



**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 78744
December 19, 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
Heeg, Peggy (Chair)	N/A	Voting
Hjaltman, Courtney	Office of Public Utility Counsel, Public Counsel	Voting
Smati, Zin	N/A	Voting
Swainson, John	N/A (<i>Via Teleconference</i>)	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 (<i>Via Teleconference</i>)	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
Black, Robert	ERCOT Vice President of Public Affairs



Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations
Levine, Jonathan	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Ögelman, 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 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
Wiley, Leslie	ERCOT Treasurer
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 8:31 a.m. Chair Heeg welcomed new Public Counsel Courtney Hjaltman to the Board and reported that Ms. Hjaltman is now a Committee member. Chair Heeg highlighted the Antitrust Admonition and security map and reported that one Committee member, John Swainson, had joined the meeting via teleconference for non-voting participation only.

Executive Session

Chair Heeg announced the meeting would begin with Executive Session business. She recessed General Session at approximately 8:32 a.m. and convened Executive Session at approximately 8:34 a.m.

Reconvene General Session

Chair Heeg determined that a quorum was present and reconvened General Session at approximately 10:59 a.m. Chair Heeg addressed the following Agenda Items in the order below.

Vote on Matters from Executive Session (Agenda Item 2)

Chair Heeg entertained a motion on one matter discussed in Executive Session.

Zin Smati moved to approve the personnel matter discussed during Executive Session under Agenda Item ES 3.3. Courtney Hjaltman seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Notice of Public Comment, if Any (Agenda Item 3)

Chair Heeg announced that on the agenda for the meeting, which was posted publicly on December 12, 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.

October 17, 2022 General Session Meeting Minutes (Agenda Item 4)

Chair Heeg entertained a motion to approve the October 17, 2022 General Session Meeting Minutes (Minutes).

Mr. Smati moved to approve the Minutes. Ms. Hjaltman seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Human Resources Operations Report (Agenda Item 5)

Mara Spak presented the Human Resources Operations Report.

Proposed Amendments to ERCOT Governing Documents; Recommendation regarding Proposed Amendments to the ERCOT Bylaws (Agenda Items 6 and 6.1)

Mr. Seely presented the Recommendation regarding Proposed Amendments to the ERCOT Bylaws. He commented that the proposed amendments are consistent with the Commission's November 10, 2022 statement of input. Chair Heeg entertained a motion on a recommendation to the Board.

Mr. Smati moved to recommend that the Board approve amendments to the ERCOT Bylaws as presented. Ms. Hjaltman seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding Proposed Amendments to the Board Policies and Procedures (Agenda Item 6.2)

Jonathan Levine presented the proposed Amendments to the Board Policies and Procedures. He reported that the version included with the meeting materials is consistent with the version presented at the October 17, 2022 Committee meeting, with minor changes. Chair Heeg entertained a motion on a recommendation to the Board.

Mr. Smati moved to recommend that the Board approve amendments to the Board Policies and Procedures as presented. Ms. Hjaltman seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding Ratification of Officer (Agenda Item 7)

Chair Heeg presented the Recommendation regarding Ratification of Officer. She announced that Robert Black had been hired as Vice President of Public Affairs, effective November 7, 2022, and entertained a motion.

Ms. Hjaltman moved to recommend that the Board approve the ratification of Robert Black as Vice President of Public Affairs, effective November 7, 2022. Mr. Smati seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Recommendation regarding Periodicity of Meetings (Agenda Item 8)

Mr. Levine presented the Recommendation regarding Periodicity of Meetings and reminded Committee members that the Committee meeting schedule for 2023 was approved in June 2022. The Committee did not recommend any changes to the frequency of meetings for 2023.

Other Business (Agenda Item 9)

No other business was discussed at this time.

Adjournment (Agenda Item 10)

Chair Heeg adjourned the meeting at approximately 11:10 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