



**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
February 9, 2026

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:

Present: Peggy Heeg (Chair), Benjamin Barkley, Chris Krummel, and Kathleen McAllister

Attending: William Flores, Pablo Vegas, Chad V. Seely, Brandon Gleason, Richard Scheel, Gilbert Hughes, Adam Martinez, Dawn Herms, Rebecca Zerwas, Kim Rainwater, and Amie Vanella

Convene General Session

The Human Resources and Governance (HR&G) Committee of the ERCOT Board of Directors convened in General Session at approximately 9:30 a.m.

Call General Session to Order (Agenda Item 1)

Chair Peggy Heeg confirmed that a quorum was present. The meeting was publicly noticed and webcast live.

ERCOT Antitrust & Security Admonition

The Antitrust Admonition and security map were included in the meeting materials.

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

The meeting was posted on the ERCOT website on February 2, 2026, providing instructions for public comment in person. Chad Seely confirmed that no requests for public comment were received.

December 8, 2025 General Session Meeting Minutes (Agenda Item 3)

The Committee reviewed the draft minutes of the December 8, 2025 General Session.

Motion: Kathleen McAllister, seconded by Chris Krummel, moved to approve the December 8, 2025 General Session meeting minutes.

Key Decisions: Approved by unanimous voice vote with no abstentions.



Annual Review of Board Committee Charters and Membership (Agenda Item 4)

The Committee conducted its annual review of Board Committee charters and memberships.

- No changes were proposed to the Finance and Audit Committee or the Human Resources and Governance Committee charters.
- The Technology and Security Committee recommended revisions to its charter to expressly address Artificial Intelligence (AI).
- The Board Chair recently designated Mr. Krummel as Chair of the Finance and Audit Committee.
- No other changes to Committee membership were proposed.

Election of Chief Executive Officer and Ratification of Officers for ERCOT and Special Purpose Entities (Agenda Item 5)

The Committee addressed the election of the President and Chief Executive Officer (CEO) of ERCOT and ratification of other officers for ERCOT and special purpose entities. This agenda item was divided into three sub-items.

Recommendation regarding Election of Chief Executive Officer and Ratification of Officers of ERCOT (Agenda Item 5.1)

Motion: Mr. Krummel, seconded by Benjamin Barkley, moved to elect Pablo Vegas as ERCOT President and Chief Executive Officer for a term not to exceed one year while employed at ERCOT, and ratify the other ERCOT officers for 2026 for a term not to exceed one year while employed at ERCOT.

Key Decisions: Approved by unanimous voice vote with no abstentions.

Recommendation regarding Ratification of Officers of Texas Electric Market Stabilization Funding M LLC (Agenda Item 5.2)

Motion: Ms. McAllister, seconded by Mr. Krummel, moved to ratify the officers of Texas Electric Market Stabilization Funding M LLC.

Key Decisions: Approved by unanimous voice vote with no abstentions.

Recommendation regarding Ratification of Officers of Texas Electric Market Stabilization Funding N LLC (Agenda Item 5.3)

Motion: Mr. Barkley, seconded by Ms. McAllister, moved to ratify the officers of Texas Electric Market Stabilization Funding N LLC.

Key Decisions: Approved by unanimous voice vote with no abstentions.

Annual Review of Form Ethics Agreements for Directors and Employees (Agenda Item 6)

The Committee reviewed the annual form ethics agreements for Board Directors and employees.

No changes were proposed at this time. Brandon Gleason noted:



- A possible future amendment to further align Director form language with the Public Utility Regulatory Act (using “direct” rather than “actual” to describe conflicts) following resolution of ongoing Bylaws litigation; and
- A planned update to Corporate Standard CS5.18 (Conflicts of Interest) to provide additional guidance to employees regarding market share information.

Future Agenda Items (Agenda Item 7)

The Committee reviewed the 2026 work plan. Items were redistributed across meeting cycles to balance workload.

The April meeting will include:

- Governance matters (ERCOT Bylaws and Certificate of Formation); and
- Human Resources Operations Report.

Other Business (Agenda Item 8)

No other business was raised.

Convene Executive Session

Chair Heeg noted that voting items were anticipated following the Executive Session. The Committee recessed General Session at approximately 9:38 a.m. Executive Session convened at approximately 9:41 a.m.

Reconvene General Session

Executive Session recessed at approximately 11:17 a.m. General Session reconvened at approximately 11:18 a.m.

Vote on Matters from Executive Session (Agenda Item 9)

Motion: Ms. McAllister, seconded by Mr. Krummel, moved to recommend Board approval of six personnel matters discussed in Executive Session: Agenda Items ES 2.3.1, ES 2.3.2, ES 2.4.1, ES 2.6, ES 2.7, and ES 2.8.

Key Decisions: Approved by unanimous voice vote with no abstentions.

Adjournment (Agenda Item 10)

The meeting adjourned at approximately 11:19 a.m.



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



Brandon Gleason
Assistant Corporate Secretary