



July 6, 2016

To: Members of the Board of Retirement

From: Elizabeth Rogers, Chair,  
Governance Committee

Subject: **Summary of the July 6, 2016, Governance Committee Meeting**

Governance Committee Chair Elizabeth Rogers called the July 6, 2016, Governance Committee Meeting to order at 1:07 p.m. Committee Members present were Elizabeth Rogers, George Wood and Annette Cain-Darnes. Other Board members present were Dale Amaral, Tarrell Gamble, alternate Board member Dave Safer, and alternate Board member Darryl Walker. Staff present was Dave Nelsen, Chief Executive Officer, Kathy Foster, Assistant Chief Executive Officer; Joseph Fletcher, Chief Counsel; Lori Schnall, Associate Counsel; Margo Allen, Fiscal Services Officer; Harsh Jadhav, Chief of Internal Audit; Victoria Arruda, Human Resources Officer; and Sandra Dueñas, Benefits Manager.

### **ACTION ITEMS**

1. **Review, Discussion and Possible Motion to Adopt Amendments to and renew the *Board Operations Policy***
  - The Committee reviewed Staff's July 6, 2016, memo and its recommendation regarding the *Board Operations Policy*. Staff advised the Committee that the content of the Policy continues to meet the needs of ACERA and should be renewed, without revisions, as recommended by Staff. The Plan was last reviewed by the Board on April 17, 2014.
  - Following discussion on the Policy, Trustee Cain-Darnes moved and Trustee Wood seconded a motion that the Governance Committee recommends to the Board of Retirement that the Board affirm the *Board Operations Policy*, without revisions, as recommended by Staff. The motion was approved by a vote of 7 in favor (Amaral, Cain-Darnes, Gamble, Rogers, Safer, Walker, and Wood), 0 against, 0 abstaining.
2. **Review, Discussion and Possible Motion to Adopt Amendments to and renew the *Committee Operations Policy***
  - The Committee reviewed Staff's July 6, 2016, memo and its recommendation regarding the *Committee Operations Policy*. Staff advised the Committee that the content of the Policy continues to meet the needs of ACERA and should be renewed, without revisions, as recommended by Staff. The Policy was last reviewed by the Board on April 17, 2014.

- Following discussion, Trustee Cain-Darnes moved and Trustee Amaral seconded a motion that the Governance Committee recommends to the Board of Retirement that the Board affirm the *Committee Operations Policy*, without revisions, as recommended by Staff. The motion was approved by a vote of 7 in favor (Amaral, Cain-Darnes, Gamble, Rogers, Safer, Walker, and Wood), 0 against, 0 abstaining.
- 3. Review, Discussion and Possible Motion to Adopt Amendments to and renew the *Chief Executive Officer Job Description and Delegation of Authority*.**
- The Committee reviewed Staff's July 6, 2016, memo and its recommendation regarding the *Chief Executive Officer Job Description and Delegation of Authority*. Staff advised the Committee that the content of the Policy continues to meet the needs of ACERA and should be renewed, without revisions, as recommended by Staff. The Policy was last reviewed by the Board on December 17, 2015.
  - Following discussion, Trustee Amaral moved and Trustee Cain-Darnes seconded a motion that the Governance Committee recommends to the Board of Retirement that the Board affirm the *Chief Executive Officer Job Description and Delegation of Authority*, without revisions, as recommended by the Committee and Staff. The motion was approved by a vote of 7 in favor (Amaral, Cain-Darnes, Gamble, Rogers, Safer, Walker, and Wood), 0 against, 0 abstaining.
- 4. Review, Discussion and Possible Motion to Adopt Amendments to and renew the *ACERA Membership Policy***
- The Committee reviewed Staff's July 6, 2016, memo and its recommendation regarding the *ACERA Membership Policy*. Staff advised the Committee that the content of the Policy continues to meet the needs of ACERA and should be renewed, with revisions, as recommended by Staff. The Policy was last reviewed by the Board on June 18, 2015.
  - Following discussion, Trustee Cain-Darnes moved and Trustee Amaral seconded a motion that the Governance Committee recommends to the Board of Retirement that the Board affirm the *ACERA Membership Policy*, with revisions as recommended by Staff and the Committee. The Committee asked that staff bring back the revised language addressing missed contributions so that the Committee can review and confirm the revision. The motion was approved by a vote of 7 in favor (Amaral, Cain-Darnes, Gamble, Rogers, Safer, Walker, and Wood), 0 against, 0 abstaining.
- 5. Review, Discussion and Possible Motion to Adopt Amendments and renew the *Conflict of Interest Policy***
- The Committee reviewed Staff's July 6, 2016, memo and its recommendation regarding the *Conflict of Interest Policy*. Staff advised the Committee that the content of the Policy continues to meet the needs of ACERA and should be renewed, with revisions, as recommended by Staff. The Policy was last reviewed by the Board on June 18, 2015.

- Following discussion between the Committee and Staff regarding behested gifts it was decided the draft *Conflict of Interest Policy* would come back before the Committee in September with suggested edits. No action was taken on the Policy.

### **INFORMATION ITEMS**

- None

### **TRUSTEE / PUBLIC INPUT**

### **RECOMMENDATIONS**

1. The Committee recommends, and I move, that the full Board affirm the *ACERA Membership Policy*, with revisions, as recommended by the Committee and Staff.
2. The Committee recommends, and I move, that the full Board affirm the *Board Operations Policy*, without revisions, as recommended by the Committee and Staff.
3. The Committee recommends, and I move, that the full Board affirm the *Committee Operations Policy*, without revisions, as recommended by the Committee and Staff.
4. The Committee recommends, and I move, that the full Board affirm the *Chief Executive Officer Job Description and Delegation of Authority*, without revisions, as recommended by the Committee and Staff.

### **FUTURE DISCUSSION ITEMS**

- *Conflict of Interest Policy*
- *Felony Forfeiture Policy (Proposed)*
- *Fiduciary Counsel Retention Policy*
- *Retiree Payroll Deduction and Assignment of Benefit Policy*
- *Record Retention Policy*
- *Securities Litigation Policy*
- *Trustee Communications Policy*
- *Termination Policy*

**ESTABLISHMENT OF NEXT MEETING DATE**

- TBD

**ADJOURNMENT**

- The meeting adjourned at 2:11 p.m.