



## MINUTES

### GOVERNANCE and HR COMMITTEE

Public Meeting held in person and videoconference

On November 10, 2022 at 10:30 a.m. CT

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

#### Committee Members

##### Present/ (Absent)

Yuejiao Liu, Committee Chair  
Kelly Crook  
Amy Hunter†  
Mike Benson  
Chris Noak

\*Present telephonically

† present via  
videoconference

#### Other Board Trustees

##### Present/ (Absent)

Anthony Ross  
Diana Thomas  
(Leslie Pool)  
Michael Granof  
Dick Lavine  
Brad Sinclair

##### *Guests*

Paige Saenz, General  
Counsel  
Joe Rice, CBIZ†

#### Others Present:

##### *Staff*

Christopher Hanson  
Sarah McCleary  
Jenni Bonds  
Mehrin Rahman\*  
Michelle Mahaini\*  
Yun Quintanilla  
David Kushner  
Russell Nash  
Amy Kelley\*  
Bertie Corsentino\*  
Cathy Edwards\*  
Teresa Cantu\*

## 1 Call roll of Committee members

Committee Chair Yuejiao Liu called the meeting to order at 10:39 a.m. The following committee members were present in person: Benson, Crook, Noak, and Liu. The following committee member was present telephonically: Hunter.

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 August 25, 2022 Governance and HR Committee minutes**

Committee Chair Liu asked Trustees to review the minutes. Ms. Kelly Crook moved to approve the August 25, 2022 Governance and HR Committee minutes as presented. Mr. Michael Benson seconded, and the motion passed unanimously.

### **4 Receive market compensation study results**

Mr. Joe Rice of CBIZ presented a report on macro-level labor market trends including quits, the labor force, job openings, unemployment levels, wages, and inflation. He provided his firm's guidance to employers regarding updates to salary structures and overall increases to salary budgets.

Mr. Christopher Hanson followed Mr. Rice's presentation with a report on the specific results of the market study as applied to positions at COAERS. Using the compensation philosophy outlined in the Personnel Policy as a framework, he discussed how the market study results would be implemented for 2023 including the creation of new pay structure salary bands for each position, restructuring certain positions, and the corresponding budgetary impact to the COAERS administrative budget. No new FTEs were requested.

Trustees posed questions to Mr. Hanson and discussed the presentation.

### **5 Discuss development of a Board Governance Manual**

Mr. Hanson presented a second draft of the proposed Board Governance Manual based on feedback given at the Board Workshop.

*Ms. Crook was out of the room from 11:04 a.m. to 11:08 a.m.*

*Mr. Ross was out of the room from 11:25 a.m. to 11:27 a.m.*

*Mr. Granof was out of the room from 11:27 a.m. to 11:29 a.m.*

Ms. Crook moved to refer the Board Governance Manual to the Board with the following change: Item #9 from "Governance by consensus" to "Speaking with one voice". Mr. Benson seconded, and the motion passed unanimously.

## **6 Discuss and consider Diversity Policy**

Mr. Hanson presented the Diversity Policy, which had only technical but no substantive changes from the prior year. Mr. Chris Noak moved to recommend that the Board adopt the Diversity Policy as proposed. Ms. Crook seconded, and the motion passed unanimously.

## **7 Review 2022 Committee Work Plan and discuss development of 2023 Committee Work Plan**

Mr. Hanson noted that the Committee had completed all goals on the 2022 Work Plan apart from the Executive Director evaluation policy/procedure which was handled by the full Board. A draft of the 2023 plan was presented.

## **8 Review key meeting takeaways and call for future agenda items**

Committee Chair Liu 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 11:41 a.m.