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
March 6, 2024 11:15 a.m. CT

Committee Members Present/ (Absent)	**Other Board Trustees Present/ (Absent)**	**Others Present:**
Brad Sinclair, Committee Chair Kelly Crook (Yuejiao Liu) * Present telephonically † Present via videoconference	Michael Benson Michael Granof (Dick Lavine) Chris Noak Anthony B. Ross (Leslie Pool) (Diana Thomas) (Ed Van Eenoo) *Guests* Paige Saenz, General Counsel	*Staff* Christopher Hanson Russell Nash Sarah McCleary Jenni Bonds Mehrin Rahman Yun Quintanilla Teresa Cantu David Kushner* Amy Kelley*

1 Call roll of Committee members

Committee Chair Brad Sinclair called the meeting to order at 11:46 a.m. The following Committee members were present in person: Sinclair and Crook.

2 Review order of business and establish meeting objectives

Committee Chair Sinclair 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

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

4 Consider approval of the November 9, 2023 Governance and HR Committee minutes

Committee Chair Sinclair asked Trustees to review the minutes. Ms. Kelly Crook moved to approve the November 9, 2023 Governance and HR Committee minutes as presented. Mr. Sinclair seconded, and the motion passed 2-0.

Mr. Benson and Mr. Granof arrived at 11:47 a.m.
Mr. Ross arrived at 11:48 a.m.

5 Review 2024 Governance and HR Committee Work Plan

Mr. Christopher Hanson presented the Governance and HR Committee Work Plan for 2024. Trustees discussed it and gave general approval.

6 Discuss and consider Board Bylaws and Appointments to Fill Unexpired Terms

Mr. Hanson presented a draft of revisions to the Board Bylaws needed to reflect the recently enacted pension legislation. He also suggested that the “Appointments to Fill Unexpired Terms” policy could be repealed, and language inserted into the Bylaws instead. Trustees discussed a request to include language regarding any Committee Chair who may not be able to serve on the Policy Committee as stated in the Bylaws, and the option of naming an alternate. Trustees directed Staff to work with General Counsel on proposed language and bring the proposed revision along with the other proposed revisions to the March 28 Board meeting for approval.

Ms. Crook moved to refer to the Board for approval the Board Bylaws as amended and to repeal the Appointments to Fill Unexpired Terms policy. Mr. Sinclair seconded and the motion passed 2-0.

7 Discuss and consider Election for Active-Contributory and Retired Board Members policy

Mr. Russell Nash presented the Election for Active-Contributory and Retired Board Members policy to the Committee for its annual review and noted the one substantive edit reflecting that with electronic voting, extra counting volunteers are no longer needed on the Election Committee. Ms. Crook moved to recommend to the Board for approval the Election for Active-Contributory and Retired Board Members policy as presented. Mr. Sinclair seconded, and the motion passed 2-0.

8 Review key meeting takeaways and call for future agenda items

Committee Chair Sinclair summarized the actions taken and information discussed at the meeting and provided an opportunity to add future agenda items.

As there were no other items to be discussed, the meeting adjourned at 12:07 p.m.