



MEMORANDUM

To: Human Resources and Governance (HR&G) Committee
From: Peggy Heeg, HR&G Committee Chair
Date: December 11, 2023
Re: Review of ERCOT Governing Documents

Sections IV(B)(1)(a)(i) and (ii) of the HR&G Committee Charter require that the Committee review the Company's governing documents—that is, Certificate of Formation, Bylaws, and Board Policies and Procedures—on an annual basis. The Committee last reviewed the governing documents in December 2022.

Due to legal proceedings pending at the Travis County district court and the Public Utility Commission of Texas (PUCT) regarding the Bylaws amendment approved by the Board and the PUCT in December 2022, it is recommended that further changes to the Bylaws or Certificate of Formation be deferred until those proceedings progress. Legal Staff is monitoring the Travis County district court case and will continue to update the Committee and Board on next steps.

Legal Staff is reviewing Board Policies and Procedures Section VIII, *Procedures for Participation by Parties Opposing Actions Recommended by TAC or ERCOT Staff*, and may propose revisions in 2024 to better align with current Board processes. Until that time, no changes are recommended to the Board Policies and Procedures.

For the Committee's reference, the current Certificate of Formation, Bylaws, and Board Policies and Procedures are available on the ERCOT website at <https://www.ercot.com/about/governance>.