



**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
December 8, 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	Selected Director	Voting
McAllister, Kathleen	Selected Director	Voting
Heeg, Peggy (Chair)	Selected Director	Voting

Other Board Members:

Director	Affiliation/Role (if any)	Voting Category
Flores, Bill	Selected Director	Voting
Gleeson, Thomas	Public Utility Commission of Texas (PUCT) Chairman	Non-Voting
Vegas, Pablo	ERCOT President and Chief Executive Officer (CEO)	Non-Voting

Officers and Guests:

Officer/Guest	Role
Fleming, Lauren	ERCOT Strategic Planning Lead
Garza, Oscar	ERCOT Director of Government Relations
Gleason, Brandon	ERCOT Vice President, Legal and Compliance, and Assistant Corporate Secretary
Hahne, Cynthia	ERCOT Corporate Counsel
Hughes, Gilbert	ERCOT Vice President, Public Affairs
Martinez, Adam	ERCOT Vice President, Enterprise Risk and Strategy



Miner, Mark	ERCOT Director of Corporate Communications
Penders, Christy	ERCOT Communication Manager Lead
Seely, Chad V.	ERCOT Senior Vice President, Regulatory Policy, General Counsel, Chief Compliance Officer, and Corporate Secretary
Scheel, Richard	ERCOT Senior Vice President, Chief Financial Officer and Chief Risk Officer
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 9:03 a.m. Chair Heeg highlighted the Antitrust Admonition and 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 December 1, 2025, included instructions for public comment. No members of the public requested to provide comment.

September 22, 2025, General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the September 22, 2025, General Session Meeting Minutes.

Motion by Benjamin Barkley, seconded by Christopher Krummel, to approve the Minutes as presented. Motion passed by unanimous voice vote with no abstentions.

Recommendation regarding ERCOT Vision, Mission, and Core Values (Agenda Item 4)

Pablo Vegas presented a recommendation to update ERCOT’s Vision, Mission, and Core Values to reflect industry and market developments. The proposed Vision and Mission are.

Vision: To be the most reliable and innovative electric grid in the world.

Mission: We ensure a reliable grid with competitive and cost-efficient electricity markets.

Mr. Vegas noted that the Core Values were developed with employee input and that supporting materials would be provided to illustrate their application. The Committee discussed the proposal.

Motion by Kathleen McAllister, seconded by Christopher Krummel, to recommend the Board approve the ERCOT Vision, Mission, and Core Values as presented. Motion passed by unanimous voice vote with no abstentions.

Review of ERCOT Governing Documents (Agenda Item 5)

Chair Heeg and Mr. Seely presented a review of ERCOT’s governing documents. No changes were proposed, and no action was taken.



Review of Periodicity of Board Meetings (Agenda Item 6)

Chair Heeg and Mr. Seely presented a review of the periodicity of ERCOT Board and Committee meetings. This review is required by the Public Utility Commission of Texas and will be filed accordingly. No action was taken.

Recommendation regarding 2027 ERCOT Board Meetings Schedule and 2027 Annual Meeting of Members (Agenda Item 7)

Chair Heeg and Mr. Seely presented a recommendation regarding the 2027 ERCOT Board meetings schedule and the 2027 Annual Meeting of Members. The proposed dates are:

- February 8—9, 2027;
- April 12—13, 2027;
- June 21—22, 2027;
- September 20—21, 2027;
- December 6—7, 2027; and
- **Annual Meeting of Members:** December 6, 2027.

Motion by Kathleen McAllister, seconded by Christopher Krummel, to approve the 2027 ERCOT Board Meetings Schedule and 2027 Annual Meeting of Members. Motion passed by unanimous voice vote with no abstentions.

Annual Review of Board Committee Membership (Agenda Item 8)

Chair Heeg presented the annual review of Board Committee membership. No changes were recommended at this time, and no action was taken.

Results of Annual Committee Self-Evaluation Surveys (Agenda Item 9)

Chair Heeg presented the results of the annual Committee self-evaluation surveys, noting that Committees were generally functioning effectively. No action was taken.

Annual Communications Overview (Agenda Item 10)

Staff presented an overview of ERCOT's communications strategy, recent highlights, and planned initiatives. The Committee provided feedback and asked questions, which were addressed by staff.

Mr. Miner recognized the late Amy Lofton for her contributions to the Communications Team.

Human Resources Operations Report (Agenda Item 11)

Mara Spak presented the Human Resources Operations Report through October 2025, including workforce metrics, recruiting and attrition trends, and major HR initiatives. She reported that ERCOT's 2025 employee engagement score increased to 83.2%. The Committee asked questions and received clarification from staff.



Future Agenda Items (Agenda Item 12)

Ms. Spak presented future Agenda Items for upcoming meeting. Chair Heeg requested that future agendas be balanced throughout the year to avoid over-concentration in December.

Other Business (Agenda Item 13)

No other business was discussed.

Executive Session

Chair Heeg recessed General Session at approximately 9:49 a.m. and convened Executive Session at approximately 9:56 a.m. Chair Heeg reconvened General Session at approximately 12:15 p.m.

Vote on Matters from Executive Session (Agenda Item 14)

Chair Heeg entertained a motion for two matters discussed during Executive Session.

Motion by Kathleen McAllister, seconded by Christopher Krummel, to approve the two personnel matters discussed under Agenda Item ES 2.7 as presented. Motion passed by unanimous voice vote with no abstentions.

Motion by Kathleen McAllister, seconded by Christopher Krummel, to approve the personnel matter discussed under Agenda Item ES 2.10. Motion passed by unanimous voice vote with no abstentions.

Adjournment (Agenda Item 15)

Chair Heeg adjourned the meeting at approximately 12:15 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at [http:// www.ercot.com/committees/board/hr_governance](http://www.ercot.com/committees/board/hr_governance).

Brandon Gleason
Assistant Corporate Secretary