



MINUTES OF THE AUGUST 19, 2021 GOVERNANCE COMMITTEE MEETING
THIS MEETING WAS CONDUCTED VIA TELECONFERENCE WITH VIDEO

To: Members of the Board of Retirement
From: Ophelia Basgal, Governance Committee Chair
Date: August 19, 2021
Subject: **Summary of the August 19, 2021, Governance Committee Meeting**

Governance Committee Chair, Ophelia Basgal, called the meeting to order at 11:00 a.m. Committee Members present were Ophelia Basgal, Jaime Godfrey, Liz Koppenhaver, and Henry Levy. Committee Member George Wood was absent (excused). Other Board members present were Tarrell Gamble, Darryl Walker and Nancy Reilly. Senior staff present were Angela Bradford, Executive Secretary; Sandra Dueñas-Cuevas, Benefits Manager; Kathy Foster, Assistant Chief Executive Officer; Harsh Jadhav, Chief of Internal Audit; Vijay Jagar, Chief Technology Officer; David H. Nelsen, Chief Executive Officer; Jeff Rieger, Chief Counsel; and Betty Tse, Chief Investment Officer.

ACTION ITEMS

1. Review of the *Securities Litigation Policy*.

Chief Counsel Jeff Rieger presented the *Securities Litigation Policy*, spoke about the policy (for which no revisions were recommended) and answered questions from the trustees.

A motion was moved by Trustee Levy and seconded by Trustee Godfrey that the Governance Committee recommend to the Board that the Securities Litigation Policy continues to be necessary and appropriate and that the Board affirm the Securities Litigation Policy without revisions. The motion was approved by a vote of 7 in favor (Basgal, Gamble, Godfrey, Koppenhaver, Levy, Reilly, Walker), 0 against, 0 abstaining.

2. Review of the *Record Retention Policy*.

Chief Counsel Jeff Rieger presented the *Record Retention Policy* and explained that only minor non-substantive revisions were recommended.

A motion was moved by Trustee Levy and seconded by Trustee Koppenhaver that the Governance Committee recommend to the Board that the Record Retention Policy continues to be necessary and appropriate and that the Board make the revisions to the Record Retention Policy shown in the redline included with the agenda packet. The motion was approved by a vote of 6 in favor (Basgal, Gamble, Godfrey, Koppenhaver, Levy, Reilly), 0 against, 1 abstaining (Walker).

3. Review of the *Outside Counsel Policy*.

Chief Counsel Jeff Rieger presented the *Outside Counsel Policy*, spoke about the recommended revisions and answered questions from the trustees. Mr. Rieger also explained

that one paragraph (see motion below) was inadvertently stricken in the redline included in the agenda packet, so he recommended that the Board retain that paragraph in the Policy.

A motion was moved by Trustee Levy and seconded by Trustee Godfrey that the Governance Committee recommend to the Board that the Outside Counsel Policy continues to be necessary and appropriate and that the Board make the revisions to the Outside Counsel Policy shown in the redline included with the agenda packet, but retain the paragraph “The Chief Executive Officer and the Chief Counsel may also retain other providers of legal services including investigators, arbitrators, mediators and fact finders as they deem necessary to protect and advance ACERA’s interests” as the second paragraph under Section III(B) of the Policy. The motion was approved by a vote of 7 in favor (Basgal, Gamble, Godfrey, Koppenhaver, Levy, Reilly, Walker), 0 against, 0 abstaining.

4. Review of the *Retiree Payroll Deduction Policy*.

Chief Counsel Jeff Rieger presented the *Retiree Payroll Deduction Policy*, spoke about the recommended revisions and answered questions from the trustees. Chair Basgal suggested that Section III(D) should include more information about the normal expected time for staff to stop making payroll deductions after receiving a request for such a termination.

A motion was moved by Trustee Godfrey and seconded by Trustee Koppenhaver the Governance Committee recommend to the Board that the Retiree Payroll Deduction Policy continues to be necessary and appropriate and that the Board make the revisions to the Retiree Payroll Deduction Policy shown in the redline included with the agenda packet, and delegate to staff authority to add additional language to Section III(D) of the Policy to state that previously authorized deductions should normally terminate by second month-end payroll after ACERA receives a valid request to terminate deductions. The motion was approved by a vote of 7 in favor (Basgal, Gamble, Godfrey, Koppenhaver, Levy, Reilly, Walker), 0 against, 0 abstaining.

INFORMATION ITEMS

- None

TRUSTEE / PUBLIC INPUT

- Trustee Walker asked about whether, in light of COVID, there were any concerns about trustees attending at the Board of Retirement meeting later that day in person and CEO Dave Nelsen responded that trustees were welcome to attend in person.

ESTABLISHMENT OF NEXT MEETING DATE

- TBD

ADJOURNMENT

- The meeting adjourned at 11:56 a.m.