MINUTES

GOVERNANCE and HR COMMITTEE

Public Meeting held in person and videoconference

on June 2, 2022 at 12:00 p.m. CT

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

Committee Members Present/ (Absent)	Other Board Trustees Present/ (Absent)	Others Present:
Yuejiao Liu, Committee Chair	Chris Noak	*Staff*
Kelly Crook	Anthony Ross	Christopher Hanson
Amy Hunter†	Diana Thomas	Sarah McCleary
Mike Benson	(Leslie Pool)	Mehrin Rahman
Brad Sinclair	Michael Granof	Michelle Mahaini
	(Dick Lavine)	Yun Quintanilla*
*Present telephonically		David Kushner
† present via videoconference		Russell Nash
		Amy Kelley*
		Teresa Cantu*
		Guests
		Paige Saenz, General Counsel
		Lewis Ward, GRS*
		Belinda Weaver*

1   Call roll of Committee members

Committee Chair Yuejiao Liu called the meeting to order at 12:14 p.m. The following committee members were present in person: Benson, Crook, Noak, and Liu. Ms. Hunter was present virtually.

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

2 Review order of business and establish meeting objectives

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

3 Consider approval of the March 10, 2022 Governance and HR Committee minutes

Committee Chair Liu asked Trustees to review the minutes. Mr. Michael Benson moved to approve the March 10, 2022 Governance and HR Committee minutes as presented. Ms. Kelly Crook seconded, and the motion passed unanimously.

4 Discuss and consider Board Governance including Governance Effective Assessment recommendations

Mr. Christopher Hanson reminded Trustees that at the last meeting, the Committee directed Staff to look further into the two remaining recommendations from GGA that had not been implemented. Staff researched and made recommendations regarding both suggestions: a minimum amount of experience to be considered for Board Chair, and term limits for Trustee positions. After a brief discussion, the Committee chose not to pursue either recommendation as part of the legislative package under consideration.

5 Discuss and consider Board Approved Election Policy

Mr. Russell Nash reported that COAERS statute requires the Board to review and approve written procedures for the election no later than August 1 of each year in which an election is held. Mr. Nash noted that "E-1 Election Policy for Active Contributory and Retired Board Members" was provided for the Committee's review. Mr. Nash reported to the Committee that Staff had proposed minor changes to update the Open Meetings language and mirror the Board's Bylaws.

Ms. Crook moved to refer the Election Policy for Active Contributory and Retired Board Members to the Board for adoption. Mr. Benson seconded, and the motion passed unanimously.

6 Discuss and consider Board Approved Emergency Succession Policy

Mr. Hanson reminded Trustees that the Emergency Succession Policy is required to be reviewed annually. Mr. Hanson discussed proposed revisions due to current senior management vacancies. Trustees discussed the wisdom of being too

prescriptive in the succession policy and whether that could limit the Board's opportunity to name the interim Executive Director should the need arise.

Ms. Crook moved to recommend a revised policy clarifying the Board's prerogatives to select an interim Executive Director. Mr. Benson seconded, and the motion passed unanimously. Mr. Hanson noted that Staff would work with to present the revised proposal to the full Board in June.

7   Discuss development of a Board Governance Manual
Mr. Hanson shared sample ideas and concepts for a draft governance manual and solicited feedback. Trustees expressed a desire to see other examples of governance manuals.

8   Review key meeting takeaways and call for future agenda items
As there were no further items to address, the meeting adjourned at 1:13 p.m.

These minutes were approved at the August 25, 2022
Governance and HR Committee meeting.