



**DRAFT 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
August 30, 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
Capuano, Linda	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
Jackson, Kathleen	Public Utility Commission of Texas (PUCT, Commission), Interim Chair	Non-Voting
Vegas, Pablo	ERCOT President and Chief Executive Officer (CEO)	Non-Voting

Officers and Guests:

Officer/Guest	Role
Berlin, Anna	ERCOT Associate Corporate Counsel



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
McAdams, Will	PUCT Commissioner
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 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 (<i>Via Teleconference</i>)
Taylor, Sean	ERCOT Vice President and Chief Financial Officer
Woodfin, Dan	ERCOT Director 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 8:34 a.m.

Chair Heeg recognized Kathleen Jackson, Interim Chair of the PUCT. Interim Chair Jackson called an Open Meeting of the Commission to order to consider matters that had been duly posted with the Texas Secretary of State for August 30, 2023.

Chair Heeg welcomed new Board member Linda Capuano to her first Committee meeting and highlighted the Antitrust Admonition. Chair Heeg 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 August 23, 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.

June 20, 2023 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the June 20, 2023 General Session Meeting Minutes (Minutes).

John Swainson moved to approve the Minutes as presented. Courtney Hjaltman seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Recommendation regarding Date Change for 2023 Annual Meeting of Members (Agenda Item 4)

Chair Heeg presented the Recommendation regarding Date Change for 2023 Annual Meeting of Members, highlighting a proposal to change the date from December 19, 2023 to December 18, 2023.

Ms. Hjaltman moved to recommend that the Board approve the Date Change for the 2023 Annual Meeting of Members as presented. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding Ratification of Officers (Agenda Item 5)

Chair Heeg presented the Recommendation regarding Ratification of Officers. Chair Heeg indicated that Pablo Vegas had recommended role changes for two existing Officers, effective September 1, 2023: Woody Rickerson, who will take on the title of Senior Vice President and Chief Operating Officer, and Kristi Hobbs, who will take on the title of Vice President of System Planning and Weatherization.

Ms. Hjaltman moved to recommend that the Board ratify Woody Rickerson as Senior Vice President and Chief Operating Officer, and Kristi Hobbs as Vice President of System Planning and Weatherization, each effective September 1, 2023. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding Board Committee Assignments (Agenda Item 6)

Chair Heeg presented the Recommendation regarding Board Committee Assignments, highlighting the reasons and methodology for determining assignments, and entertained a motion.

Mr. Swainson moved to recommend that the Board approve the membership for each Committee and designation of Committee Chairs, effective September 1, 2023, as presented. Ms. Hjaltman seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Strategic Goal Update (Agenda Item 7)

Ms. Hobbs presented the Strategic Goal Update, including the addition of several new Objectives and Key Results (OKRs) to reflect priority work for the remainder of the year. In response to questions, Ms. Hobbs confirmed that OKRs are used in the employee short-term incentive program, but the newly added OKRs would not be factored into short-term incentive payment calculations for 2023.

Review of 2022 ERCOT 401(k) Savings Plan Audit Report (Agenda Item 8)

Mara Spak presented the Review of the 2022 ERCOT 401(k) Savings Plan Audit Report (Report) and announced that a revision to the HR&G Committee Charter would be proposed next year to eliminate the HR&G Committee's annual review requirement, since the Finance and Audit (F&A) Committee is required to both review and make a recommendation to the Board on the Report.



Future Agenda Items (Agenda Item 9)

Ms. Spak presented the Future Agenda Items. She highlighted items anticipated for the October 16, 2023 Committee meeting.

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 8:50 a.m. and convened Executive Session at approximately 9:02 a.m.

There were no voting items from Executive Session.

Chair Heeg adjourned the meeting upon conclusion of Executive Session at approximately 9:26 a.m.

Committee materials and presentations from the meeting are available on ERCOT's website at https://www.ercot.com/committees/board/hr_governance.

Jonathan M. Levine
Assistant Corporate Secretary