



**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  
August 19, 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:**

<b>Director</b>	<b>Affiliation/Role (if any)</b>	<b>Voting Category</b>
Capuano, Linda	N/A	Voting
Flores, Bill	N/A	Voting
Heeg, Peggy (Chair)	N/A	Voting
Swainson, John	N/A	Voting

**Other Board Members:**

<b>Director</b>	<b>Affiliation/Role (if any)</b>	<b>Voting Category</b>
N/A	N/A	N/A

**Officers and Guests:**

<b>Officer/Guest</b>	<b>Role</b>
Berlin, Anna	ERCOT Associate Corporate Counsel
Garza, Oscar	ERCOT Director of Government Relations
Hughes, Gilbert	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, 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 1:30 p.m. Chair Heeg highlighted the Antitrust Admonition and addressed the Agenda Items in the order below.



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

Chair Heeg announced that the meeting agenda, which was publicly posted on August 12, 2024, included instructions from ERCOT for members of the public who wished to comment in person. Chad Seely confirmed no one had expressed interest in providing comments.

### **June 17, 2024 General Session Meeting Minutes (Agenda Item 3)**

Chair Heeg entertained a motion to approve the June 17, 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.**

### **Recommendation regarding Ratification of Officer (Agenda Item 4)**

Chair Heeg presented the Ratification of Officer. She announced that Gilbert Hughes had been hired as Vice President of Public Affairs, effective July 2, 2024, and entertained a motion.

**Bill Flores moved to recommend the Board approve the ratification of Gilbert Hughes as Vice President of Public Affairs, effective July 2, 2024. John Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

### **Review of Draft Committee Self-Evaluation Surveys (Agenda Item 5)**

Chair Heeg presented the Review of Draft Committee Self-Evaluation Surveys and highlighted Committee questionnaire contents and form. Chair Heeg indicated ERCOT staff will electronically administer the questionnaire to Committee members later in the year, and the Committee will review results during the December Committee meeting. Chair Heeg invited feedback from HR&G Committee members on the questionnaire. Mr. Flores stated the 2023 Committee Self-Evaluation process went well and he did not find any need for change. Chair Heeg encouraged Committee members to bring forward any additional comments before the process begins in early October.

### **Future Agenda Items (Agenda Item 6)**

Ms. Spak presented Future Agenda Items. She highlighted items anticipated for the October 9, 2024 Committee meeting.

### **Other Business (Agenda Item 7)**

No other business was discussed.

### **Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 8 and 9)**

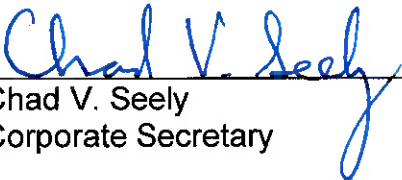
Chair Heeg reported no voting items from Executive Session were expected and she would adjourn the meeting immediately upon conclusion of Executive Session. Chair Heeg adjourned General Session at approximately 1:36 p.m. and convened Executive Session at approximately 1:38 p.m.

There were no voting items from Executive Session.



Chair Heeg adjourned the meeting upon conclusion of Executive Session at approximately 3:32 p.m.

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

  
Chad V. Seely  
Corporate Secretary