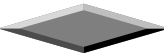



**CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM
BOARD OF ADMINISTRATION
BOARD GOVERNANCE COMMITTEE**

MEETING MINUTES

March 13, 2017



The Board Governance Committee met on March 13, 2017, in the Lincoln Plaza North Building, Room 1140, 400 Q Street, Sacramento, California.

The meeting was called to order at 2:15 p.m. and the following members were present:

Theresa Taylor, Chair
Priya Mathur, Vice Chair
Michael Bilbrey
Rob Feckner
Dana Hollinger
Henry Jones
Bill Slaton

Other Board Member(s) present:

John Chiang, represented by Frank Moore
Richard Gillihan, represented by Katie Hagen
Ron Lind
Betty Yee, represented by Alan LoFaso

AGENDA ITEM 2 – ELECTION OF BOARD GOVERNANCE COMMITTEE CHAIR AND VICE CHAIR

Theresa Taylor was elected Chair and Priya Mathur was elected Vice Chair of the Board Governance Committee.

AGENDA ITEM 3 – EXECUTIVE REPORT

Matthew Jacobs, General Counsel, presented this oral report as an information item.

AGENDA ITEM 4 – ACTION CONSENT ITEMS

On MOTION by Mr. Feckner, SECONDED by Ms. Mathur and CARRIED, the following action consent items were approved and presented

- a. Approval of December 20, 2016 Board Governance Committee Meeting Minutes
- b. Annual Review of Board Governance Committee Delegation

AGENDA ITEM 5 – INFORMATION CONSENT ITEMS

- a. Annual Calendar Review
- b. Approval of the Board Governance Committee Updated Parking Lot
- c. Update on Board Education Program

AGENDA ITEM 6 – PROPOSED REVISION TO PUBLIC COMMENT FORM

The Committee discussed a proposed revision to the public comment form. No member moved to adopt the proposed revision.

AGENDA ITEM 7 – UPDATE ON BOARD EDUCATION PROGRAM

This item was moved to Information Consent. No discussion took place.

AGENDA ITEM 8 – PROPOSED REVISIONS TO BOARD GOVERNANCE POLICY REGARDING BOARD MEMBER REPRESENTATION ON OUTSIDE BOARDS

The Committee discussed the proposed revisions to the Board Governance Policy regarding Board Member representation on outside boards. The Chair directed staff to draft additional language for the Board Governance Policy to further define “outside boards” and how those outside board terms are renewed and reviewed, and to bring the draft language back to the April meeting.

AGENDA ITEM 9 – RESPONSIBILITY FOR CREATING/DISBANDING COMMITTEES (STANDING, AD HOC, SUB)

The Committee discussed the responsibility for creating/disbanding committees. The Chair directed staff to draft additional language for the Board Governance Policy to address where the responsibility resides for creating/disbanding standing committees.

AGENDA ITEM 10 – DISTINCTION BETWEEN POLICIES AND PROCEDURES

Marlene Timberlake D’Adamo, Interim Chief Financial Officer, presented this information item which provided the Committee an opportunity to discuss the distinction between policies and procedures and the different purposes they serve.

AGENDA ITEM 11 – SUMMARY OF COMMITTEE DIRECTION

Mr. Jacobs summarized the Committee's direction from the meeting, as follows:

- Bring back to the Committee additional language regarding outside boards; and
- Bring back to the Committee additional language regarding where the responsibility resides for creating and disbanding standing and ad hoc committees.

AGENDA ITEM 12 – PUBLIC COMMENT

There was no public comment.

The meeting of the Board Governance Committee was adjourned at 3:00 p.m.

Date: _____

Matthew G. Jacobs
General Counsel