



March 21, 2013

To: Members of the Governance Committee

From: George Wood, Committee Chair  
Governance Committee

**Subject: Summary of the March 21, 2013, Governance Committee Meeting**

Committee Chair George Wood called the March 21, 2013 Governance Committee Meeting to order at approximately 1:05 p.m. Committee Members present were George Wood, Ophelia Basgal, Annette Cain-Darnes, and Liz Koppenhaver. Other Board members present were Dale Amaral, Keith Carson, George Dewey, Elizabeth Rogers, and alternate members David Safer and Darryl Walker. Staff Members present were Vincent P. Brown, Chief Executive Officer; Kathy Foster, Assistant Chief Executive Officer; Robert Gaumer, Chief Counsel; Latrena Walker, Project and Information Systems Manager; and Rose Kwong, Benefits Manager; Harsh Jadhav, Internal Auditor

#### **ACTION ITEMS**

**1. Review, Discussion, and Motion to renew, with revisions, the ACERA Membership Policy**

- The Committee reviewed Staff's March 21, 2013, memorandum and its recommendation regarding the ACERA Membership Policy. Robert Gaumer, Chief Counsel, advised the Committee that the Policy was revised to include language to reflect that membership contributions are mandatory for eligible employees due to the implementation of Pension Reform.
- After discussion, Ms. Annette Cain-Darnes moved, and Ms. Liz Koppenhaver seconded that the Governance Committee recommend to the Board of Retirement that the Board renew the ACERA Membership Policy, **with revisions**, as recommended by the Committee and Staff. The motion passed unanimously.

**2. Review, Discussion, and Motion to renew, with revisions, the Board Elections Policy**

- The Committee reviewed Staff's March 21, 2013, memorandum and its recommendation regarding the Board Elections Policy. Robert Gaumer, Chief Counsel, advised the Committee that the Board Elections Policy was revised to define and/or clarify the Form 700, certification, Seventh Alternate Safety Member, and recounting of ballot requirements.

- After discussion, Ms. Liz Koppenhaver moved, and Ms. Annette Cain-Darnes seconded that the Governance Committee recommend to the Board of Retirement that the Board renew the Board Elections Policy, **with revisions**, as recommended by the Committee and Staff. The motion passed unanimously.

**3. Review, Discussion, and Motion to renew, with revisions, the Media Policy**

- The Committee reviewed Staff's March 21, 2013, memorandum and its recommendation regarding the Media Policy. Robert Gaumer, Chief Counsel, advised the Committee that the language in the Media Policy was revised to address the issue of ACERA's authority to prohibit employees from disseminating false, confidential, privileged, or inappropriate information. The Committee suggested that the Media Policy include language stating that employees are not authorized to speak on behalf of ACERA.
- After discussion, Ms. Annette Cain-Darnes moved, and Ms. Koppenhaver seconded that the Governance Committee recommend to the Board of Retirement that the Board renew the Media Policy, **with revisions**, as recommended by staff and the Committee. The motion passed unanimously.

**4. Review, Discussion, and Motion to renew, with revisions, the Service Provider Policy**

- The Committee reviewed Staff's March 21, 2013, memorandum and its recommendation regarding the Service Policy. Robert Gaumer, Chief Counsel, advised the Committee that for better efficiency, all contracts that flow from Board approved projects may be approved by the Chief Executive Officer so long as the total of such contracts do not exceed the amount allocated for the project. Staff also made other minor revisions to clarify the definition of Legal Service Providers and Product Providers.
- After discussion, Ms. Liz Koppenhaver moved, and Ms. Elizabeth Rogers seconded that the Governance Committee recommend to the Board of Retirement that the Board renew the Service Provider Policy, **with revisions**, as recommended by the Committee and Staff. The motion carried 7 yes, 0 no, 1 abstention (George Dewey) .

**INFORMATION ITEMS**

- None

**TRUSTEE / PUBLIC INPUT**

- None

**RECOMMENDATIONS**

1. The Committee recommends, and I move, that the full Board renew the ACERA Membership Policy, with revisions, as recommended by the Committee and Staff.
2. The Committee recommends, and I move, that the full Board renew the Board Elections Policy, with revisions, as recommended by the Committee and Staff.
3. The Committee recommends, and I move, that the full Board renew the Media Policy, with revisions, as recommended by the Committee and Staff.
4. The Committee recommends, and I move, that the full Board renew the Service Provider Policy, with revisions, as recommended by the Committee and Staff.

**FUTURE DISCUSSION ITEMS**

- Chief Executive Officer Job Description and Delegation of Authority
- Chief Executive Officer Annual Performance Evaluation Policy
- Senior Management Contingency Plan

**ESTABLISHMENT OF NEXT MEETING DATE**

- August 2013

**ADJOURNMENT**

The meeting adjourned at approximately 1:43 p.m.