



**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
December 2, 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
Julie England	N/A	Voting
Hjaltman, Courtney	N/A	Voting
Gleason, Thomas	Public Utility Commission of Texas (PUCT, Commission) Chair	Non-Voting
Vegas, Pablo	ERCOT President and Chief Executive Officer (CEO)	Non-Voting

Officers and Guests:

Officer/Guest	Role
Day, Betty	ERCOT Vice President, Security and Compliance
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
Minor, Mark	ERCOT Senior Director, Corporate Communications
Rychetsky, Penny	ERCOT Director of Internal Audit



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 12:30 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 November 21, 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.

October 9, 2024 General Session Meeting Minutes (Agenda Item 3)

Chair Heeg entertained a motion to approve the October 9, 2024 General Session Meeting Minutes (Minutes).

Ms. Capuano moved to approve the Minutes as presented. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Human Resources Operations Report (Agenda Item 4)

Mara Spak presented the Human Resources (HR) Operations Report. Ms. Spak presented Human Resources statistics and trends since the June 2024 update. Chair Heeg inquired into United States and/or Texas attrition rates in the industry for benchmark comparisons. Ms. Spak highlighted efforts underway to plan future workforce needs of the organization.

Annual Committee Self-Evaluation Survey Results (Agenda Item 5)

Following the October 9, 2024 ERCOT Human Resources and Governance (HR&G) Committee meeting, Board members who served on the Committee during 2024 were asked to complete a Committee Self-Evaluation Survey. Chair Heeg referenced survey results in the materials and noted comments were generally positive.

Review of ERCOT Governing Documents (Agenda Item 6)

Chair Heeg and Mr. Seely presented the Review of ERCOT Governing Documents. Ms. Heeg indicated that for the reasons set forth in the memorandum included in the meeting materials, at this time, no changes are currently proposed to the ERCOT Certificate of Formation or Bylaws. Mr. Seely commented the Board in June of 2024 reaffirmed the Board Policies and Procedures document and currently anticipates the next annual review and reaffirmation of that document during the regular meetings scheduled for April 7-8, 2025. Mr. Seely also noted the existence of litigation by the Texas Industrial Energy Consumers (TIEC) against the Public Utility Commission of Texas, which is currently pending before the Fifteenth Court of Appeals and set for oral argument. Mr. Seely highlighted ongoing segment definitions designation discussions, how to classify cryptocurrency facilities, and a potential workshop to be held in 2025 regarding related



issues. Mr. Seely noted a Bylaws amendment would be necessary to change segment definitions through the existing Bylaws amendment process. Finally, he noted more to come on the matter during 2025.

Review of Periodicity of Meetings (Agenda Item 7)

Chair Heeg presented the Review of Periodicity of Meetings. Chair Heeg highlighted the Board approved a five-meeting schedule for 2025, and the next agenda would preview a proposed 5-meeting schedule for 2026. Mr. Seely reviewed the Commission requirements for an annual filing comparing the number of times the Board met this year to other Independent System Operators / Regional Transmission Operators (ISOs/RTOs). Mr. Seely noted five meetings is in line with the other ISOs/RTOs, other than New York Independent System Operator, which meets monthly. Mr. Seely also noted the prevalence of off-cycle meetings by other ISOs/RTOs.

2026 ERCOT Board Meeting and Annual Meeting Schedule (Agenda Item 8)

Chair Heeg presented results of a survey of Board members for potential dates to meet in 2026. The Committee and Board plan to vote on the proposed 2026 meeting dates during the first regularly scheduled meetings in 2025. The proposed 2026 meeting dates are Feb. 9-10; Apr. 20-21; Jun. 1-2; Sept. 14-15; Dec. 7-8, with the Annual Meeting on Dec. 7.

Annual Communications Overview (Agenda Item 9)

Gilbert Hughes presented the Annual Communications Overview. Mr. Hughes highlighted communicating with a purpose—internally and externally. He emphasized getting ahead of issues before events transpire, working with ERCOT's state partners, and working with ERCOT Human Resources to communicate effectively with ERCOT employees. Mr. Hughes highlighted 2024 successes including deploying a mobile ERCOT app., launching a speaker's bureau, assisted with the inaugural innovation summit, assisted with employee summit and annual membership meeting, expanding public engagements, which included 60 external speaking engagements and 20 media interviews. There was discussion that social media traffic is generally impacted by weather issues and the comparatively high followers of ERCOT versus other ISOs/RTOs. Mr. Hughes also highlighted inquiries from other ISOs/RTOs regarding both external and internal communications. Mr. Hughes commented that many offices of Texas lawmakers have reached out to express appreciation for the monthly report ERCOT is producing. Finally, Mr. Hughes mentioned a new ERCOT website design that is forthcoming. Following the presentation, Chair Heeg inquired whether ERCOT was receiving input from stakeholders regarding the website redesign. Ms. Capuano asked why Instagram and not YouTube as a social media platform—Mr. Hughes articulated ERCOT is working toward YouTube content.

Future Agenda Items (Agenda Item 10)

Ms. Spak presented Future Agenda Items, noting the next meeting on February 3, 2025, which will include review of the HR&G charter and review of the charters of other ERCOT Board committees.

Other Business (Agenda Item 11)

No other business was discussed.



Executive Session

Chair Heeg recessed General Session at approximately 1:13 p.m. and convened Executive Session at approximately 1:17 p.m. Chair Heeg reconvened General Session at approximately 3:50 p.m.

Vote on Matters from Executive Session (Agenda Item 12)

Chair Heeg entertained a motion for three matters discussed during Executive Session.

Mr. Flores moved to recommend that the Board approve the two Personnel Matters 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.

Mr. Flores moved to recommend that the Board approve the Personnel Matter discussed during Executive Session under Agenda Item ES 2.4. Mr. Swainson seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Adjournment

Chair Heeg adjourned the meeting at approximately 3:55 p.m.

Chad V. Seely
Corporate Secretary