

TRAVIS CREDIT UNION

MINUTES OF THE SPECIAL MEETING OF TRAVIS CREDIT UNION

Thursday, October 24, 2024
Travis Credit Union Corporate Building Community Room
In person meeting.

The following officials were present:

BOARD OF DIRECTORS

Deborah Aspling
Tim Murrill
Mary Coburn
Doug Beaumont
James P. Kirkley
Richard Word
Ed Rapisarda

SUPERVISORY COMMITTEE

Tim Truesdale
Johanna Benker
Kari Mulholland

Welcome

Kevin Miller, President, and CEO welcomed everyone to the Special Meeting of Travis Credit Union (TCU). He commented that members can ask questions at the end of the meeting during the live question and answer (Q&A) segment. CEO Miller turned the meeting over to Board Chair Debbie Aspling.

Call to Order, Pledge, Quorum

Chair Aspling called the Special Meeting to order at 2:32pm and led by the Pledge of Allegiance. The presence of a quorum was established by Parliamentarian Michael Levy.

Item of Business

The special meeting was called to discuss a single item of business concerning the establishment of an Audit Committee to replace the Supervisory Committee. The proposed motion was shared on the screen to allow members to view the proposal in writing (copy attached).

Background Information

- The California Legislature recently changed the law to allow credit unions to align with other financial institutions, and other corporations, by creating an audit committee in lieu of a supervisory committee.
- In August, the Board of Directors voted to recommend Travis Credit Union sunset the Supervisory Committee and establish a Board of Directors' Audit Committee.

Advantages of the Change

- Enhances efficiency and oversight.
- Strengthens financial oversight and internal control monitoring.
- Provides flexibility for future additional responsibilities such as enterprise risk and other key aspects of our financial health.
- Expected to improve accountability and transparency to stakeholders.

Bylaw Changes

- The Board adopted implementing Bylaws that would become effective if the members approve the item. The functions of the Supervisory Committee will be transferred to the Audit Committee as required by the California Financial Code.

Commitment to Best Practices

- The change ensures more formalized and independent oversight of financial practices.
- Emphasizes compliance and forward-thinking risk management and safeguarding integrity.

Discussion and Queries

The floor was opened for questions and clarification on the proposed changes. No questions were presented.

Approval of Supervisory Committee sunseting and establishing the Board of Directors' Audit Committee

Board Chair Aspling called for a motion to carry the proposal forward. D. Beaumont moved the motion as displayed on the screen; the motion was seconded by J. Kirkley. Chair Aspling called for a vote. The motion carried unanimously.

Q&A

CEO Miller was welcomed back to the podium for any member question. There were no questions asked.

Adjournment

There being no further business to come before the Membership, Chair Aspling adjourned the meeting at 2:38pm.