

**ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM
2223 E. WELLINGTON AVENUE, SUITE 100
SANTA ANA, CALIFORNIA 92701**

**GOVERNANCE COMMITTEE MEETING
April 5, 2017
9:00 a.m.**

MINUTES

The Chair called the meeting to order at 9:08 a.m. Attendance was as follows:

Present: Roger Hilton, Chair; Shawn Dewane, Vice Chair; David Ball; Chris Prevatt

Staff: Steve Delaney, Chief Executive Officer; Suzanne Jenike, Assistant CEO, External Operations; Gina Ratto, Chief Legal Officer; Cammy Danciu, Recording Secretary; Anthony Beltran, Audio Visual Technician

A. SCHEDULED REVIEW OF CHARTERS AND POLICIES
Presented by Gina M. Ratto, Chief Legal Officer

1. Board of Retirement Charter

Recommendation: Approve, and recommend that the Board approve, proposed revisions to the *Board of Retirement Charter*.

Ms. Ratto presented to the Committee the proposed revisions to the *Board of Retirement Charter*.

During discussion, the Committee proposed additional modifications to the *Board of Retirement Charter*.

Following discussion, a **motion** was made by Mr. Prevatt, **seconded** by Mr. Dewane, to approve and move forward to the Board the proposed revisions to the *Board of Retirement Charter* with additional revisions made by the Committee.

In addition, the Committee directed staff to present the Audit Committee Charter to the Board at the same time the Board is presented with the revisions to the Board Charter, with changes to the Audit Committee Charter to clarify that the Committee is responsible for the solicitation, interviewing and vetting of candidates for the Actuarial Auditor and the Financial Auditor, and for recommending the service provider for approval by the Board. However, the Audit Committee does not have authority to appoint or retain the Actuarial Auditor or Financial Auditor.

The **motion passed unanimously.**

2. Governance Committee Charter

Recommendation: Approve, and recommend that the Board approve, the *Governance Committee Charter* with no revisions.

Ms. Ratto presented to the Committee the *Governance Committee Charter* with no proposed revisions.

Following discussion, a **motion** was made by Mr. Ball, **seconded** by Mr. Prevatt, to approve and move forward to the Board the *Governance Committee Charter*.

The **motion passed unanimously.**

3. SACRS Voting Authority Policy

Recommendation: Approve, and recommend that the Board approve, proposed revisions to the *SACRS Voting Authority Policy*.

Ms. Ratto presented recommended revisions to the *SACRS Voting Authority Policy*.

During discussion, the Committee directed staff to add a clarification to the Policy to state that the voting delegate and designated alternate delegate cannot vote on an item that would obligate OCERS financially, other than with respect to SACRS dues.

Following discussion, a **motion** was made by Mr. Prevatt, **seconded** by Mr. Ball, to approve and move forward to the Board the proposed revisions to the *SACRS Voting Authority Policy* with additional revisions made by the Committee.

The **motion passed unanimously.**

B. PROPOSED REVISIONS TO COMMUNICATIONS POLICY AND PUBLIC RECORDS REQUEST POLICY

Presented by Gina M. Ratto, Chief Legal Officer

Recommendation: Approve, and recommend that the Board approve, proposed revisions to the *Communications Policy* and the *Public Records Request Policy*.

Ms. Ratto presented recommended revisions to the Communications Policy and Public Records Request Policy in light of a recent decision of the California Supreme Court in the *City of San Jose* case. Ms. Ratto discussed the proposed additions to both policies.

Mr. Hilton directed staff to add stronger language to the Public Records Request Policy to clarify that it is the responsibility of each Board member to search his or her own personal email accounts and devices for records responsive to a public records request.

Following discussion, a **motion** was made by Mr. Prevatt, **seconded** by Mr. Ball to approve and move forward to the Board the proposed revisions to the *Communications Policy* and the *Public Records Request Policy*, with the additional revision to the Public Records Request Policy made by the Committee.

The **motion passed unanimously.**

The meeting adjourned at 10:40 a.m.

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PUBLIC COMMENTS:


COMMITTEE MEMBER COMMENTS

CHIEF EXECUTIVE OFFICER/STAFF COMMENTS:


COUNSEL COMMENTS:

The next Committee meeting was set for June 8, 2017 at 10:00 a.m.

Submitted by:


Steve Delaney
Secretary to the Board

Approved by:


Roger Hilton, Chair