



**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
October 17, 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
Aguilar, Carlos	N/A	Voting
England, Julie	N/A	Voting
Flexon, Bob	N/A	Voting
Flores, Bill	N/A	Voting
Foster, Paul	N/A	Voting
Lake, Peter	Public Utility Commission of Texas (PUCT, Commission), Chairman	Non-Voting
Vegas, Pablo	ERCOT President and Chief Executive Officer (CEO)	Non-Voting



Officers and Guests:

Officer/Guest	Role
Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations
Jackson, Kathleen	PUCT Commissioner
Jones, Brad	ERCOT Executive Advisor
Levine, Jonathan	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Rainwater, Kim	ERCOT Corporate Counsel
Rychetsky, Penny	ERCOT Director of Internal Audit
San Miguel, Senaida	Texas Sunset Advisory Commission, Policy Analyst
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 3:10 p.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 October 10, 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.

August 15, 2022 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the August 15, 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.

Human Resources Operations Report (Agenda Item 4)

Mara Spak presented the Human Resources Operations Report.

Strategic Planning (Agenda Item 5)

Kristi Hobbs presented the Strategic Planning Update. Committee members and Ms. Hobbs discussed adding the people of Texas to the list of key stakeholders on slide 5 of the presentation, as well as how ERCOT staff and the Board obtain PUCT input on ERCOT strategic planning.



Annual Committee Self-Evaluation Process (Agenda Item 6)

Chair Heeg noted that a memorandum was included in the meeting materials describing a tentative work plan for the Board's development of standard Committee Self-Evaluation surveys beginning in 2023.

Other Business (Agenda Item 7)

Chair Heeg entertained discussion of other business.

Committee members and Mr. Seely discussed concerns heard from various Corporate Members since the recent distribution of the 2023 Membership Application, specifically changes made to "such as" language from the 2022 application setting forth examples of matters Corporate Members may have the right to vote on. Mr. Seely confirmed that the ERCOT Bylaws currently in effect, rather than the application, control the voting rights of Corporate Members, as was stated by ERCOT Legal staff at the October 13, 2022 Protocol Revision Subcommittee meeting. Committee members, other Board members, and Mr. Seely discussed Corporate Members' general membership rights that exist in the Bylaws and the Board's role in correspondence to Corporate Members.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 8 and 9)

Chair Heeg announced that no voting items from Executive Session were expected; accordingly, she would adjourn the meeting upon conclusion of Executive Session. Chair Heeg recessed General Session at approximately 3:28 p.m. to convene Executive Session at approximately 3:33 p.m.

There were no voting items from Executive Session.

Chair Heeg adjourned the meeting upon conclusion of Executive Session at approximately 6:03 p.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