MINUTES
GOVERNANCE AND HR COMMITTEE
Public Meeting held in person and videoconference
Pursuant to Texas Govt. Code 551.127
4700 Mueller Blvd., Austin, TX 78723
Thursday, November 14, 2024

Committee Members Present/ (Absent)
(Brad Sinclair, Committee Chair)
Kelly Crook, Vice Chair
Yuejiao Liu
Chris Noak

* Present telephonically
† Present via videoconference

Chris Noak was added to this Committee on November 6, 2024 by Chair Liu

Other Board Trustees Present/ (Absent)
Michael Benson
Michael Granof
Dick Lavine
Anthony B. Ross
(Leslie Pool)
Diana Thomas
(Ed Van Eenoo)

Guests
Paige Saenz, General Counsel
Eddie Solis, HillCo

Others Present:
Staff
Christopher Hanson
Russell Nash
Sarah McCleary
Jenni Bonds
Mehrin Rahman
Yun Quintanilla
Amy Kelley*
David Kushner*

1 Call roll of Committee members

Vice Chair Kelly Crook called the meeting to order at 12:38 p.m. The following Committee members were present in person: Liu, Noak, and Crook.

2 Review order of business and establish meeting objectives

Vice Chair Crook reviewed the order of business and objectives with the Committee. There were no changes to the order of business for the meeting.

3 Receive public comments

Vice Chair Crook asked if there were any members of the public who wished to speak, either now or during an agenda item. There were no public comments.

4 Consider approval of the August 30, 2024 Governance and HR Committee minutes

Vice Chair Crook asked Trustees to review the minutes. Ms. Yuejiao Liu moved to approve the August 30, 2024 Governance and HR Committee minutes as presented. Mr. Chris Noak seconded, and the motion passed 3-0.

5 Discuss and consider Governance and HR Committee Charter

Mr. Christopher Hanson suggested one edit to the Committee charter, changing "quarterly" meetings to three times a year. Trustees preferred it to say "at least three times a year". Trustees also suggested changing the language in #7 from "lead and administer" to "review and administer".

Ms. Liu moved to refer to the Board for approval the Governance and HR Committee Charter as amended. Mr. Noak seconded, and the motion passed 3-0.

6 Review 2024 Committee Work Plan and discuss development of 2025 Work Plan

The Committee noted that all items on the 2024 Work Plan were complete and reviewed a draft of the 2025 Governance and HR Committee Work Plan.

7 Review key meeting takeaways and call for future agenda items

Vice Chair Crook summarized the actions taken and the information discussed during the meeting and asked for any future agenda items.

As there were no further items to address, the meeting adjourned at 12:48 p.m.

These minutes were approved at the March 5, 2025 Governance and HR Committee meeting.