

The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 7:

***Recommendation regarding
Ratification of Officer***

at its meeting on December 19, 2022.

The Board of Directors is expected to hear the HR&G Committee's recommendation on this matter as part of the HR&G Committee Report at the Board meeting on December 20, 2022.

Attached are the Board materials in relation to these agenda items.



Date: December 13, 2022
To: Board of Directors
From: Pablo Vegas, ERCOT President and Chief Executive Officer (CEO)
Subject: Ratification of Officer

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: December 20, 2022

Item No.: 12.5

Issue:

Ratification of a new Officer of Electric Reliability Council of Texas, Inc. (ERCOT) for 2022.

Background/History:

Sections 8.2 and 4.10(c) of the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.*, as approved on October 12, 2021 (Bylaws), require that the ERCOT Board of Directors (Board) ratify ERCOT Officers for terms not to exceed one year. Section 8.2 further provides that Officers may be re-elected or re-ratified for consecutive terms without limitation and that all Officers shall hold office until their successors are chosen and qualified or until their earlier resignation or removal.

On October 25, 2022, Pablo Vegas, ERCOT President and CEO, announced the hiring of Robert Black as ERCOT's new Vice President of Public Affairs, effective November 7, 2022.

At its meeting on December 19, 2022, the Human Resources and Governance (HR&G) Committee is expected to consider the ratification of the following Officer, while employed for a term not to exceed one year, as recommended by Mr. Vegas:

- Robert Black – Vice President of Public Affairs, effective November 7, 2022.

Key Factors Influencing Issue:

- The Bylaws require the ratification of Officers at least annually.
- It is preferable to ratify Officers as the CEO promotes or hires executives for certain leadership roles.

Conclusion/Recommendation:

The HR&G Committee, at its meeting on December 19, 2022, is expected to consider and recommend that the Board ratify the following new ERCOT Officer for 2022, as recommended by Mr. Vegas, while employed for a term not to exceed one year:

- Robert Black, Vice President of Public Affairs, effective November 7, 2022.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, pursuant to Sections 8.2 and 4.10(c) of the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.*, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) shall ratify ERCOT Officers for a term while employed not to exceed one year;

WHEREAS, the Board deems it desirable and in the best interest of ERCOT to ratify a new ERCOT Officer for 2022 for a term while employed not to exceed one year, as recommended by Pablo Vegas, ERCOT President and Chief Executive Officer (CEO), and the Human Resources and Governance (HR&G) Committee;

THEREFORE, BE IT RESOLVED, the Board hereby ratifies the following new Officer, while employed for a term not to exceed one year, as recommended by Mr. Vegas and the HR&G Committee:

- Robert Black, Vice President of Public Affairs, effective November 7, 2022.

CORPORATE SECRETARY'S CERTIFICATE

I, Jonathan Levine, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its December 20, 2022 meeting, the Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of December, 2022.

Jonathan Levine
Assistant Corporate Secretary