

The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 4:

***Recommendation regarding
Ratification of Officer***

at its meeting on August 19, 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 August 20, 2024.

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



Date: August 13, 2024
To: Board of Directors
From: Peggy Heeg, Human Resources and Governance (HR&G) Committee Chair
Subject: Ratification of Officer

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: August 20, 2024

Item No.: 9.1

Issue:

Ratification of Officer of Electric Reliability Council of Texas, Inc. (ERCOT), effective July 2, 2024.

Background/History:

Sections 4.10 and 8.2 of the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.* (Bylaws), require that the ERCOT Board of Directors (Board) ratify ERCOT Officers for terms not to exceed one year. Section 8.2 further provides that Officers may be re-elected or re-ratified for consecutive terms without limitation and that all Officers shall hold office until their successors are chosen and qualified or until their earlier resignation or removal.

At its meeting on August 19, 2024, the HR&G Committee will consider the ratification of the following Officer, effective July 2, 2024, for a term while employed not to exceed one year as recommended by Pablo Vegas, ERCOT President and Chief Executive Officer (CEO):

- Gilbert Hughes – Vice President of Public Affairs.

Key Factors Influencing Issue:

- The Bylaws require the ratification of Officers at least annually.
- ERCOT must have Officers to perform its statutory and corporate functions.
- It is preferable to ratify Officers as the CEO promotes or hires executives for certain leadership roles.

Conclusion/Recommendation:

Pablo Vegas, ERCOT President and CEO, has recommended, and the HR&G Committee is expected to recommend, that the Board ratify the following new ERCOT Officer, effective July 2, 2024, for a term while employed not to exceed one year:

- Gilbert Hughes, Vice President of Public Affairs.



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

WHEREAS, pursuant to Sections 4.10 and 8.2 of the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.*, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) shall ratify ERCOT Officers for a term while employed not to exceed one year; and

WHEREAS, the Board deems it desirable and in the best interest of ERCOT to ratify a new ERCOT Officer as recommended by Pablo Vegas, ERCOT President and Chief Executive Officer (CEO), and the Human Resources and Governance (HR&G) Committee, effective July 2, 2024, for a term while employed not to exceed one year;

THEREFORE, BE IT RESOLVED, the Board hereby ratifies the following as an ERCOT Officer, effective July 2, 2024, for a term while employed not to exceed one year, as recommended by Mr. Vegas and the HR&G Committee:

- Vice President of Public Affairs – Gilbert Hughes.

CORPORATE SECRETARY'S CERTIFICATE

I, Chad V. Seely, Corporate Secretary of ERCOT, do hereby certify that, at its August 20, 2024 meeting, the Board passed a motion approving the above Resolution by _____.

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

Chad V. Seely
Corporate Secretary