

The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 4:

Recommendation regarding Date Change for 2023 Annual Meeting of Members

at its meeting on August 30, 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 August 31, 2023.

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



Date: August 24, 2023
To: Board of Directors
From: Peggy Heeg, Human Resources and Governance (HR&G) Committee Chair
Subject: Date Change for 2023 Annual Meeting of Members

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: August 31, 2023

Item No.: 10.1

Issue:

Whether the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) should approve a change to the date for the 2023 Annual Meeting of the Members, which is currently scheduled for December 19, 2023.

Background/History:

Section 3.7(a) of the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.* (Bylaws) provides that “Corporate Members shall meet at least annually on a date to be established by the Board (‘Annual Meeting’).” Bylaws Section 4.6(a) provides that the “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.”

On June 14, 2022, the Board approved the 2023 meeting calendar that included a meeting on December 19, 2023, and also approved the date of the 2023 Annual Meeting of the Members as the same date as the December 2023 Board meeting. After discussion about the desired format for the 2023 Annual Meeting of the Members, the Board would like to move the date for the 2023 Annual Meeting of the Members one day earlier to December 18, 2023, which is the day the Board’s Committees are scheduled to meet.

At its meeting on August 30, 2023, the HR&G Committee will consider the proposed date change for the 2023 Annual Meeting of the Members.

Key Factors Influencing Issue:

- Bylaws Sections 3.7(a) and 4.6(a) provide that the Board may set the date for the Annual Meeting of the Members, which occur in conjunction with a Board meeting.
- The Board and its Committees are scheduled to meet on December 18 and 19, 2023.
- To facilitate the Board’s desired format for the 2023 Annual Meeting of the Members, it is recommended that the date for the 2023 Annual Meeting of the Members be moved one day earlier to December 18, 2023.



Conclusion/Recommendation:

ERCOT staff recommends, and the HR&G Committee is expected to recommend, that the Board approve a change to the date of the 2023 Annual Meeting of the Members from December 19, 2023 to December 18, 2023.



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

WHEREAS, at its meeting on June 14, 2022, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) approved the 2023 Board meeting calendar that included a meeting on December 19, 2023, and also approved the date of the 2023 Annual Meeting of the Members as the same date as the December 2023 Board meeting;

WHEREAS, Section 3.7(a) of the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.* (Bylaws) provides that the Board shall establish the date for the Annual Meeting of ERCOT Corporate Members, and Bylaws Section 4.6(a) provides that the Annual Meeting of the Members shall occur in conjunction with a regularly scheduled Board meeting; and

WHEREAS, after due consideration of the alternatives, the Board deems it desirable and in the best interest of ERCOT to move the date for the 2023 Annual Meeting of the Members one day earlier to December 18, 2023;

THEREFORE, BE IT RESOLVED, that the Board hereby approves that the date for the 2023 Annual Meeting of the Members be moved to December 18, 2023.

CORPORATE SECRETARY'S CERTIFICATE

I, Jonathan M. Levine, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its August 31, 2023 meeting, the Board passed a motion approving the above Resolution by _____.

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

Jonathan M. Levine
Assistant Corporate Secretary