



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

8000 Metropolis Drive (Building E), Suite 100, Boardroom B
Austin, Texas 78644
June 20, 2022

Pursuant to notice duly given and after determination that a quorum was present, the 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/Role (if any)	Voting Category
Ekoh, Chris	Office of Public Utility Counsel, Interim Public Counsel	Voting
Heeg, Peggy (Chair)	N/A	Voting
Smati, Zin	N/A	Voting
Swainson, John	N/A	Voting

Other Board Members:

Director	Affiliation/Role (if any)	Voting Category
England, Julie	N/A	Voting
Flores, Bill	N/A	Voting
Foster, Paul	N/A	Voting
Jones, Brad	ERCOT Interim President and Chief Executive Officer (CEO)	Non-Voting
Lake, Peter	Public Utility Commission of Texas (PUCT, Commission), Chairman	Non-Voting

Officers and Guests:

Officer/Guest	Role
Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Glottfelty, Jimmy	PUCT Commissioner
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations



Levine, Jonathan	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Rainwater, Kim	ERCOT Corporate Counsel
Rickerson, Woody	ERCOT Vice President of System Planning and Weatherization
Rychetsky, Penny	ERCOT Director of Internal Audit
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 and Announce Proxies (Agenda Item 1)

Peggy Heeg, HR&G Committee Chair, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 8:32 a.m. Chair Heeg highlighted the Antitrust Admonition and addressed the following Agenda Items in the order below.

Notice of Public Comment, if Any (Agenda Item 2)

Chair Heeg announced that on the agenda for the meeting, which was posted publicly on June 13, 2022, ERCOT had provided instructions for members of the public who were interested in commenting in person and that to date no individuals had expressed interest in commenting, which Mr. Seely confirmed. There were no questions or comments from Committee members.

April 27, 2022 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the April 27, 2022 General Session Meeting Minutes (Minutes).

John Swainson moved to approve the Minutes as presented. Zin Smati seconded the motion. The motion passed by unanimous voice vote with no abstentions.

ERCOT Corporate Governance and Stakeholder Process Update (Agenda Item 4)

Chair Heeg reported that along with Bob Flexon, Chair of the Board's Reliability and Markets (R&M) Committee, she had met with the Chair and Vice Chair of the Technical Advisory Committee (TAC). Chair Heeg reported that she and Mr. Flexon had requested that TAC provide a workplan for improving the stakeholder process by July 11, 2022. Chair Heeg reported that TAC held a workshop on this matter on June 14, 2022 and was expected to further discuss the topic at the next regular TAC meeting, scheduled for June 27, 2022, and that the HR&G and R&M Committee Chairs also informed TAC leadership that the Board would like to control ERCOT's governance documents. There were no questions or comments from Committee members.

Recommendation regarding Committee Charter (Agenda Item 5)

Chair Heeg presented the Committee Charter. She reported that the draft Committee Charter included in the meeting materials reflected the feedback Committee members provided at the last Committee meeting on April 27, 2022, discussions among ERCOT staff and the Board Committee chairs about consistency among the Committees' charters, and other general improvements. Mr. Seely commented that the formatting is consistent with the Finance and Audit



(F&A) Committee Charter that would be considered by the F&A Committee later today (June 20, 2022). PUCT Chairman Peter Lake supported the consistent formatting across the charters of the Committees of the Board. Chair Heeg entertained a motion to recommend Board approval of the Committee Charter.

Mr. Smati moved to recommend Board approval of the HR&G Committee Charter, as presented. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Human Resources Operations Report (Agenda Item 6)

Mara Spak presented the Human Resources Operations Report. There were no questions from Committee Members.

Other Business (Agenda Item 7)

No other business was discussed at this time.

Executive Session

Chair Heeg recessed General Session at approximately 8:41 a.m. and convened Executive Session at approximately 8:55 a.m. Chair Heeg reconvened General Session at approximately 11:41 a.m.

Vote on Matters from Executive Session (Agenda Item 8)

Chair Heeg entertained a motion for one matter discussed during Executive Session.

Mr. Smati moved to recommend Board approval of the personnel matter discussed in Executive Session under Agenda Item ES 2.3, as presented. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Adjournment (Agenda Item 9)

Chair Heeg adjourned the meeting at approximately 11:43 a.m.

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

A handwritten signature in blue ink, appearing to read "Jonathan M. Levine".

Jonathan M. Levine
Assistant Corporate Secretary