



**DRAFT 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
August 15, 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 (<i>Via Teleconference</i>)	N/A	Voting

Other Board Members:

Director	Affiliation/Role (if any)	Voting Category
Aguilar, Carlos	N/A	Voting
England, Julie	N/A	Voting
Flexon, Robert	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
Glotfelty, Jimmy (<i>Via Teleconference</i>)	PUCT Commissioner
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations
Jackson, Kathleen	PUCT Commissioner
Levine, Jonathan	ERCOT Assistant General Counsel and Assistant Corporate Secretary
McAdams, Will	PUCT Commissioner
Ogelman, Kenan	ERCOT Vice President of Commercial Operations
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Rainwater, Kim	ERCOT Corporate Counsel
Rickerson, Woody	ERCOT Vice President of System Planning and Weatherization
San Miguel, Senaida	Texas Sunset Advisory Commission, Policy Analyst
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary
Showalter, Dana	ERCOT Associate Corporate Counsel
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
Woodfin, Dan	ERCOT Vice President of System Operations

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 8:35 a.m. Chair Heeg reported that one Committee member, John Swainson, had joined the meeting via teleconference for non-voting participation only and highlighted the Antitrust Admonition.

Chair Heeg recognized Peter Lake, Chairman of the PUCT. Chairman Lake called an Open Meeting of the Commission to order to consider matters which had been duly posted with the Texas Secretary of State for August 15, 2022.

Executive Session

Chair Heeg announced the meeting would begin with Executive Session business. She recessed General Session at approximately 8:36 a.m. and convened Executive Session at approximately 8:38 a.m.

Reconvene General Session

Chair Heeg determined that a quorum was present and reconvened General Session at approximately 11:33 a.m. Chair Heeg 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 August 8, 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 Chad Seely confirmed.

June 20, 2022 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the June 20, 2022 General Session Meeting Minutes (Minutes).

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

Changes to Governing Documents (Agenda Item 4)

Chair Heeg and Mr. Seely presented the Changes to Governing Documents. Chair Heeg announced that based on information and discussions to date, the Board believes it should control ERCOT's governing documents—that is, ERCOT's Bylaws and Certificate of Formation. Mr. Seely reviewed the laws and governing document provisions that are relevant to the governing document amendment process. Committee members and guest Board members commented, and Mr. Seely reviewed possible next steps.

Human Resources Operations Report (Agenda Item 5)

Mara Spak presented the Human Resources Operations Report.

Review of 401(k) Savings Plan Audit Report (Agenda Item 6)

Chair Heeg announced that at its meeting later in the day, the Finance and Audit (F&A) Committee was expected to recommend acceptance of the 401(k) Savings Plan Audit Report of an unqualified audit opinion at the August 16, 2022 Board meeting.

Chair Heeg welcomed new PUCT Commissioner Kathleen Jackson to her first Committee meeting after being sworn in last week.

Strategic Goal Update and Review of Q2 2022 Key Performance Indicators (KPIs) (Agenda Item 7)

Kristi Hobbs presented the Strategic Goal Update and Review of Q2 2022 KPIs, and Jayapal Parakkuth provided additional comments.

Other Business (Agenda Item 8)

No other business was discussed at this time.

Vote on Matters from Executive Session (Agenda Item 9)

Chair Heeg reported that there were no voting items from Executive Session.

Adjournment (Agenda Item 10)

Chair Heeg adjourned the meeting at approximately 11:54 a.m.



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

Jonathan M. Levine
Assistant Corporate Secretary

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