

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

***Recommendation regarding
Reaffirmation of the Board Policies
and Procedures***

at its meeting on April 7, 2025.

**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 April 7-8, 2025.**

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



Date: March 31, 2025
To: Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT)
From: Peggy Heeg, Human Resources and Governance (HR&G) Committee Chair
Subject: Reaffirmation of the Board Policies and Procedures

Issue for the ERCOT Board of Directors

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

Item No.: 16.2.1

Issue:

Whether the Board should reaffirm the ERCOT [Board Policies and Procedures](#), to be effective immediately.

Background/History:

Section 12.1 of the *Board Policies and Procedures* provides, “The Board may amend this document at any time, but at a minimum the Policies and Procedures shall be reviewed and reaffirmed annually.”

Board member compensation and expense reimbursement

Section IV(B)(1)(a)(ii) of the Charter of the Human Resources and Governance (HR&G) Committee includes requirements for annual review of the Board’s policies and procedures for Board member compensation and reimbursement of business expenses. The HR&G Committee has reviewed and finds adequate Section 10.1(b) of the *Amended and Restated Bylaws of ERCOT (Bylaws)*, which authorizes the Board to fix compensation for selected Board members and authorizes reimbursement for reasonable Board-related expenses. The Committee has also reviewed and finds adequate Section 2.7 of the *Board Policies and Procedures* that describes the compensation and payment schedule for selected Board members in Appendix A.

Technical Advisory Committee (TAC) Residential Consumer Representative compensation and expense reimbursement

Section 10.1(c) of the *Bylaws* requires the Board to fix on an annual basis the compensation of the Technical Advisory Committee (TAC) Residential Consumer representative. The HR&G Committee has reviewed and finds adequate Section 2.8 of the *Board Policies and Procedures*, which describes the compensation and payment process for the TAC Residential Consumer Representative in Appendix A and authorizes the Board to reimburse reasonable business expenses for the TAC Residential Consumer Representative.

Key Factors Influencing Issue:

- The Board shall review and reaffirm annually the *Board Policies and Procedures*.

- The HR&G Committee has reviewed and finds adequate the *Board Policies and Procedures*.

Conclusion/Recommendation:

The HR&G Committee is expected to recommend that the Board reaffirm the *Board Policies and Procedures*, effective upon approval by the Board.



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

WHEREAS, at the meeting of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) on April 8, 2025, the Human Resources and Governance (HR&G) Committee recommended Board reaffirmation of the [Board Policies and Procedures](#); and

WHEREAS, after due consideration of the alternatives, the Board deems it desirable and in the best interest of ERCOT to reaffirm the *Board Policies and Procedures* as recommended by the HR&G Committee;

THEREFORE, BE IT RESOLVED, that the *Board Policies and Procedures* are hereby reaffirmed, to be effective immediately.

CORPORATE SECRETARY'S CERTIFICATE

I, Brandon Gleason, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its April 8, 2025, meeting, the Board passed a motion approving the above Resolution by _____.

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

Brandon Gleason
Assistant Corporate Secretary