MINUTES

GOVERNANCE AND HR COMMITTEE
Public Meeting held in-person and videoconference
Pursuant to Texas Govt. Code 551.127
4700 Mueller Blvd., Suite 100, Austin, TX
Wednesday, August 27, 2025 – 11:15 AM

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1. Call roll of Committee members – Committee Chair Noak

Committee Chair Chris Noak called the meeting to order at 11:56 a.m. The following Committee members were present in person: Noak, Crook, Thomas.

2. Review order of business and meeting objectives – Committee Chair Noak

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

3. Receive public comments – Committee Chair Noak

Committee Chair Noak 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 March 5, 2025 Governance and HR Committee minutes – Committee Chair Noak

Committee Chair Noak asked the Committee to review the March 5, 2025 Governance and HR Committee meeting minutes as presented. Ms. Kelly Crook moved the March 5, 2025 Governance and HR Committee minutes. Ms. Diana Thomas seconded. The motion passed unanimously, 3 - 0.

5. **Discuss and consider process for appointment for Trustee Place 5 – Christopher Hanson**

Mr. Christopher Hanson informed the Committee that the term for Trustee Place 5, a Board-appointed citizen member, expires on December 31, 2025. Mr. Hanson presented a nomination and appointment process for the Committee to review potential candidates and make a recommendation to the Board at its December meeting.

Ms. Crook moved to refer the proposed nomination and appointment process for Trustee Place 5 with the discussed amendments to the application to the Board for approval with placement on the consent agenda, and Ms. Thomas seconded. The motion passed unanimously, 3 - 0.

6. **Discuss and consider Emergency Succession Policy – Christopher Hanson**

Mr. Hanson presented the Emergency Succession Policy with edits to reflect recent staffing and title changes at COAERS. He answered the Committee's questions.

Ms. Thomas moved to refer the Emergency Succession Plan to the Board for approval with placement on the consent agenda, and Ms. Crook seconded. The motion passed unanimously, 3 - 0.

7. **Discuss and consider the Code of Ethics policy – Christopher Hanson**

Mr. Hanson presented proposed revisions to the Code of Ethics Policy. After a review of recent legislation, it was determined no changes were necessary to remain compliance with law; however technical edits were suggested.

Ms. Crook moved to refer the revised Code of Ethics Policy to the Board for approval with placement on the Consent Agenda, and Ms. Thomas seconded. The motion passed unanimously, 3 - 0.

8. **Review key meeting takeaways and call for future agenda items – Committee Chair Noak**

Committee Chair Noak summarized the actions taken and the information discussed during the meeting. He asked for any future agenda items and there were no further items to address.

Chair Noak adjourned the August 27, 2025 Governance and HR Committee meeting at 12:18 p.m.

Minutes were approved at the November 13, 2025 Governance and HR Committee meeting.