

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

MEETING MINUTES

May 14, 2018

The Board Governance Committee met on May 14, 2018, in the Lincoln Plaza North Building, 400 Q Street, Sacramento, California.

The meeting was called to order at 3:20 p.m. and the following members were present:

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

Other Board Member(s) present:

Richard Gillihan, represented by Danny Brown
Henry Jones
David Miller
Bill Slaton
Betty Yee, represented by Lynn Paquin

AGENDA ITEM 2 – EXECUTIVE REPORT

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

AGENDA ITEM 3 – ACTION CONSENT ITEMS

On MOTION by Ms. Taylor, SECONDED by Mr. Feckner, and CARRIED, the Committee approved the following action consent items:

- a. Approval of the March 20, 2018 Board Governance Committee Meeting Minutes
- c. Approval of Revisions to Board Governance Policy Regarding “Views Expressed” Disclaimer

On MOTION by Ms. Taylor, SECONDED by Mr. Feckner, and CARRIED, the Committee approved the following action consent item:

- b. Approval of Revisions to Board Governance Policy Regarding Meeting Procedures

Margaret Brown and David Miller voted NO.

AGENDA ITEM 4 – INFORMATION CONSENT ITEMS

The Committee accepted the following Information Consent Items:

- a. Annual Calendar Review
- b. Parking Lot Review

AGENDA ITEM 5 – ANNUAL REVIEW OF CEO DELEGATION RESOLUTION

The Committee considered the proposed revisions and discussed whether to have the Chief Executive Officer (CEO) and Board continue sharing responsibility for hiring, evaluating and terminating the Chief Investment Officer (CIO).

On MOTION by Mr. Feckner, SECONDED by Ms. Brown, and FAILED for lack of additional votes, to retain language in the delegation providing for the CEO and Board to share responsibility for hiring, evaluating and terminating the CIO.

On MOTION by Ms. Taylor, SECONDED by Mr. Rubalcava, and CARRIED, the Committee approved the proposed revisions to the CEO Delegation Resolution.

Margaret Brown and Rob Feckner voted NO.

AGENDA ITEM 6 – OTHER GOVERNMENT AGENCIES’ PROCESSES FOR HANDLING HARASSMENT ALLEGATIONS AGAINST BOARD MEMBERS

The Committee discussed and considered whether to adopt a policy for handling harassment allegations against Board members.

AGENDA ITEM 7 – PROCESS FOR REVIEWING CLOSED SESSION AND OTHER CONFIDENTIAL MATERIALS

The Committee discussed and considered whether the current process for Board members to review closed session transcripts and other confidential materials should be retained.

AGENDA ITEM 8 – PROCESS FOR HANDLING MAIL DIRECTED TO BOARD MEMBERS

The Committee discussed the current process for handling mail directed to Board members and whether any modifications need to be made.

AGENDA ITEM 9 – BOARD SELF-EVALUATION PROCESS

The Committee discussed and considered different processes to utilize for this year’s Board performance evaluation.

On MOTION by Ms. Hollinger, seconded by Ms. Taylor, and CARRIED, to pursue the National Association of Corporate Directors' (NACD) premium package for the Board's self-evaluation.

AGENDA ITEM 10 – SUMMARY OF COMMITTEE DIRECTION

Mr. Jacobs summarized the Committee's direction from the meeting.

AGENDA ITEM 11 – PUBLIC COMMENT

There was no public comment.

The meeting of the Board Governance Committee was adjourned at 5:01 p.m.

Prepared by: KRISTEN GARNER
Committee Secretary

Matthew G. Jacobs
General Counsel