



**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 22, 2024

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
Swainson, John	N/A	Voting

Other Board Members:

Director	Affiliation/Role (if any)	Voting Category
Foster, Paul	N/A	Voting

Officers and Guests:

Officer/Guest	Role
Berlin, Anna	ERCOT Associate Corporate Counsel
Black, Robert	ERCOT Vice President of Public Affairs
Martinez, Adam	ERCOT Vice President of Enterprise Risk and Strategy
Seely, Chad V.	ERCOT Senior Vice President, General Counsel and Corporate Secretary
Spak, Mara	ERCOT Vice President of Human Resources
Taylor, Sean	ERCOT Senior Vice President and Chief Financial Officer

Call General Session to Order and Announce Proxies (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 2:08 p.m. Chair Heeg highlighted the Antitrust Admonition and addressed the following Agenda Items in the order below.



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

Chair Heeg announced that on the agenda for the meeting, which was posted publicly on April 15, 2024, ERCOT had provided instructions for members of the public who were interested in commenting in person and that to date no individuals had expressed interest in commenting, which Mr. Seely confirmed.

February 26, 2024 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the February 26, 2024 General Session Meeting Minutes (Minutes).

John Swainson moved to approve the Minutes as presented. Bill Flores seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Benefits Update; Annual Status Report from Retirement Plan Committee; Annual Status Report on Health and Welfare Activities (Agenda Items 4, 4.1 and 4.2)

Ms. Spak presented the Annual Status Reports for the Retirement Plan Committee and Health and Welfare Activities. Both the Retirement Plan Committee and Health & Welfare Benefit Plans Committee met four times in 2023 to review plan financials, plan performance, and plan design changes.

Future Agenda Items (Agenda Item 5)

Ms. Spak presented the Future Agenda Items. She highlighted items anticipated for the June 17, 2024 Committee meeting.

Other Business (Agenda Item 6)

No other business was discussed at this time.

Executive Session

Chair Heeg recessed General Session at approximately 2:14 p.m. and convened Executive Session at approximately 2:15 p.m. Chair Heeg reconvened General Session at approximately 3:42 p.m.

Vote on Matters from Executive Session (Agenda Item 7)

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

Mr. Flores moved to approve the personnel matter discussed during Executive Session under Agenda Item ES 2.3. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Adjournment (Agenda Item 8)

Chair Heeg adjourned the meeting at approximately 3:43 p.m.



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

Jonathan M. Levine
Assistant Corporate Secretary

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