



**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
April 17, 2023

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 (OPUC), Public Counsel	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
Black, Robert	ERCOT Vice President of Public Affairs
Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer



Hahne, Cynthia	ERCOT Corporate Counsel
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations
Levine, Jonathan	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Miner, Mark	ERCOT Director of Corporate Communications
Ögelman, Kenan	ERCOT Director of Commercial Operations
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Rainwater, Kim	ERCOT Corporate Counsel
Rejino, Tara	PUCT Chief of Staff, Commission Chairman Peter Lake
Rickerson, Woody	ERCOT Vice President System Planning and Weatherization
Rychetsky, Penny	ERCOT Director of Internal Audit
Seely, Chad V.	ERCOT Senior 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
Woodfin, Dan	ERCOT Director of System Operations
Zerwas, Rebecca	ERCOT State Policy Principal and Board Liaison

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 1:45 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 April 10, 2023, 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.

February 27, 2023 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the February 27, 2023 General Session Meeting Minutes (Minutes).

Courtney Hjaltman moved to approve the Minutes as presented. John Swainson 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 and answered questions from Committee members and other Board members regarding trends in tech sector hiring and the impact such trends have had on ERCOT employee attrition.



Benefits Update; Annual Status Report from Retirement Plan Committee; Annual Status Report on Health and Welfare Activities (Agenda Items 5, 5.1 and 5.2)

Ms. Spak presented the Annual Status Reports for the Retirement Plan Committee and Health and Welfare Activities.

OKR and Strategic Plan Update (Agenda Item 6)

Kristi Hobbs presented the Objectives and Key Results (OKR), including an adjustment to the completion date for ERCOT's key milestones related to improving integration of Large Flexible Loads (LFLs) into the ERCOT grid. Ms. Hobbs also presented a Strategic Plan Update, including a proposed timeline for feedback, and Committee members, other Board members, and Ms. Hobbs discussed next steps including Member Segment meetings to discuss priority strategic issues for the next five years, beyond day-to-day matters.

Review of Draft HR&G Committee Self-Evaluation Survey (Agenda Item 7)

Chair Heeg presented the Review of Draft HR&G Committee Self-Evaluation Survey.

Recommendation regarding 2024 ERCOT Board Meeting and Annual Meeting Schedule (Agenda Item 8)

Chair Heeg presented the Recommendation regarding 2024 Board Meeting and Annual Meeting Schedule (Schedule), indicated upcoming discussion regarding 2025 meeting dates, and entertained a motion.

Ms. Hjaltman moved to recommend the Board approve the Schedule as presented. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Future Agenda Items (Agenda Item 9)

Ms. Spak presented the Future Agenda Items. She highlighted items anticipated for the June 19, 2023 Committee meeting, including review of Ethics Agreement forms submitted by staff and Directors; discussion of the ERCOT Strategic Plan; and matters relating to the Sunset Bill before the Texas Legislature.

Other Business (Agenda Item 10)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 11 and 12)

Chair Heeg announced that no voting items from Executive Session were expected; accordingly, she would adjourn the meeting immediately upon conclusion of Executive Session. Chair Heeg adjourned General Session at approximately 2:06 p.m. and convened Executive Session at approximately 2:10 p.m.

There were no voting items from Executive Session.

Chair Heeg adjourned the meeting upon conclusion of Executive Session at approximately 4:20 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