



**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 A
Austin, Texas 78744
October 16, 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
Capuano, Linda	N/A	Voting
Flores, Bill	N/A	Voting
Heeg, Peggy (Chair)	N/A	Voting
Swainson, John	N/A	Voting

Other Board Members:

Director	Affiliation/Role (if any)	Voting Category
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) <i>(Not Present for Agenda Items 1 – 4)</i>	Non-Voting

Officers and Guests:

Officer/Guest	Role
Berlin, Anna	ERCOT Associate Corporate Counsel
Black, Robert	ERCOT Vice President of Public Affairs
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



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 11:47 a.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 October 9, 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.

August 30, 2023 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the August 30, 2023 General Session Meeting Minutes (Minutes).

Bill Flores moved to approve the Minutes as presented. Chair Heeg seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Notice of Annual Committee Self-Evaluation Questionnaire (Agenda Item 4)

Chair Heeg presented the Notice of Annual Committee Self-Evaluation Questionnaire and highlighted Committee review of the questionnaire contents and form during the Committee's meeting on April 17, 2023. Chair Heeg indicated ERCOT staff will electronically administer the questionnaire to Committee members following today's meeting, and the Committee will review results during the meeting scheduled for December 18, 2023. At the August Board meeting, the Board also approved changes to membership of Committees in connection with the formation of the new Technology and Security (T&S) Committee. Chair Heeg invited feedback from former HR&G Committee members during this year's evaluation of the HR&G Committee and invited final feedback on the questionnaire.

Future Agenda Items (Agenda Item 5)

Mara Spak presented the Future Agenda Items. She highlighted items anticipated for the December 18, 2023 Committee meeting.

Other Business (Agenda Item 6)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Item 7)

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 11:51 a.m. and convened Executive Session at approximately 12:10 p.m.

There were no voting items from Executive Session.



Chair Heeg adjourned the meeting upon conclusion of Executive Session at approximately 3:55 p.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