

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

**MEETING MINUTES**

**April 22, 2020**

The Board Governance Committee met via teleconference on April 22, 2020.

The meeting was called to order at 9:00 a.m. and the following members were present:

Henry Jones, Chair  
 Lisa Middleton, Vice Chair  
 Rob Feckner  
 Fiona Ma, represented by Frank Ruffino  
 Stacie Olivares  
 Eraina Ortega  
 Jason Perez

Other Board Member(s) present:

Theresa Taylor

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

On MOTION by Ms. Middleton, SECONDED by Mr. Ruffino, and CARRIED with a roll call vote, the Committee elected Henry Jones as Chair of the Board Governance Committee.

Name	Yes	No	Abstain
Henry Jones			X
Lisa Middleton	X		
Rob Feckner	X		
Fiona Ma, represented by Frank Ruffino	X		
Stacie Olivares	X		
Eraina Ortega	X		
Jason Perez	X		

On MOTION by Mr. Ruffino, SECONDED by Ms. Olivares, and CARRIED with a roll call vote, the Committee elected Lisa Middleton as Vice Chair of the Board Governance Committee.

Name	Yes	No	Abstain
Henry Jones			X
Lisa Middleton	X		
Rob Feckner	X		
Fiona Ma, represented by Frank Ruffino	X		
Stacie Olivares	X		

Eraina Ortega	X		
Jason Perez	X		

**AGENDA ITEM 3 – APPROVAL OF THE APRIL 22, 2020 BOARD GOVERNANCE COMMITTEE TIMED AGENDA**

On MOTION by Mr. Perez, SECONDED by Mr. Feckner, and CARRIED with a roll call vote, the Committee approved the April 22, 2020 Board Governance Committee timed agenda.

Name	Yes	No	Abstain
Henry Jones			X
Lisa Middleton	X		
Rob Feckner	X		
Fiona Ma, represented by Frank Ruffino	X		
Stacie Olivares	X		
Eraina Ortega			X <sup>1</sup>
Jason Perez	X		

**AGENDA ITEM 4 – EXECUTIVE REPORT**

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

**AGENDA ITEM 5 – ACTION CONSENT ITEMS**

On MOTION by Mr. Feckner, SECONDED by Ms. Olivares, and CARRIED with a roll call vote, the Committee approved the following action consent item:

- a. Approval of the November 18, 2019 Board Governance Committee Meeting Minutes
- b. Review of Board Governance Committee Delegation

Name	Yes	No	Abstain
Henry Jones			X
Lisa Middleton	X		
Rob Feckner	X		
Fiona Ma, represented by Frank Ruffino	X		
Stacie Olivares	X		
Eraina Ortega			X <sup>2</sup>
Jason Perez	X		

**AGENDA ITEM 6 – INFORMATION CONSENT ITEMS**

The Committee accepted the following Information Consent Items:

- a. Board Education Program – Education Activity Report and 2020 Program Schedule

**AGENDA ITEM 7a – APPROVE SCHEDULE CHANGE FOR BOARD SELF-EVALUATION**

On MOTION by Mr. Feckner, SECONDED by Ms. Middleton, and CARRIED, the Committee approved the proposed schedule change for the Board’s next self-evaluation to 2021.

<sup>1</sup> Due to technical difficulties, Ms. Ortega did not participate in the vote.

<sup>2</sup> Due to technical difficulties, Ms. Ortega did not participate in the vote.

Name	Yes	No	Abstain
Henry Jones			X
Lisa Middleton	X		
Rob Feckner	X		
Fiona Ma, represented by Frank Ruffino	X		
Stacie Olivares	X		
Eraina Ortega	X		
Jason Perez	X		

**AGENDA ITEM 7b – BOARD WORKSTREAM 4 UPDATE: CODE OF CONDUCT**

On MOTION by Mr. Ruffino, SECONDED by Ms. Ortega, and CARRIED, the Committee approved and adopted the proposed Code of Conduct.

Name	Yes	No	Abstain
Henry Jones			X
Lisa Middleton	X		
Rob Feckner	X		
Fiona Ma, represented by Frank Ruffino	X		
Stacie Olivares	X		
Eraina Ortega	X		
Jason Perez	X		

**AGENDA ITEM 8a – BOARD WORKSTREAM 5 UPDATE: INSIGHT TOOL**

The Committee received an update on the development and implementation of the Board’s Insight Tool.

**AGENDA ITEM 8b – CALPERS PROCESSES FOR ADDRESSING HARASSMENT ALLEGATIONS**

The Committee received a comparison of the California Legislature’s approach to handling allegations of harassment to CalPERS’ approach.

**AGENDA ITEM 8c – SUMMARY OF COMMITTEE DIRECTION**

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

**AGENDA ITEM 8d – PUBLIC COMMENT**

There was no public comment.

The meeting of the Board Governance Committee was adjourned at 9:43 a.m.

Prepared by: KRISTEN GARNER  
Committee Secretary

---

**Matthew G. Jacobs**  
General Counsel