


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

MEETING MINUTES

March 20, 2018



The Board Governance Committee met on March 20, 2018, in the Lincoln Plaza North Building, 400 Q Street, Sacramento, California.

The meeting was called to order at 2:55 p.m. and the following members were present:

Theresa Taylor, Chair
Priya Mathur, Vice Chair
Margaret Brown
John Chiang, represented by Matthew Saha
Rob Feckner
Dana Hollinger
Ramon Rubalcava

Other Board Member(s) present:

Henry Jones
Richard Gillihan, represented by Danny Brown
David Miller
Bill Slaton
Betty Yee, represented by Alan LoFaso

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

Priya Mathur was elected Chair and Dana Hollinger 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 Theresa Taylor, SECONDED by Ms. Hollinger, and CARRIED, the Committee approved the following action consent items:

- a. Approval of the December 18, 2018 Board Governance Committee Meeting Minutes
- b. Review of Board Governance Committee Delegation

Margaret Brown and Ramon Rubalcava ABSTAINED.

AGENDA ITEM 5 – INFORMATION CONSENT ITEMS

- a. Annual Calendar Review
- b. Parking Lot Review
- c. Board Education 2018 Program Schedule and 2017 Educational Activity Report

AGENDA ITEM 6 – REVISIONS TO BOARD GOVERNANCE POLICY REGARDING MEETING PROCEDURES

The Committee discussed proposed language to the Board Governance Policy formalizing three procedures to govern meetings of the Board and its committees.

On MOTION by Ms. Hollinger, SECONDED by Ms. Brown and CARRIED, the Committee approved the proposed revisions in concept with direction for staff to bring back revised language for approval at the Committee's May meeting.

Public comment was heard from the following:
Tim Behrens, California State Retirees
George Linn, Retired Public Employees' Association

AGENDA ITEM 7 – REVISIONS TO BOARD GOVERNANCE POLICY REGARDING HARASSMENT, DISCRIMINATION AND RETALIATION POLICY

On MOTION by Ms. Brown, SECONDED by Ms. Taylor and CARRIED, the Committee approved 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 – PROPOSAL TO DISCONTINUE TRANSCRIPTION OF BOARD AND COMMITTEE MEETINGS

On MOTION by Ms. Taylor, SECONDED by Ms. Brown and CARRIED, the Committee approved the continuation of the current practice of engaging a court reporter for and ordering transcriptions of all Board and committee meetings.

Public comment was heard from:
Jim McRitchie, California State Retirees
Cathy Jeppson, California Teachers Association
Donna Snodgrass, Retired Public Employees' Association
George Linn, Retired Public Employees' Association
Tim Behrens, California State Retirees
Ron Furtado, Riverside Sheriff's Association
Jerry Fountain, California State Retirees
Jacki Lee, California Teachers Association
Larry Woodson, California State Retirees

AGENDA ITEM 9 – POLICY TO REQUIRE BOARD MEMBER USE OF A “VIEWS EXPRESSED” DISCLAIMER

The Committee discussed and considered whether to add a requirement to the Board Governance Policy that when speaking at conferences, constituent meetings, and the like, Board members expressly disclaim that they are speaking on behalf of CalPERS.

AGENDA ITEM 10 – SUMMARY OF COMMITTEE DIRECTION

Mr. Jacobs summarized the Committee’s direction from the meeting:

- 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.

AGENDA ITEM 11 – PUBLIC COMMENT

There was no public comment.

The meeting of the Board Governance Committee was adjourned at 4:37 p.m.

Prepared by: KRISTEN GARNER
Committee Secretary

Matthew G. Jacobs
General Counsel