



**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
April 7, 2025

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
Cornelius, Sigmund	N/A	Voting
Flores, Bill	N/A	Voting
Heeg, Peggy (Chair)	N/A	Voting

Other Board Members:

Director	Affiliation/Role (if any)	Voting Category
England, Julie	N/A	Voting
Hernandez, Alejandro	N/A	Voting
Gleason, Thomas	Public Utility Commission of Texas (PUCT, Commission) Chair	Non-Voting
Vegas, Pablo	ERCOT President and Chief Executive Officer (CEO)	Non-Voting

Officers and Guests:

Officer/Guest	Role
Garza, Oscar	ERCOT Director of Government Relations
Gleason, Brandon	ERCOT Vice President, Legal and Compliance, and Assistant Corporate Secretary
Hahne, Cynthia	ERCOT Corporate Counsel
Miner, Mark	ERCOT Director of Corporate Communications
Penders, Christy	ERCOT Communications Manager



Seely, Chad V.	ERCOT Senior Vice President, Regulatory Policy, General Counsel, Chief Compliance Officer, and Corporate Secretary
Spak, Mara	ERCOT Vice President of Human Resources

Call General Session to Order (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 9:14 a.m. Chair Heeg highlighted the Antitrust Admonition and then proceeded with the Agenda Items in the order presented below.

Notice of Public Comment, if Any (Agenda Item 2)

Chair Heeg noted that the meeting agenda, posted publicly on March 31, 2025, included instructions for members of the public wishing to provide in-person comments. However, no individuals had expressed interest in doing so, as confirmed by Chad Seely.

February 3, 2025 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the February 3, 2025 General Session Meeting Minutes (Minutes).

Motion by Linda Capuano, seconded by Bill Flores, to approve the Minutes as presented. Motion passed by unanimous voice vote with no abstentions.

Human Resources Operations Report (Agenda Item 4)

Mara Spak presented the Human Resources Operations Report, which included a year-to-date summary of activities and key staffing metrics through February 2025.

At Chair Heeg's request, Ms. Spak clarified that underbudgeted headcount positions not currently being sourced are primarily withheld for internal reorganization or have been accepted by candidates with future start dates. She also noted that the overall attrition rate remains below levels experienced in the wake of Winter Storm Uri. In relation to the reasons for termination presented by Ms. Spak, Linda Capuano noted that only four employees left for better opportunities, and those are the employees that Human Resources would target to keep with future initiatives.

Ms. Spak outlined the 2025 Human Resources initiatives and their alignment with ERCOT's Strategic Objectives. In response to Chair Heeg, she stated that planning engineers and GMS were identified in 2024 as more challenging roles to fill and that Human Resources will reassess hard-to-fill positions in 2025.

At Sigmund Cornelius' request, Ms. Spak noted that a potential recession could benefit ERCOT by increasing access to candidates from market competitors and companies experiencing workforce reductions.



Benefits Update; Annual Status Report from Retirement Plan Committee; Annual Status Report on Health and Welfare Activities (Agenda Items 5, 5.1 and 5.2)

Chair Heeg announced that, to streamline meetings, reports would be provided in the meeting materials for the Committee's reference when presentations are not needed. Chair Heeg invited Committee members to ask any questions regarding these two reports.

Recommendation regarding Reaffirmation of the Board Policies and Procedures (Agenda Item 6)

Mr. Seely presented the Recommendation regarding annual Reaffirmation of the Board Policies and Procedures. No changes to the Policies and Procedures were recommended.

Motion by Ms. Capuano, seconded by Bill Flores, to recommend that the Board approve the Reaffirmation of the Board Policies and Procedures as presented. Motion passed by unanimous voice vote with no abstentions.

2024 Objectives and Key Results (OKRs) Final Results and New 2025 OKRs Report (Agenda Item 7)

Ms. Spak presented the 2024 Objectives and Key Results (OKRs) Final Results and New 2025 OKRs Report. Chair Heeg invited Committee members to ask any questions regarding the final results of the 2024 OKRs or the new 2025 OKRs.

Future Agenda Items (Agenda Item 8)

Ms. Spak presented Future Agenda Items, highlighting those expected for the June 23, 2025 Committee meeting.

Other Business (Agenda Item 9)

No other business was discussed.

Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 10 and 11)

Chair Heeg noted that no voting items were expected from Executive Session and that the meeting would adjourn immediately afterward. She adjourned General Session at approximately 9:33 a.m. and convened Executive Session at approximately 9:35 a.m.

There were no voting items from Executive Session.

Chair Heeg adjourned the meeting at approximately 11:20 a.m. following the conclusion of Executive Session.

Brandon Gleason
Assistant Corporate Secretary