



**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
September 22, 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
Barkley, Benjamin	Office of Public Utility Counsel (OPUC), Chief Executive and Public Counsel	Voting
Krummel, Christopher	N/A	Voting
McAllister, Kathleen	N/A	Voting
Heeg, Peggy (Chair)	N/A	Voting

Other Board Members:

Director	Affiliation/Role (if any)	Voting Category
Flores, Bill	N/A	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
Herms, Dawn	ERCOT Director of HR Operations
Huges, Gilbert	Vice President, Public Affairs
Martinez, Adam	Vice President, Enterprise Risk and Strategy
Scheel, Richard	ERCOT Senior Vice President, Chief Financial Officer, and Chief Risk Officer
Seely, Chad V.	ERCOT Senior Vice President, Regulatory Policy, General Counsel, Chief Compliance Officer, and Corporate Secretary

Spak, Mara	ERCOT Vice President, Human Resources
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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 9:16 a.m. Chair Heeg welcomed Benjamin Barkley, Christopher Krummel, and Kathleen McAllister as three new members of the HR&G Committee. 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 September 15, 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.

June 23, 2025, General Session Meeting Minutes (Agenda Item 3)

Following Committee discussion that the new Committee Members were not present at the June 23, 2025, HR&G meeting, Chair Heeg noted that the draft June 23, 2025, General Session Meeting Minutes (Minutes) accurately reflect what transpired at the June meeting. Mr. Seely confirmed the Minutes would be recorded as non-voting Minutes.

Notice of Annual Committee Self-Evaluation Questionnaire (Agenda Item 4)

Chair Heeg presented the Notice of Annual Committee Self-Evaluation Questionnaire.

Review Conflict of Interest Disclosures Submitted by Employees and Directors (Agenda Item 5)

Brandon Gleason presented the Review Conflict of Interest Disclosures Submitted by Employees and Directors. Mr. Gleason discussed that since the last review, no Board Director identified a conflict of interest that required recusal from a specific voting item. He further discussed that the number of potential conflicts identified by ERCOT employees, and addressed by the Legal Department, during the most recent annual ethics review period was similar to prior annual review periods in both number of submissions and type of potential conflicts identified. Finally, he noted that most potential conflicts involve relatives of ERCOT employees that may have relationships with ERCOT vendors or Market Participants.

2027 ERCOT Board Meeting and Annual Meeting Schedule (Agenda Item 6)

Chair Heeg and Mr. Seely presented the 2027 ERCOT Board Meeting and Annual Meeting Schedule. The Committee briefly discussed the proposed meeting schedule for 2027 and noted they would be voted on by the Board in December. Mr. Seely noted the proposed dates take into account holidays and industry association meetings dates. The Committee, Mr. Seely, and Richard Scheel briefly discussed ERCOT's annual Form 990 filing timeline.

Future Agenda Items (Agenda Item 7)

Mara Spak presented Future Agenda Items, highlighting those expected for the December 8, 2025, Committee meeting.



Other Business (Agenda Item 8)

No other business was discussed.

Executive Session

Chair Heeg recessed General Session at approximately 9:29 a.m. and convened Executive Session at approximately 9:31 a.m. Chair Heeg reconvened General Session at approximately 12:21 p.m.

Vote on Matters from Executive Session (Agenda Item 9)

Chair Heeg entertained a motion for one matter discussed during Executive Session.

Kathleen McAllister moved to recommend that the Board approve the Personnel Matter discussed during Executive Session under Agenda Item ES 2.6, Christopher Krummel seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Adjournment (Agenda Item 10)

Chair Heeg adjourned the meeting at approximately 12:22 p.m.

Brandon Gleason
Assistant Corporate Secretary