

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

GOVERNANCE COMMITTEE MEETING  
March 1, 2019  
8:30 a.m.

**Members of the Committee**

Shawn Dewane, Chair  
Roger Hilton, Vice Chair  
Chris Prevatt  
David Ball

**AGENDA**

This agenda contains a brief general description of each item to be considered. The Committee may take action on any item included in the agenda; however, except as otherwise provided by law, no action shall be taken on any item not appearing on the agenda. The Committee may consider matters included on the agenda in any order, and not necessarily in the order listed.

**PUBLIC COMMENT**

At this time, members of the public may comment on (1) matters not included on the agenda, provided that the matter is within the subject matter jurisdiction of the Board; and (2) any matter appearing on the Consent Agenda. **Persons wishing to provide public comment at this time should fill out a speaker card located at the back of the room and deposit it in the Recording Secretary's box located near the back counter.** When addressing the Board, please state your name for the record prior to providing your comments. Speakers will be limited to three (3) minutes.

In addition, public comment on matters listed on this agenda will be taken at the time the item is addressed.

**CONSENT AGENDA**

**C-1 APPROVE GOVERNANCE COMMITTEE MEETING MINUTES**

Governance Committee Meeting Minutes

December 11, 2018

**ACTION ITEMS**

**NOTE:** Public comment on matters listed in this agenda will be taken at the time the item is addressed, prior to the Committee's discussion of the item. **Persons wishing to provide comment on a matter listed on the agenda should fill out a speaker card located at the back of the room and deposit it in the Recording Secretary's box located near the back counter.**

**A-1 INDIVIDUAL ACTION ON ANY ITEM TRAILED FROM THE CONSENT AGENDA**

**A-2 MASTER FINAL AVERAGE SALARY PROJECT UPDATE AND PROPOSED POLICIES (SECOND READING)**

*Presented by Suzanne Jenike, Assistant CEO of External Operations*

**Recommendation:** Approve, and recommend that the Board approve, the following policies:

- Compensation Earnable Policy – codifies existing law and the Ventura Decision (Resolution 98-001) applicable to Legacy members
- Pensionable Compensation Policy – applicable to PEPRA members
- Retirement Enhancement “Spiking” Review Policy
- Pay Item Review Policy

**A-3 PROPOSED AMENDMENTS TO THE BOARD OF RETIREMENT CHARTER, BOARD CHAIR CHARTER, AND BOARD VICE CHAIR CHARTER**

*Presented by Gina Ratto, General Counsel*

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

**A-4 PROPOSED AMENDMENTS TO THE OCERS RULES OF PARLIAMENTARY PROCEDURE REGARDING APPROVAL OF COMMITTEE MEETING MINUTES**

*Presentation by Gina Ratto, General Counsel*

**Recommendation:** Approve, and recommend that the Board approve, proposed amendments to the OCERS Rules of Parliamentary Procedure to authorize new members of a committee to approve minutes of meetings that were held before they became members of the committee.

**A-5 PROPOSED AMENDMENTS TO THE CEO CHARTER**

*Presented by Steve Delaney, Chief Executive Officer*

**Recommendation:** Approve, and recommend that the Board approve, proposed amendments to the CEO Charter.

**INFORMATION ITEMS**

**I-1 SENIOR EXECUTIVES CHARTERS – CEO DELEGATION TO THE SENIOR EXECUTIVES**

*Presented by Steve Delaney, Chief Executive Officer*

**I-2 REVIEW THE GOVERNANCE COMMITTEE CHARTER**

*Presented by Gina Ratto, General Counsel*

**COMMITTEE MEMBER COMMENTS**

**CHIEF EXECUTIVE OFFICER/STAFF COMMENTS**

**COUNSEL COMMENTS**

**ADJOURNMENT**

**NOTICE OF NEXT MEETINGS**

**DISABILITY COMMITTEE MEETING**

**March 7, 2019  
10:00 A.M.**

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

**REGULAR BOARD MEETING**

**March 18, 2019  
9:00 A.M.**

**ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM  
2223 E. WELLINGTON AVENUE, SUITE 100  
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**INVESTMENT COMMITTEE MEETING**

**March 28, 2019  
9:00 A.M.**

**ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM  
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SANTA ANA, CA 92701**

*All supporting documentation is available for public review in the retirement office during regular business hours, 8:00 a.m. – 5:00 p.m., Monday through Thursday and 8:00 a.m. – 4:30 p.m. on Friday.*

It is OCERS' intention to comply with the Americans with Disabilities Act ("ADA") in all respects. If, as an attendee or participant at this meeting, you will need any special assistance beyond that normally provided, OCERS will attempt to accommodate your needs in a reasonable manner. Please contact OCERS via email at [adminsupport@ocers.org](mailto:adminsupport@ocers.org) or call 714-558-6200 as soon as possible prior to the meeting to tell us about your needs and to determine if accommodation is feasible. We would appreciate at least 48 hours notice, if possible. Please also advise us if you plan to attend meetings on a regular basis.