Strategic Goal Update and Review of Q2 2021 KPIs. There were no questions or comments from Committee members.

Annual Review of Form Ethics Agreements for Directors and Employees (Agenda Item 7)

Mr. Seely presented the Annual Review of Ethics Agreements Forms for ERCOT Employees, Directors and Segment Alternates. Mr. Seely reported that ERCOT Legal did not propose any changes to the ethics agreements at this time, and that staff intended to review the ethics agreement for Directors following the upcoming transition of the Board from the pre-Senate Bill 2 hybrid structure to the post-Senate Bill 2 independent structure. There were no questions or comments from Committee members.

Other Urgent Business (Agenda Item 8)

No other urgent business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 9 and 10)

Chair Carpenter announced that no voting items from Executive Session were expected; accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chair Carpenter recessed General Session at approximately 1:24 p.m. to convene Executive Session at approximately 1:31 p.m.

There were no voting items from Executive Session.

Chair Carpenter adjourned the meeting upon the conclusion of Executive Session at approximately 1:33 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at http://www.ercot.com/committees/board/hr_governance/.



A handwritten signature in dark ink, appearing to read "Jonathan M. Levine", written over a horizontal line.

Jonathan M. Levine
Assistant Corporate Secretary

NOTE: All but one of the HR&G Committee members who attended the August 9, 2021 meeting were no longer members of the Committee at its subsequent meeting on April 27, 2022. Accordingly, an exception arises to the general rule that might otherwise require the Committee to approve the August 9, 2021 meeting minutes, and the minutes will be entered without approval into the corporate record where nothing prevents treating the minutes as having been previously approved.¹

¹ Robert, H., Honemann, T., Balch, T., Seabold, D., Berber, S. (2020). *Robert's Rules of Order, Newly Revised 12th Edition*, § 48:12, *Minutes and Reports of Officers*.