



**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 A
Austin, Texas 78744
December 18, 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)	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 11:37 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 December 11, 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.

October 16, 2023 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the October 16, 2023 General Session Meeting Minutes (Minutes).

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

Human Resources Operations Report (Agenda Item 4)

Mara Spak presented the Human Resources (HR) Operations Report. She highlighted the success and proposed expansion of the internship program, the downward-trending attrition rate, and the HR initiatives to promote opportunities at ERCOT and attract highly talented individuals. Ms. Spak presented data on talent acquisition for 2023 that displayed a growing and diverse applicant pool. Ms. Spak reported on the increase of employees participating in the professional training development programs in 2023 and plans for The Vitality Program, a new annual development program that will launch in January 2024. Ms. Spak discussed new programs for enhancing new employees' onboarding experience at ERCOT. Ms. Spak also showed the initial results of the all-employee feedback survey, which outscored benchmarks across the survey categories.

Annual Committee Self-Evaluation Survey Results (Agenda Item 5)

Chair Heeg presented the results of the Annual Committee Self-Evaluation Questionnaire. Chair Heeg thanked the Committee for their participation.

Review of ERCOT Governing Documents (Agenda Item 6)

Chair Heeg and Mr. Seely presented the Review of ERCOT Governing Documents. Ms. Heeg and Mr. Seely reported that the HR&G Committee Charter requires the Committee annually review the Certificate of Formation, Bylaws, and Board Policies and Procedures, and that there were no anticipated amendments. Mr. Seely announced there will likely be proposed amendments to the Board Policies and Procedures in early 2024.

Review of Periodicity of Meetings; 2025 ERCOT Board Meeting and Annual Meeting Schedule (Agenda Item 7 – 8)

Chair Heeg and Mr. Seely presented the Review of Periodicity of Meetings and informed Committee members that the Board meeting schedule for 2024 was approved at the April 2023 Board meeting. Chair Heeg reported that no modifications were expected for 2024 and



announced if a modification is suggested, it would be addressed by vote with the 2025 meeting dates when the Committee considers the matter at its February 2024 meeting. Mr. Seely presented a proposed five-meeting schedule for 2025. Mr. Seely displayed data on the meeting frequencies of the other Independent System Operators (ISOs) in the United States. Committee members discussed the viability of a five-meeting schedule. Mr. Seely confirmed that the Bylaws require one meeting per quarter, which can be met through either a five- or six-meeting schedule and commented on the option to hold special or urgent meetings if necessary. Committee members discussed the cost associated with each meeting, and that a five-meeting schedule would lead to an associated cost reduction, expressed support for shifting to a five-meeting schedule, and discussed the possibility that the Board or Committees may want or need to hold special meetings more frequently under a five-meeting schedule. PUCT Interim Chair Kathleen Jackson commented on the importance of maintaining the deliverables of both the Board and the Commission.

Annual Communications Overview (Agenda Item 9)

Robert Black presented the Annual Communications Overview. Mr. Black highlighted the incentives for streamlining the Communications department and efforts to do so, establishing ERCOT's first social media outreach program, and significantly enhancing internal communications efforts. Mr. Black presented the company's communications objectives and goals, highlighting the objective to rebuild credibility and trust with the media and the public. Mr. Black reviewed ongoing communications activities and reviewed social media metrics and media coverage statistics. Pablo Vegas commented on media coverage goals, highlighting the aim for coverage of ERCOT to be factual, which he and Committee members discussed. Mr. Black reviewed upcoming communications activities. Interim Chair Jackson commented on the success of collaboration between the PUCT and ERCOT in communications goals.

Future Agenda Items (Agenda Item 10)

Mara Spak presented the Future Agenda Items. She highlighted items anticipated for the February 26, 2024 Committee meeting.

Other Business (Agenda Item 11)

No other business was discussed at this time.

Executive Session

Chair Heeg recessed General Session at approximately 12:28 p.m. and convened Executive Session at approximately 12:47 p.m. Chair Heeg reconvened General Session at approximately 2:40 p.m.

Vote on Matters from Executive Session (Agenda Item 12)

Chair Heeg entertained a motion for three matters discussed during Executive Session.

John Swainson moved to recommend that the Board approve the personnel matters discussed during Executive Session under Agenda Items ES 2.2, ES 2.3, and ES 2.5. Mr. Flores seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Adjournment

Chair Heeg adjourned the meeting at approximately 2:41 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

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