

The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 6:

Recommendation regarding 2025 ERCOT Board Meeting and Annual Meeting Schedule and Date Change for 2024 Annual Meeting of Members

at its meeting on February 26, 2024.

The Board of Directors is expected to hear the HR&G Committee's recommendation on this matter as part of the HR&G Committee Report at the Board meeting on February 27, 2024.

Attached are the Board and Committee materials in relation to these agenda items.

Item 6: Recommendation regarding 2025 ERCOT Board Meeting and Annual Meeting Schedule and Date Change for 2024 Annual Meeting of Members

Peggy Heeg

Human Resources and Governance Committee
Chair

Human Resources and Governance Committee
Meeting

ERCOT Public
February 26, 2024



Human Resources and Governance Committee Request

Why this is being presented today:

To request a vote from the Human Resources and Governance (HR&G) Committee to recommend that the Board approve (1) the dates and locations for the 2025 regular meetings of the Board and the date for the 2025 Annual Meeting of Members (Annual Meeting); and (2) a change to the date of the 2024 Annual Meeting from Tuesday, December 3 to Monday, December 2

- **Key Takeaways**

- In 2025, it is anticipated that the Board will shift to meeting five times per year
- Keeping with past practice, the proposal is for Committees to meet on Mondays, followed by Board meetings on Tuesdays
- Consistent with 2023, it is proposed that the 2025 Annual Meeting of the Members be scheduled for the Monday before the December 2025 Board meeting; it is also proposed that the date for the 2024 Annual Meeting of the Members be moved to the day before the December 2024 Board meeting

Proposed 2025 Meeting Schedule

Meeting No.	Meeting Month	Proposed 2025 Meeting Dates*	
		Committee Meetings	Board Meetings
1	February	February 3 – Monday	February 4 – Tuesday
2	April	April 7 – Monday	April 8 – Tuesday
3	June	June 23 – Monday	June 24 – Tuesday
4	September	September 22 – Monday	September 23 – Tuesday
5	December	December 8 – Monday (Annual Meeting)	December 9 – Tuesday

* ERCOT Bylaws Section 4.7(e): “For non-urgent matters, at any meeting of the Board, provided that a quorum is present in person, Directors that are not present in person may participate in and vote at such meeting by means of a conference telephone or other similar communications equipment.”



Request for Vote

- ERCOT staff recommends that the HR&G Committee recommend that the Board:
 - Schedule its regular meetings and the Annual Meeting in the 2025 calendar year as set forth on the previous slide; and
 - Approve a change to the date of the 2024 Annual Meeting from December 3, 2024 to December 2, 2024

<VOTE>



Date: February 20, 2024
To: Board of Directors
From: Peggy Heeg, Human Resources and Governance (HR&G) Committee Chair
Subject: 2025 ERCOT Board Meeting and Annual Meeting Schedule and Date Change for 2024 Annual Meeting of Members

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: February 27, 2024

Item No.: 10.5

Issues:

Whether the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) should approve (1) the dates and locations for the 2025 regular meetings of the Board and the date for the 2025 Annual Meeting of Members (Annual Meeting); and (2) a change to the date for the 2024 Annual Meeting, which is currently scheduled for December 3, 2024.

Background/History:

Pursuant to Section 4.6(a) of the *Amended and Restated Bylaws of the Electric Reliability Council of Texas, Inc. (Bylaws)*, the “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” Section 3.7(a) of the Bylaws provides that “Corporate Members shall meet at least annually on a date to be established by the Board (‘Annual Meeting’).” Public Utility Regulatory Act (PURA) Section 39.1511(b) provides that the “bylaws of the independent organization and rules of the commission must ensure that a person interested in the activities of the independent organization has an opportunity to obtain at least seven days’ advance notice of meetings and the planned agendas of the meetings and an opportunity to comment on matters under discussion at the meetings.” See *also*, Bylaws Section 4.6(b) (requiring seven days’ advance notice of Board meetings with limited exception). As such, to comply with the Bylaws and PURA, the Board votes on the time and place of regularly scheduled Board meetings, as well as the date for the Annual Meeting.

2025 Board Meeting and Annual Meeting Dates

ERCOT staff consulted with Board members regarding their availability in an effort to accommodate the greatest number of Board members. Based on this consultation, the Board is expected to meet at ERCOT’s principal office in Austin, Texas (8000 Metropolis Drive (Building E), Suite 100), as follows (the Proposed 2025 Meeting Schedule):

- February 4, 2025;
- April 8, 2025;
- June 24, 2025;

- September 23, 2025; and
- December 9, 2025.

Meetings of the Board's committees are expected to be held on the day prior to the Board meetings. As part of the Proposed 2025 Meeting Schedule, it is also proposed that the date of the 2025 Annual Meeting be December 8, 2025—*i.e.*, the same day as the committee meetings on the day prior to the December 9, 2025 Board meeting.

2024 Annual Meeting Date

On April 18, 2023, the Board approved the 2024 meeting calendar that included a meeting on December 3, 2024, and approved the date of the 2024 Annual Meeting as the same date as the December 3, 2024 Board meeting. Subsequently, the Board reevaluated the desired format and date for the 2023 Annual Meeting, which had been scheduled for the same day as the December 19, 2023 Board meeting. On August 31, 2023, the Board voted to move the date for the 2023 Annual Meeting one day earlier to December 18, 2023, the day the Board's Committees were scheduled to meet. Consistent with 2023, the Board would like to move the date for the 2024 Annual Meeting of the Members one day earlier, to December 2, 2024.

HR&G Committee Consideration

At its meeting on February 26, 2024, the HR&G Committee will review the Proposed 2025 Meeting Schedule and is expected to recommend that the Board schedule its 2025 meetings and the 2025 Annual Meeting according to the Proposed 2025 Meeting Schedule. Further, the HR&G Committee will consider the proposed date change for the 2024 Annual Meeting and is expected to recommend that the date for the 2024 Annual Meeting be changed to December 2, 2024.

Key Factors Influencing Issues:

- Bylaws Section 4.6(a) and (b) and PURA Section 39.1511 require the Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.
- Bylaws Sections 3.7(a) and 4.6(a) provide that the Board may set the date for the Annual Meeting, which shall occur in conjunction with a Board meeting.
- In considering the Proposed 2025 Meeting Schedule, ERCOT staff consulted with Board members regarding their availability and selected dates to accommodate the greatest number of Board members.
- The Board and its committees are scheduled to meet on December 2 and 3, 2024, with the 2024 Annual Meeting currently scheduled for the day of the Board meeting on December 3.
- To facilitate the Board's desired date and format for the 2024 Annual Meeting, consistent with 2023, it is recommended that the date for the 2024 Annual Meeting be moved one day earlier to December 2, 2024.



Conclusion/Recommendation:

ERCOT staff recommends, and the HR&G Committee is expected to recommend, that the Board (1) schedule its regular meetings and the Annual Meeting in the 2025 calendar year as set forth in the Proposed 2025 Meeting Schedule; and (2) approve a change to the date of the 2024 Annual Meeting from December 3, 2024 to December 2, 2024.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, Sections 4.6(a) and (b) of the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.* (Bylaws) and Public Utility Regulatory Act (PURA) Section 39.1511 require the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting;

WHEREAS, Bylaws Section 3.7(a) provides that the Board shall establish the date for the Annual Meeting of ERCOT Corporate Members, and Bylaws Section 4.6(a) provides that the Annual Meeting of the Members shall occur in conjunction with a regularly scheduled Board meeting;

WHEREAS, after due consideration of the alternatives, the Board deems it desirable and in the best interest of ERCOT to set the dates and locations of its 2025 meetings, pursuant to Bylaws Section 4.6(a) and (b);

WHEREAS, at its meeting on April 18, 2023, the Board approved the 2024 Board meeting calendar that included a meeting on December 3, 2024, and also approved the date of the 2024 Annual Meeting of the Members as the same date as the December 2024 Board meeting; and

WHEREAS, after due consideration of the alternatives, the Board deems it desirable and in the best interest of ERCOT to move the date of the 2024 Annual Meeting of the Members one day earlier to December 2, 2024;

THEREFORE, be it RESOLVED, that the Board hereby approves that the 2025 Meetings of the ERCOT Board will be held at ERCOT's principal office in Austin, Texas (8000 Metropolis Drive (Building E), Suite 100) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 4, 2025;
- April 8, 2025;
- June 24, 2025;
- September 23, 2025; and
- December 9, 2025.

THEREFORE, be it FURTHER RESOLVED, that the Board hereby approves that the date of the 2025 Annual Meeting of the Members be December 8, 2025.

THEREFORE, be it FURTHER RESOLVED, that the Board hereby approves that the date of the 2024 Annual Meeting of the Members be moved to December 2, 2024.



CORPORATE SECRETARY'S CERTIFICATE

I, Jonathan M. Levine, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its February 27, 2024 meeting, the Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of February, 2024.

Jonathan M. Levine
Assistant Corporate Secretary