

The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 8:

***Recommendation regarding 2024
ERCOT Board Meeting and Annual
Meeting Schedule***

at its meeting on April 17, 2023.

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 April 18, 2023.

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



Item 8: Recommendation regarding 2024 ERCOT Board Meeting and Annual Meeting Schedule

Peggy Heeg
Committee Chair

Human Resources and Governance Committee
Meeting

ERCOT Public
April 17, 2023

Human Resources and Governance Committee Request

Why this is being presented today:

To request a vote from the Human Resources and Governance (HR&G) Committee to recommend that the Board approve proposed 2024 meeting dates

- **Key Takeaways**

- In 2024, it is anticipated that the Board continue the current practice of meeting six times per year
- Except in October, the proposal is for Committees to meet on Mondays, followed by Board meetings on Tuesdays (for October, the days are Wednesday and Thursday)
- Regarding December, the 2024 Annual Meeting of the Members is proposed for the same date as the Board meeting, in compliance with Bylaws Section 4.6(a)

Proposed 2024 Meeting Schedule

Meeting No.	Meeting Month	Proposed 2024 Meeting Dates*	
		Committee Meetings	Board Meetings
1	February	February 26 – Monday	February 27 – Tuesday
2	April	April 22 – Monday	April 23 – Tuesday
3	June	June 17 – Monday	June 18 – Tuesday
4	August	August 19 – Monday	August 20 – Tuesday
5	October	October 9 – Wednesday	October 10 – Thursday
6	December	December 2 – Monday	December 3 – Tuesday (Annual Meeting)

* ERCOT Bylaws Section 4.7(e): “For non-urgent matters, at any meeting of the Board, provided that a quorum is present in person, Directors that are not present in person may participate in and vote at such meeting by means of a conference telephone or other similar communications equipment.”



Date: April 11, 2023
To: Board of Directors
From: Peggy Heeg, Human Resources and Governance (HR&G) Committee Chair
Subject: 2024 ERCOT Board Meeting and Annual Meeting Schedule

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: April 18, 2023

Item No.: 9.1

Issue:

The Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) must set the dates and locations for the 2024 regular meetings of the Board and the date for the 2024 Annual Meeting of Members.

Background/History:

Pursuant to Section 4.6(a) of the ERCOT Amended and Restated Bylaws (Bylaws), the “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” The Board must set the time and place of Board meetings. Public Utility Regulatory Act (PURA) Section 39.1511(b) provides that the “bylaws of the independent organization and rules of the commission must ensure that a person interested in the activities of the independent organization has an opportunity to obtain at least seven days’ advance notice of meetings and the planned agendas of the meetings and an opportunity to comment on matters under discussion at the meetings.” As such, to comply with the Bylaws and PURA, the Board votes on the time and place of regularly scheduled Board meetings.

The Board is expected to meet at ERCOT’s principal office in Austin, Texas (8000 Metropolis Drive (Building E), Suite 100), as follows (the Proposed Meeting Schedule):

- February 27, 2024;
- April 23, 2024;
- June 18, 2024;
- August 20, 2024;
- October 10, 2024; and
- December 3, 2024.

It is also proposed that the date of the 2024 Annual Meeting of the Members be the same date as the December 2024 Board meeting. At the April 17, 2023 meeting of the HR&G Committee, the Committee will review this proposal (the Proposed Meeting Schedule) and is expected to recommend that the Board schedule its 2024 meetings and the 2024 Annual Meeting of the Members according to the Proposed Meeting Schedule.

Meetings of the Board's committees are expected to be held on the day prior to the Board meetings. If the dates, locations or times of the scheduled meetings change, ERCOT will provide ample notice prior to the dates of affected meetings.

In considering the Proposed Meeting Schedule, ERCOT staff has recommended that the Board continue to meet on even-numbered months. Prior to beginning the even-numbered schedule in 2014, an odd-numbered month schedule created issues around preparation of meeting materials due to holidays including New Year's Day, Spring Break, Fourth of July, Labor Day, and Thanksgiving. Furthermore, an April meeting facilitates approval of the Company's financial statement audit, and an October meeting allows sufficient planning time for any items requiring approval before the end of the year.

Key Factors Influencing Issue:

Bylaws Section 4.6(a) and (b) and PURA Section 39.1511 require the Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.

Conclusion/Recommendation:

ERCOT staff recommends, and the HR&G Committee is expected to recommend, that the Board schedule its regular meetings and the Annual Meeting of Members in the 2024 calendar year as set forth in the Proposed Meeting Schedule.



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

WHEREAS, after due consideration of the alternatives, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT to set the dates and locations of its 2024 meetings, pursuant to ERCOT's Amended and Restated Bylaws Section 4.6(a) and (b).

THEREFORE, be it RESOLVED, that the Board hereby approves that the 2024 Meetings of the ERCOT Board will be held at ERCOT's principal office in Austin, Texas (8000 Metropolis Drive (Building E), Suite 100) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 27, 2024;
- April 23, 2024;
- June 18, 2024;
- August 20, 2024;
- October 10, 2024; and
- December 3, 2024.

THEREFORE, be it FURTHER RESOLVED, that the date of the 2024 Annual Meeting of Members will be called on the same date as the December 2024 Board meeting.

CORPORATE SECRETARY'S CERTIFICATE

I, Jonathan M. Levine, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its April 18, 2023 meeting, the Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of April 2023.

Jonathan M. Levine
Assistant Corporate Secretary