



**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
October 9, 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
N/A	N/A	N/A

Officers and Guests:

Officer/Guest	Role
Berlin, Anna	ERCOT Associate Corporate Counsel
Garza, Oscar	ERCOT Director of Government Relations
Gleason, Brandon	ERCOT Deputy General Counsel
Hughes, Gilbert	ERCOT Vice President of Public Affairs
Martinez, Adam	ERCOT Vice President of Enterprise Risk and Strategy
Scheel, Richard	ERCOT Senior Vice President, Chief Financial Officer and Chief Risk Officer
Seely, Chad V.	ERCOT Senior Vice President, General Counsel and Corporate Secretary
Spak, Mara	ERCOT Vice President of 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 12:59 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 October 2, 2024, included instructions from ERCOT for members of the public who wished to comment in person. Brandon Gleason confirmed no one had expressed interest in providing comments.

August 19, 2024 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the August 19, 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.

Notice of Annual Committee Self-Evaluation Questionnaire (Agenda Item 4)

Chair Heeg presented the Notice of Annual Committee Self-Evaluation Questionnaire and highlighted Committee review of the questionnaire contents and form during the Committee's meeting on August 19, 2024. Chair Heeg indicated ERCOT staff will electronically administer the questionnaire to Committee members following today's meeting, and the Committee will review results during the meeting scheduled for December 2, 2024.

Recommendation regarding Ratification of Officer (Agenda Item 5)

Chair Heeg presented the Ratification of Officer. She indicated that Pablo Vegas had recommended a role change for Richard Scheel, effective October 2, 2024: Richard Scheel will take the title of Senior Vice President, Chief Financial Officer, and Chief Risk Officer, and entertained a motion.

John Swainson moved to recommend the Board approve the ratification of Richard Scheel as Senior Vice President, Chief Financial Officer, and Chief Risk Officer, effective October 2, 2024. Bill Flores seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding Appointment of Non-Independent Manager and Officer of Texas Electric Market Stabilization Funding M LLC (TEMSFM) (Agenda Item 6)

Chair Heeg reported with the departure of Sean Taylor and Richard Scheel's new position, ERCOT staff recommended the Board appoint Richard Scheel as a Non-Independent Manager and Officer of TEMSFM.

John Swainson moved that the Board appoint Richard Scheel as a Non-Independent Manager and Officer of TEMSFM. Bill Flores seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Recommendation regarding Appointment of Non-Independent Manager and Officer of Texas Electric Market Stabilization Funding N LLC (TEMSFN) (Agenda Item 7)

Chair Heeg reported with departure of Sean Taylor and Richard Scheel's new position, ERCOT staff recommended that the Board appoint Richard Scheel as a Non-Independent Manager and Officer of TEMSFN.

John Swainson moved to recommend that the Board appoint Richard Scheel as a Non-Independent Manager and Officer of TEMSFN. Bill Flores seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Future Agenda Items (Agenda Item 8)

Ms. Spak presented Future Agenda Items. She highlighted items anticipated for the December 2, 2024 Committee meeting.

Other Business (Agenda Item 9)

No other business was discussed.

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

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 1:05 p.m. and convened Executive Session at approximately 1:07 p.m.

There were no voting items from Executive Session.

Chair Heeg adjourned the meeting upon conclusion of Executive Session at approximately 4:15 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