



**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 17, 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
Garza, Oscar	ERCOT Director of Government Relations
Levine, Jonathan	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Martinez, Adam	ERCOT Vice President of Enterprise Risk and Strategy
Spak, Mara	ERCOT Vice President of Human Resources
Taylor, Sean	ERCOT Senior Vice President, Chief Financial Officer and Chief Risk Officer

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 1:21 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 June 10, 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 Jonathan Levine confirmed.

April 22, 2024 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the April 22, 2024 General Session Meeting Minutes (Minutes).

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

Human Resources Operations Report (Agenda Items 4)

Mara Spak presented the Human Resources (HR) Operations Report, detailing HR operational statistics and trends, employee engagement and performance, and new HR programs. Chair Heeg asked Ms. Spak to add budgetary information to future reports.

Recommendation regarding Amendments to the Board Policies and Procedures (Agenda Item 5)

Mr. Levine presented the Recommendation regarding Amendments to the Board Policies and Procedures, highlighting changes to the proposed amendments since the Committee's review at its December 19, 2022 meeting. Chair Heeg entertained a motion on a recommendation to the Board.

Mr. Swainson moved to recommend that the Board approve amendments to the Board Policies and Procedures as presented. Mr. Flores seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding Ratification of Officer (Agenda Item 6)

Chair Heeg presented the Ratification of Officer. She announced that Keith Collins had been hired as Vice President of Commercial Operations, effective June 17, 2024, and entertained a motion.

Mr. Flores moved to recommend that the Board approve the ratification of Keith Collins as Vice President of Commercial Operations, effective June 17, 2024. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Review Conflict of Interest Disclosures Submitted by Employees and Directors (Agenda Item 7)

Mr. Levine presented the Review of Conflict of Interest Disclosures Submitted by Employees and Directors. Committee members and Mr. Levine discussed examples of investment entities with investment portfolios that are not mutual funds. Committee members and Sean Taylor discussed relationships with "Qualified Financial Institutions" as the term is used in the Ethics



Agreement for Directors and inclusion of a list of Qualified Financial Institutions in future quarterly reminders to Directors.

Future Agenda Items (Agenda Item 8)

Ms. Spak presented the Future Agenda Items. She highlighted items anticipated for the August 19, 2024 Committee meeting and announced the Strategic Plan Update was moved from June to August.

Other Business (Agenda Item 9)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 10 and 11)

Chair Heeg reported that no voting items from Executive Session were expected; accordingly, she would adjourn the meeting immediately upon conclusion of Executive Session. Chair Heeg adjourned General Session at approximately 1:51 p.m. and convened Executive Session at approximately 1:57 p.m.

There were no voting items from Executive Session.

Chair Heeg adjourned the meeting upon conclusion of Executive Session at approximately 3:29 p.m.

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

Chad V. Seely
Corporate Secretary