



**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