



**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
February 26, 2024

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
Gleeson, Thomas	Public Utility Commission of Texas (PUCT, Commission), Chairman	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
Martinez, Adam	ERCOT Vice President of Enterprise Risk and Strategy
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 and Executive Advisor
Taylor, Sean	ERCOT Senior 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 12:00 p.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 February 19, 2024, 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 Mr. Seely confirmed.

December 18, 2023 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the December 18, 2023 General Session Meeting Minutes (Minutes).

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

Annual Review of Board Committee Charters and Membership (Agenda Item 4)

Chair Heeg presented the Annual Review of Board Committee Charters and Membership. She announced the Charter scopes were adequate and Committee membership was evaluated at the August 2023, HR&G Committee and Board meetings.

Recommendation regarding Committee Charter (Agenda Item 4.1)

Chair Heeg presented the Recommendation regarding Committee Charter. She reported that ERCOT Legal recommended minor revisions, including removing the annual requirement to review ERCOT's 401(k) Savings Plan audit report, which is within the Finance and Audit (F&A) Committee's scope to review and make a recommendation to the Board on whether to accept, and changing the Charter approval requirement from annual to as needed. Chair Heeg entertained a motion to recommend Board approval of the revised HR&G Committee Charter as presented.

Mr. Flores moved to recommend that the Board approve the Committee Charter as presented. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Election of Chief Executive Officer and Ratification of Officers for ERCOT and Special Purpose Entities; Recommendation regarding Election of Chief Executive Officer and Ratification of Officers of ERCOT; Recommendation regarding Ratification of Officers of Texas Electric Market Stabilization Funding M LLC; Recommendation regarding Ratification of Officers of Texas Electric Market Stabilization Funding N LLC (Agenda Items 5 – 5.3)

Chair Heeg reported the Bylaws require annual Board election of ERCOT's CEO and ratification of ERCOT's officers. She announced that ERCOT staff had also recommended that the Board ratify the officers of ERCOT's two securitization-related special purpose entities, Texas Electric



Market Stabilization Funding M LLC (TEMSFM) and Texas Electric Market Stabilization Funding N LLC (TEMSFN).

Mr. Flores moved to recommend that the Board (1) elect Pablo Vegas as Chief Executive Officer and ratify the officers of ERCOT; (2) ratify the officers of TEMSFM; and (3) ratify the officers of TEMSFN, each as presented. Linda Capuano seconded the motion. The motion passed by unanimous voice vote with no abstentions.

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

Chair Heeg presented the Recommendation regarding 2025 ERCOT Board Meeting and Annual Meeting Schedule and Date Change for 2024 Annual Meeting of Members, highlighting a proposal to change the 2024 Annual Meeting of Members date from December 3, 2024 to December 2, 2024.

Mr. Swainson moved to recommend that the Board approve the 2025 ERCOT Board Meeting and Annual Meeting Schedule and Date Change for 2024 Annual Meeting of Members as presented. Mr. Flores seconded the motion. The motion passed by unanimous voice vote with no abstentions.

2024 Objectives and Key Results (OKRs) (Agenda Item 7)

Adam Martinez presented the 2024 Objectives and Key Results (OKRs). Mr. Martinez reviewed the three 2024 enterprise Objectives—industry leadership for grid reliability and resilience, enhancing the region’s economic competitiveness, and advancing ERCOT’s status as an independent leading industry expert and employer of choice—and the Key Results for each of the three Objectives.

Annual Review of Form Ethics Agreements for Directors and Employees (Agenda Item 8)

Mr. Seely presented the Annual Review of Form Ethics Agreements for Directors and Employees. He reported that no changes were proposed to either the Form Ethics Agreement for Directors or Employee Ethics and Confidentiality Agreement.

Proposed Amendments to the Board Policies and Procedures (Agenda Item 9)

Mr. Seely presented the Proposed Amendments to the Board Policies and Procedures, including clarifications regarding Board and Committee consideration of Revision Requests and other process clarifications. He reported that ERCOT staff would bring the proposed amendments to the Technical Advisory Committee (TAC) in March for feedback then present final proposed amendments to the HR&G Committee and Board at their April meetings.

Future Agenda Items (Agenda Item 10)

Mara Spak presented the Future Agenda Items. She highlighted items anticipated for the April 22, 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 12:22 p.m. and convened Executive Session at approximately 12:32 p.m. Chair Heeg reconvened General Session at approximately 2:28 p.m.

Vote on Matters from Executive Session (Agenda Item 12)

Chair Heeg entertained motions for two matters discussed during Executive Session.

Mr. Flores moved to approve the personnel matters discussed during Executive Session under Agenda Item ES 2.1 and ES 2.3. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Adjournment (Agenda Item 13)

Chair Heeg adjourned the meeting at approximately 2:29 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