



MINUTES

GOVERNANCE and HR COMMITTEE
Public Meeting held in person and videoconference

On August 31, 2023 at 11:00 a.m. CT

Pursuant to Texas Govt. Code 551.127 – COVID-19 circumstances

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

Other Board Trustees
Present/ (Absent)
(Michael Granof)
(Amy Hunter)
(Dick Lavine)
Anthony B. Ross
(Leslie Pool)
(Diana Thomas)

Others Present:
Staff
Christopher Hanson
Russell Nash
Michelle Mahaini*
Sarah McCleary
Jenni Bonds
Mehrin Rahman
Yun Quintanilla
Amy Kelley*
David Kushner*
Teresa Cantu*
Deverett Morrow*

*Present telephonically
† present via
videoconference

Guests
Paige Saenz, General
Counsel

1 Call roll of Committee members

Committee Chair Brad Sinclair called the meeting to order at 11:01 a.m. The following Committee members were present in person: Benson, Sinclair, Crook, and Liu. The following Committee member was present via videoconference: Noak.

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. 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.

3 Consider approval of the June 15, 2023 Governance and HR Committee minutes

Committee Chair Sinclair asked Trustees to review the minutes. Ms. Kelly Crook moved to approve the June 15, 2023 Governance and HR Committee minutes as presented. Mr. Michael Benson seconded, and the motion passed 4-0 with Ms. Yuejiao Liu abstaining.

4 Discuss and consider Diversity Policy

Mr. Christopher Hanson presented the Diversity Policy to the Committee as part of its annual review cycle. Ms. Liu moved to refer to the Board for approval of the Diversity Policy as presented. Mr. Benson seconded, and the motion passed unanimously.

5 Discuss and consider Code of Ethics Policy

Mr. Christopher Hanson presented the Code of Ethics Policy to the Committee. Mr. Hanson reported that proposed changes included language to codify the Policy's review cycle every two years coinciding with the regular Legislative Session, and language to include training on the Waste, Fraud, and Abuse policy. Ms. Crook moved to refer to the Board for approval the Code of Ethics Policy as presented. Ms. Liu seconded, and the motion passed unanimously.

6 Discuss and consider Emergency Succession Policy

Mr. Christopher Hanson presented the Emergency Succession Policy to the Committee as part of its annual review cycle. Mr. Hanson noted that the only proposed change was related to a job title listed in the Policy. Mr. Hanson inquired as to whether Trustees believed the Policy should continue to keep an annual review cycle and Trustees agreed on an annual review cycle.

Ms. Crook moved to refer to the Board for approval of the Emergency Succession Policy as presented. Mr. Benson seconded, and the motion passed unanimously.

7 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 11:15 a.m.

**These minutes were approved at the November 9, 2023
Governance and HR Committee meeting.**