

The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 6:

Recommendation regarding 2026 ERCOT Board Meeting Schedule and Annual Meeting of Members

at its meeting on February 3, 2025.

The Board of Directors is expected to hear the HR&G Committee’s recommendation on this matter as part of the HR&G Committee Report at the Board meeting on February 4, 2025.

Attached are the Board materials in relation to these agenda items.



Date: January 28, 2025
To: Board of Directors
From: Peggy Heeg, Human Resources and Governance (HR&G) Committee Chair
Subject: 2026 ERCOT Board Meeting Schedule and Annual Meeting of Members

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: February 4, 2025

Item No.: 9.2.4

Issue:

Whether the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) should approve the dates and location for the 2026 regular meetings of the Board and the date for the 2026 Annual Meeting of Members (Annual Meeting).

Background/History:

Pursuant to Section 4.6(a) of the *Amended and Restated Bylaws of the Electric Reliability Council of Texas, Inc.* (Bylaws), the “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” Section 3.7(a) of the Bylaws provides that “Corporate Members shall meet at least annually on a date to be established by the Board”. Public Utility Regulatory Act (PURA) Section 39.1511(b) provides that the “bylaws of the independent organization and rules of the commission must ensure that a person interested in the activities of the independent organization has an opportunity to obtain at least seven days’ advance notice of meetings and the planned agendas of the meetings and an opportunity to comment on matters under discussion at the meetings.” See *also*, Bylaws Section 4.6(b) (requiring seven days’ advance notice of Board meetings with limited exception). As such, to comply with the Bylaws and PURA, the Board votes on the time and place of regularly scheduled Board meetings, as well as the date for the Annual Meeting.

2026 Board Meetings and Annual Meeting Dates

ERCOT staff consulted with Board members regarding their availability in an effort to accommodate the greatest number of Board members. Based on this consultation, the Board is expected to meet at ERCOT’s principal office in Austin, Texas (8000 Metropolis Drive (Building E), Suite 100), as follows (the Proposed 2026 Meeting Schedule):

- February 10, 2026;
- April 21, 2026;
- June 2, 2026;
- September 15, 2026; and
- December 8, 2026.



Meetings of the Board’s committees are expected to be held on the day prior to the Board meetings. As part of the Proposed 2026 Meeting Schedule, it is also proposed that the date of the 2026 Annual Meeting be December 7, 2026—*i.e.*, the same day as the committee meetings on the day prior to the December 8, 2026 Board meeting.

HR&G Committee Consideration

At its meeting on February 3, 2025, the HR&G Committee will review the Proposed 2026 Meeting Schedule and is expected to recommend that the Board schedule its 2026 meetings and the 2026 Annual Meeting according to the Proposed 2026 Meeting Schedule.

Key Factors Influencing Issue:

- Bylaws Section 4.6(a) and (b) and PURA Section 39.1511 require the Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.
- Bylaws Sections 3.7(a) and 4.6(a) provide that the Board may set the date for the Annual Meeting, which shall occur in conjunction with a Board meeting.
- In considering the Proposed 2026 Meeting Schedule, ERCOT staff consulted with Board members regarding their availability and selected dates to accommodate the greatest number of Board members.

Conclusion/Recommendation:

ERCOT staff recommends, and the HR&G Committee is expected to recommend, that the Board schedule its regular meetings and the Annual Meeting in the 2026 calendar year as set forth in the Proposed 2026 Meeting Schedule.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, Sections 4.6(a) and (b) of the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.* (Bylaws) and Public Utility Regulatory Act (PURA) Section 39.1511 require the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting;

WHEREAS, Bylaws Section 3.7(a) provides that the Board shall establish the date for the Annual Meeting of ERCOT Corporate Members, and Bylaws Section 4.6(a) provides that the Annual Meeting of the Members shall occur in conjunction with a regularly scheduled Board meeting;

WHEREAS, after due consideration of the alternatives, the Board deems it desirable and in the best interest of ERCOT to set the dates and locations of its 2026 meetings, pursuant to Bylaws Section 4.6(a) and (b);

THEREFORE, be it RESOLVED, that the Board hereby approves that the 2026 Meetings of the ERCOT Board will be held at ERCOT's principal office in Austin, Texas (8000 Metropolis Drive (Building E), Suite 100) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 10, 2026;
- April 21, 2026;
- June 2, 2026;
- September 15, 2026; and
- December 8, 2026.

THEREFORE, be it FURTHER RESOLVED, that the Board hereby approves that the date of the 2026 Annual Meeting of the Members be December 7, 2026.



CORPORATE SECRETARY'S CERTIFICATE

I, Chad V. Seely, Corporate Secretary of ERCOT, do hereby certify that, at its February 4, 2025 meeting, the Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of February, 2025.

Chad V. Seely
Corporate Secretary