



Date: March 31, 2025
To: Board of Directors (Board) of the Electric Reliability Council of Texas, Inc. (ERCOT)
From: Chad V. Seely, Senior Vice President, Regulatory Policy, General Counsel, Chief Compliance Officer, and Corporate Secretary
Subject: Dissolve Establishment and Appointment of Reliability and Markets (R&M) Committee

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: April 7-8, 2025

Item No.: 3

Issue:

Whether the Board should dissolve establishment and appointment of the R&M Committee of the Board.

Background/History:

Section 4.8 of the *Amended and Restated Bylaws of ERCOT* (Bylaws) includes that the Board may appoint committees as it deems necessary and appropriate to conduct the business of ERCOT.

On March 7-8, 2022, the Board established the R&M Committee and appointed the Committee to oversee core Independent System Operator (ISO) functions, such as planning, markets, reliability and resilience as well as technology-related functions such as information technology and project delivery. On August 31, 2023, the Board established a Technology and Security (T&S) Committee to oversee technology and security functions, such as information technology, project delivery, and physical and cyber security. The purpose of the T&S Committee was to remove some of the functions from the R&M Committee with a specific focus on technology and security.

On February 25, 2025, following no objection from Board members, Board Chair Bill Flores moved the jurisdiction of the R&M Committee back to the full Board to allow all Board members more direct participation in the policy matters associated with the core functions of operations, planning and markets and the mission of ERCOT.

Key Factors Influencing Issue:

- Because the Board will oversee operations, planning and markets policy matters, with support from the T&S Committee to oversee technology and security matters, the R&M Committee is no longer necessary.

Conclusion/Recommendation:

The Board Chair is expected to recommend that the Board approve dissolution of the establishment and appointment of the R&M Committee, effective immediately.



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

WHEREAS, Section 4.8 of the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.* (ERCOT) includes that the Board of Directors (Board) may appoint committees as it deems necessary and appropriate to conduct the business of ERCOT;

WHEREAS, on March 7-8, 2022, the Board established the Reliability and Markets (R&M) Committee and appointed the Committee to oversee core Independent System Operator (ISO) functions, such as planning, markets, reliability and resilience as well as technology-related functions such as information technology and project delivery;

WHEREAS, on February 25, 2025, following no objection from Board members, Board Chair Bill Flores moved the jurisdiction of the R&M Committee back to the full Board to allow all Board members more direct participation in the policy matters associated with the core functions of operations, planning and markets and the mission of ERCOT;

WHEREAS, the Board will oversee operations, planning, and markets matters, with support from the Technology and Security (T&S) Committee to oversee technology and security matters, such that the R&M Committee is no longer necessary; and

WHEREAS, after due consideration of the alternatives, the Board deems it desirable and in the best interest of ERCOT to dissolve establishment and appointment of the R&M Committee;

THEREFORE, BE IT RESOLVED, that the establishment and appointment of the R&M Committee of the Board is hereby dissolved, effective immediately.

CORPORATE SECRETARY'S CERTIFICATE

I, Brandon Gleason, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its _____ meeting, the Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2025.

Brandon Gleason
Assistant Corporate Secretary