

**CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM
STATEMENT OF INVESTMENT POLICY**

**FOR
EXTERNAL INVESTMENT RESOURCE CONFLICT OF INTEREST**

August 13, 2012

This policy is effective immediately upon adoption and supersedes all previous Consultant Conflict of Interest policies and protocols. However, this policy does not supersede and is meant to supplement any applicable provisions of state or federal law, including the Political Reform Act (Cal. Gov. Code sec. 87200 et seq.) and Government Code sections 20152.5 and 20153.

I. ~~PURPOSE~~

~~The California Public Employees' Retirement System ("CalPERS") Total Fund Statement of Investment Policy, adopted by the CalPERS Investment Committee ("Committee"), sets forth CalPERS overarching investment purposes and objectives with respect to all its investment programs.~~

~~This document sets forth the investment policy ("Policy") for External Investment Resource Conflict of Interest. The design of this Policy ensures that investors, managers, consultants and other participants selected by CalPERS take prudent and careful action while managing the investment programs. In administering its investment programs, CalPERS has determined it is appropriate to retain External Investment Resources to facilitate the implementation of its investment programs.~~

~~These External Investment Resources provide CalPERS with technical expertise and advice in specialized areas. In addition to serving CalPERS, External Investment Resources may have economic or personal interests that may not be fully aligned with CalPERS interests.~~

II. ~~STRATEGIC OBJECTIVE~~

~~The strategic objective of this Policy is to~~

- ~~A. Assure that the information and advice CalPERS receives from its External Investment Resources is impartial;~~
- ~~B. Outline a system whereby External Investment Resources disclose to CalPERS those circumstances that may create actual, potential or perceived Conflicts of Interest; and~~

~~C. Set forth a process for CalPERS to evaluate the disclosures to determine whether assignments should be precluded.~~

III. RESPONSIBILITIES

~~A. CalPERS Investment Staff (“Staff”) is responsible for the following:~~

- ~~1. Review all Disclosable Interests provided by External Investment Resources as set forth in Section III B. below.~~
- ~~2. Provide to the Committee annually or, as needed, a summary of any actions taken by Staff to address the Disclosable Interests.~~
- ~~3. This policy shall be incorporated and included as an attachment to all Requests for Proposals and State of California Standard Agreements (“STD 213 Agreements”) between CalPERS and each External Investment Resource.~~
- ~~4. To the extent that the agreement outlining the services to be provided by the External Investment Resource is not a STD 213 Agreement, Staff will notify the External Investment Resource of its obligation to provide these disclosures as set forth in Section III B. below.~~

~~A. The disclosure responsibilities of External Investment Resources are:~~

- ~~1. Identify in writing the circumstances and nature of all Disclosable Interests and respond to any follow-up requests by Staff within 15 business days. In the event that the External Investment Resource is required to file a Form ADV, the External Investment Resource may provide the Form ADV to CalPERS as its initial disclosure document required by this regulation. The following examples illustrate Disclosable Interests that an External Investment Resource should disclose to CalPERS. This list is not exhaustive of the situations that may constitute a Disclosable Interest.~~
 - ~~a. Fees and Compensation arrangements that any person employed or used by the External Investment Resource has that could create a Conflict of Interest.~~
 - ~~b. Any relationship or arrangement that the External Investment Resource or anyone employed or used by the External Investment Resource has with any related person listed below.~~

- ~~(1) Broker-dealer, municipal securities dealer or government securities dealer or broker;~~
- ~~(2) Investment company or other pooled investment vehicle (including a mutual fund, closed end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund);~~
- ~~(3) Other investment adviser or financial planner;~~
- ~~(4) Futures commission merchant, commodity pool operator, or commodity trading advisor;~~
- ~~(5) Banking or thrift institution;~~
- ~~(6) Accountant or accounting firm;~~
- ~~(7) Lawyer or law firm;~~
- ~~(8) Insurance company or agency;~~
- ~~(9) Pension consultant;~~
- ~~(10) Real estate broker or dealer; and~~
- ~~(11) Sponsor or syndicator of limited partnerships.~~

2. ~~The External Investment Resource must p~~Provide sufficiently specific facts relating to its business practices so that ~~CalPERS s~~Staff, and if appropriate the CalPERS Legal Office, can analyze each Disclosable Interest as set forth below in ~~Section III.C.2~~subsection (c)6, including but not limited to:
- a. The circumstances and nature of all Disclosable Interests that exist pertinent to the specific assignment, recommendation, advice or other service.
 - b. Whether and under what circumstances the Disclosable Interest is likely to give rise to an ~~actual~~ Conflict.
 - c. A description of how the External Investment Resource has or intends to manage the circumstances of the Disclosable Interest in order to prevent the Disclosable Interest from resulting in an ~~actual~~ eConflict.

The disclosures required under this ~~paragraph~~ subsection must be made prior to the time the External Investment Resource provides the services that give rise to the Disclosable Interest, and annually, thereafter.

~~3. For all External Investment Resources which are required to file SEC Form ADV, the Form ADV, Part 2A (“Form ADV”) shall be the document to identify Disclosable Interests and the policies and procedures in place to prevent a Disclosable Interest from resulting in an actual Conflict unless Staff determines that additional information is required pertinent to the specific assignment, recommendation, advice, or other services as set forth in Section III.C. below. For any External Investment Resource that is not required to file the Form ADV, Staff shall send the relevant questions from the Form ADV to the External Investment Resource to determine whether additional information is required.~~

4.3. Once a Disclosable Interest has been ~~disclosed~~ made, the External Investment Resource ~~will promptly~~ shall update CalPERS within 15 business days in writing of any changes in circumstances that affect the Disclosable Interest.

5.4. In following this ~~Policy~~ regulation, External Investment Resources are to consider the spirit as well as the literal expression of this ~~policy~~ regulation, by taking ongoing responsibility for scrutinizing their activities and transactions for Disclosable Interests and making appropriate disclosures. In cases where the External Investment Resource is unsure whether a Disclosable Interest exists, the situation or circumstances should be disclosed.

B. ~~Staff responsibilities following disclosures are~~ is responsible for the following:

1. Review all Disclosable Interests provided by External Investment Resources as set forth in Section ~~III.B. below~~ (b) above.

2. Provide to the Committee no less than annually or, as needed, a summary of any actions taken by Staff to address the Disclosable Interests (including decisions not to take any actions).

3. ~~This policy shall be i~~ ncorporatinged and includinged a copy of this regulation as an attachment to all Requests for Proposals and State of California Standard Agreements (“STD 213 Agreements”) between CalPERS and each External Investment Resource.

~~4.~~ 4. To the extent that the agreement outlining the services to be provided by the External Investment Resource is not a STD 213 Agreement, ~~Staff will notifying~~ the External Investment Resource of its obligation to provide these disclosures as set forth in Section ~~III B. below~~ (b) above.

~~3.5.~~ 3.5. Staff shall review all information presented by each External Investment Resource in accordance with Section ~~III.B.(b)~~ (b) above and may request additional information, ~~if warranted. If upon review of the information provided, Staff desires additional information, the External Investment Resource will promptly provide the additional information requested.~~

~~4.6.~~ 4.6. Staff, and if appropriate the CalPERS Legal Office, will analyze each Disclosable Interest to determine:

- a. Whether an ~~actual~~ Conflict currently exists, in which case, the assignment will be precluded;
- b. If an ~~actual~~ Conflict does not currently exist, how likely it is that the Disclosable Interest will in the future give rise to an ~~actual~~ Conflict; and,
- c. If an ~~actual~~ Conflict does not currently exist, whether there are any ways of handling or managing the circumstances of the Disclosable Interest in order to prevent the Disclosable Interest from resulting in an ~~actual~~ Conflict in the future. In addition, Staff will analyze on a case-by-case basis whether the Disclosable Interest is of a level of severity (either by itself or in combination with other Disclosable Interests) which warrants consideration or action by the Committee. Otherwise, Staff will instruct the External Investment Resource of any additional action it deems necessary or appropriate to ~~handle~~ mitigate or manage the Disclosable Interest so that it does not give rise to an ~~actual~~ Conflict.

~~3.~~ 3. ~~In all instances, Staff shall document its conclusions made in Section III.C.2., above.~~

IV. GLOSSARY OF TERMS

Key words used in the policy are defined in CalPERS Master Glossary of Terms.

Approved by the Policy Subcommittee:

June 10, 2005

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