

## **Item 10: Future Agenda Items**

*Mara Spak* Vice President, Human Resources

Human Resources and Governance Committee Meeting

ERCOT Public December 18, 2023

## ERCOT

## Human Resources and Governance Committee

Annual Meeting Planner and Future Agenda Items

|   | Charter | Committee Meeting Date - 2023                        |      |      |      |       |       | Committee Meeting Date - 2024 |      |      |      |       |       |
|---|---------|--|------|------|------|-------|-------|-------------------------------|------|------|------|-------|-------|
| Task Description  | Page #  | 2-27   | 4-17 | 6-19 | 8-30 | 10-16 | 12-18 | 2-26                          | 4-22 | 6-17 | 8-19 | 10-09 | 12-02 |
| Designate a Committee secretary   | 2       | HRG  |      |      |      |       |       |                               |      |      |      |       |       |
|   | 2       | As necessary when topics arise                       |      |      |      |       |       |                               |      |      |      |       |       |
| Committee educational topics<br>Review and assess adequacy of Committee charter | 5       | HRG  |      |      |      |       | ,     |                               |      |      |      |       |       |
| Undertake annual self-evaluation  | 5       |  |      |      |      | HRG   | HRG   |                               |      |      |      |       |       |
| Review Company's Certificate of Formation and bylaws                            | 3       |  |      |      |      |       | HRG   |                               |      |      |      |       |       |
| Review Board's policies and procedures  | 3       |  |      |      |      |       | HRG   |                               |      |      |      |       |       |
| Review frequency of meetings  | 3       |  |      |      |      | HRG   | HRG   |                               |      |      |      |       |       |
| Oversee assessment of the Board   | 3       | Periodically, as necessary                           |      |      |      |       |       |                               |      |      |      |       |       |
| Oversee assessment of Board members   | 3       | Periodically, as necessary                           |      |      |      |       |       |                               |      |      |      |       |       |
| Review charters of Board committees   | 3       | HRG  |      |      |      |       |       |                               |      |      |      |       |       |
| Review membership of Board committees   | 3       | HRG  |      |      | HRG  |       |       |                               |      |      |      |       |       |
| Oversee Q4 annual self-evaluations of committees of the Board                   | 3       | HRG  | HRG  |      |      |       |       |                               |      |      |      |       |       |
| Oversee assessment of Board committee structure                                 | 3       |  |      |      | HRG  |       |       |                               |      |      |      |       |       |
| Oversee review of Board member compensation and expense reimbursement           | 3       |  |      | HRG  |      |       |       |                               |      |      |      |       |       |
| Regular review of conflicts of interest disclosed by Company staff & Directors  | 3       |  |      | HRG  |      |       |       |                               |      |      |      |       |       |
| Review Company's ethics agreement forms for Company staff and Directors         | 3       | HRG  |      |      |      |       |       |                               |      |      |      |       |       |
| Recommend Director education and training opportunities                         | 3       | As necessary when topics arise                       |      |      |      |       |       |                               |      |      |      |       |       |
| Review CEO's performance  | 3       |  |      |      |      | HRG   |       |                               |      |      |      |       |       |
| Changes to CEO compensation and employment terms, as needed                     | 3       |  |      |      |      |       | HRG   |                               |      |      |      |       |       |
| Recommendation to the Board on Company's strategic plan                         | 3       |  |      | HRG  |      |       |       |                               |      |      |      |       |       |
| Review Company's corporate communications strategic plan                        | 3       |  | HRG  |      |      |       |       |                               |      |      |      |       |       |
| Review Company's governmental relations efforts                                 | 3       |  |      |      |      | HRG   |       |                               |      |      |      |       |       |
| , Review CEO's direct reports' performance and compensation                     | 4       |  |      |      |      | HRG   | HRG   |                               |      |      |      |       |       |
| Review long-term development and succession planning report for CEO, CEO direct |         |  |      |      |      | LIDC  |       |                               |      |      |      |       |       |
| reports, and key employees  | 4       |  |      |      |      | HRG   |       |                               |      |      |      |       |       |
| Review Company's benefits strategies (health and welfare and retirement plan    |         |  |      |      |      |       |       |                               |      |      |      |       |       |
| activities)   | 4       |  | HRG  |      |      |       |       |                               |      |      |      |       |       |
| Review 401(k) Savings Plan audit report   | 4       | HRG Req. expected to be removed from Charter in 2024 |      |      |      |       |       |                               |      |      |      |       |       |
| Review Company's Human Resources Operations Report                              | 1       | HRG  | HRG  | HRG  |      |       | HRG   |                               |      |      |      |       |       |

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