



**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
June 23, 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
Flores, Bill	N/A	Voting
Heeg, Peggy (Chair)	N/A	Voting

Other Board Members:

Director	Affiliation/Role (if any)	Voting Category
Barkley, Benjamin (Beginning with Agenda Item 4)	Office of Public Utility Counsel	Voting
Hjaltman, Courtney	Public Utility Commission of Texas (PUCT) Commissioner	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 (via Teleconference)	ERCOT Corporate Counsel
Herms, Dawn	ERCOT Director of HR Operations
Huges, Gilbert	Vice President, Public Affairs
Martinez, Adam	Vice President, Enterprise Risk and Strategy
Seely, Chad V.	ERCOT Senior Vice President, Regulatory Policy, General Counsel, Chief Compliance Officer, and Corporate Secretary
Spak, Mara	ERCOT Vice President, 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 9:36 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 June 16, 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 V. Seely.

April 7, 2025, General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the April 7, 2025, General Session Meeting Minutes (Minutes).

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

Update on Proposed ERCOT Bylaws Changes (Agenda Item 4)

Chair Heeg and Mr. Seely presented the Update on Proposed ERCOT Bylaws Changes, including stakeholder proposed changes, housekeeping items, and the current consolidated redline draft that is publicly available. Mr. Seely also provided an update regarding pending litigation concerning the approval of ERCOT Bylaw amendments, and recommended waiting for a resolution of the litigation prior to moving forward with amending the ERCOT Bylaws. Finally, Mr. Seely highlighted the current amendment process for the ERCOT Bylaws.

Review of Draft Committee Self-Evaluation Surveys (Agenda Item 5)

Chair Heeg presented the Review of Draft Committee Self-Evaluation Surveys and highlighted Committee questionnaire contents and form. Chair Heeg indicated ERCOT staff will electronically administer the questionnaire to Committee members later in the year, and the Committee will review results during the December Committee meeting. Chair Heeg invited feedback from HR&G Committee members on the questionnaire. Chair Heeg encouraged Committee members to bring forward any additional comments before the process begins in early October.

Future Agenda Items (Agenda Item 6)

Mara Spak presented Future Agenda Items, highlighting those expected for the September 22, 2025, Committee meeting.

Other Business (Agenda Item 7)

No other business was discussed.

Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 8 and 9)

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 9:44 a.m. and convened Executive Session at approximately 9:45 a.m.



There were no voting items from Executive Session.

Chair Heeg adjourned the meeting at approximately 10:21 a.m. following the conclusion of Executive Session.

Brandon Gleason
Assistant Corporate Secretary

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