



MINUTES OF THE APRIL 20, 2023, GOVERNANCE COMMITTEE MEETING

To: Members of the Board of Retirement

From: George Wood, Governance Committee Chair

Committee Chair, George Wood, called the meeting to order at 9:30 a.m. Committee Members present were George Wood, Kellie Simon, Ross Clippinger, Tarrell Gamble, and Henry Levy. Other Trustees present were Keith Carson, Jaime Godfrey, Elizabeth Rogers, Cynthia Baron, and Kevin Bryant.

Senior staff present were Carlos Barrios, Assistant CEO; Sandra Dueñas-Cuevas, Benefits Manager; Jessica Huffman, Benefits Manager; Harsh Jadhav, Chief of Internal Audit; Vijay Jagar, Chief Technology Officer; David H. Nelsen, CEO; Jeff Rieger, Chief Counsel; Betty Tse, Chief Investment Officer.

ACTION ITEMS

1. Review of the *Remote Access to Meeting Policy*

Chief Counsel Jeff Rieger presented the *Remote Access to Meeting Policy*, spoke about the recommended revisions and answered questions from the Trustees. A motion was made by Trustee Gamble and seconded by Trustee Simon that the Governance Committee recommend to the Board of Retirement that the Board make the revisions to the *Remote Access to Meeting Policy* shown in the redline included with the agenda packet. The motion was approved by a vote of 8 in favor (Carson, Clippinger, Gamble, Godfrey, Levy, Rogers, Simon, Wood), 0 against, 0 abstaining.

2. Review of the *ACERA Conflict of Interest Code*.

Chief Counsel Jeff Rieger presented the *ACERA Conflict of Interest Code*, spoke about the recommended revisions and answered questions from the Trustees. A motion was made by Trustee Gamble and seconded by Trustee Levy that the Governance Committee recommend to the Board of Retirement that the Board adopt the *ACERA Conflict of Interest Code* shown in the proposed revised policy included with the agenda packet. The motion was approved by a vote of 8 in favor (Carson, Clippinger, Gamble, Godfrey, Levy, Rogers, Simon, Wood), 0 against, 0 abstaining.

3. Review of the *Conflict of Interest Policy*.

Chief Counsel Jeff Rieger presented the *Conflict of Interest Policy*, spoke about the recommended revisions and answered questions from the Trustees. Based on comments from Trustees, the Committee Chair directed that the Policy be brought back to the Committee at a future meeting for further discussion regarding "Behested Payments."

INFORMATION ITEMS

1. Proposed 2023 Governance Committee Work Plan.

Staff presented the draft work plan for the 2023 Governance Committee.

TRUSTEE/ PUBLIC INPUT

None

ESTABLISHMENT OF NEXT MEETING DATE

TBD

ADJOURNMENT

The meeting adjourned at 10:11 a.m.