



Board Governance Committee Meeting Summary

March 21, 2018

This is intended as a guide for the Committee Chair. Other than the motions, this need not be read verbatim. The Chair may add context/comment as appropriate.

The Board Governance Committee met on March 20, 2018.

The Committee elected Priya Mathur as Chair and Dana Hollinger as Vice Chair of the Committee.

THE COMMITTEE RECOMMENDS AND I MOVE, the Board approve the following:

- AGENDA ITEM 7

Approve the proposed revision to the Board Governance Policy regarding each Board member's responsibility for promoting a harassment-free and discrimination-free work place at CalPERS.

- AGENDA ITEM 8

Approve the continuation of the current practice of engaging a court reporter for and ordering transcriptions of all Board and committee meetings.

The Chair directed staff to:

- Bring back the revisions to the Board Governance Policy formalizing the three procedures to govern meetings of the Board and its committees, with amendments to the language regarding the practice to ensure that all Board members have a chance to speak before calling on a member who has already spoken, so as to clarify that committee members should all have a chance to speak before other Board members present during committee meetings.
- Review the Board Governance Policy to identify policy sections that don't have a corresponding process in place and to bring the findings back for discussion. In addition, the Chair directed the team to work with her to look into developing a Chair training.
- Review the policies of other State agencies regarding harassment by Board members and to develop a process for investigating harassment allegations against a Board member as well as potential forms of censure.
- Bring back specific language for the "views expressed" disclaimer to insert in the Board Governance Policy.

- Add an item to the parking lot for the Committee's future consideration of a requirement that a Board member obtain Board approval before the member speaks to a national or international audience, when it is clear that the Board member is invited to speak because of their membership on the CalPERS Board.

The Committee heard public comment on the following topics:

- Revisions to the Board Governance Policy regarding meeting procedures
- Terminating the current practice of using a court reporter for and ordering transcriptions of all Board and committee meetings

At this time, I would like to share some highlights of what to expect at the May Board Governance Committee meeting:

- Update on Form 700 Compliance
- Annual Review of CEO Delegation
- Process for Third Party Assessment of Board Performance (Board Governance Policy, Section XI.D)

The next meeting of the Board Governance Committee is tentatively scheduled for May 15, 2018, in Sacramento, California.