VIDEOCONFERENCE MEETING STATE OF CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM BOARD OF ADMINISTRATION PERFORMANCE, COMPENSATION & TALENT MANAGEMENT COMMITTEE

ROBERT F. CARLSON AUDITORIUM LINCOLN PLAZA NORTH 400 P STREET SACRAMENTO, CALIFORNIA

WEDNESDAY, SEPTEMBER 16, 2020

8:04 A.M.

JAMES F. PETERS, CSR CERTIFIED SHORTHAND REPORTER LICENSE NUMBER 10063

A P P E A R A N C E S COMMITTEE MEMBERS: Mr. Rob Feckner, Chairperson Ms. Eraina Ortega, Vice Chairperson Ms. Margaret Brown Ms. Lisa Middleton Ms. Stacie Olivares Mr. Theresa Taylor Ms. Shawnda Westly BOARD MEMBERS: Mr. Henry Jones, President Ms. Fiona Ma, represented by Mr. Frank Ruffino Mr. David Miller Mr. Jason Perez Mr. Ramon Rubalcava Mr. Betty Yee STAFF: Ms. Marcie Frost, Chief Executive Officer Mr. Doug Hoffner, Chief Operating Officer Mr. Matthew Jacobs, General Counsel Ms. Pam Hopper, Committee Secretary Mr. Kelly Fox, Chief, Stakeholder Relations

A P P E A R A N C E S C O N T I N U E D STAFF: Ms. Michelle Tucker, Chief, Human Resources Division ALSO PRESENT: Mr. Tim Behrens, California State Retirees Mr. Dillon Gibbons, California Special Districts Association Mr. Bijan Mehryar, League of California Cities

I N D E X PAGE 1. Call to Order and Roll Call 1 2. Call to Order and Roll Call 1 3. Approval of the September 16, 2020 Performance, Compensation & Talent Management Committee 3 Timed Agenda 4 4. Executive Report - Doug Hoffner 5. Action Consent Items - Doug Hoffner 5 Approval of the June 16, 2020 Performance, a. Compensation & Talent Management Committee Meeting Minutes 6. Information Consent Items - Doug Hoffner 6 Annual Calendar Review a. Draft Agenda for the November 17, 2020 b. Performance, Compensation & Talent Management Committee Meeting 7. Action Agenda Items Chief Executive Officer's 2019-20 a. Incentive Award - Michelle Tucker 7 Board's Primary Executive and Investment b. Compensation Consultant Request for Proposal: Finalist Approval -Michelle Tucker 9 8. Information Agenda Items Financial Interest Separation Requirements a. for Chief Investment Officer Position -Michelle Tucker 16 Summary of Committee Direction b. Doug Hoffner 38 Public Comment 39 с. 39 Adjournment 40 Reporter's Certificate

PROCEEDINGS 1 CHAIRPERSON FECKNER: I'll Call the Performance, 2 3 Compensation and Talent Management Committee to order. And the first order of business will be to call the roll, 4 5 please. Ms. Hopper. 6 COMMITTEE SECRETARY HOPPER: Rob Feckner? 7 8 CHAIRPERSON FECKNER: Good morning. 9 COMMITTEE SECRETARY HOPPER: Margaret Brown? COMMITTEE MEMBER BROWN: Good morning. 10 COMMITTEE SECRETARY HOPPER: Lisa Middleton? 11 COMMITTEE MEMBER MIDDLETON: Present. 12 COMMITTEE SECRETARY HOPPER: Stacie Olivares? 13 COMMITTEE MEMBER OLIVARES: Here. 14 COMMITTEE SECRETARY HOPPER: Eraina Ortega? 15 16 VICE CHAIRPERSON ORTEGA: Here. COMMITTEE SECRETARY HOPPER: Theresa Taylor? 17 COMMITTEE MEMBER TAYLOR: Here. 18 COMMITTEE SECRETARY HOPPER: Shawnda Westly? 19 20 COMMITTEE MEMBER WESTLY: Here. COMMITTEE SECRETARY HOPPER: All in attendance, 21 Mr. Chair. 2.2 23 CHAIRPERSON FECKNER: Thank you, Ms. Hopper. Appreciate it. 24 So now we're going to adjourn -- or recess the 25

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closed session for items -- to go into closed session for 1 items 1 through 4 in the closed session agenda. At this 2 time, the Board members will exit this open session 3 meeting and connect to the closed session meeting. 4 To the members of the public watching on the 5 livestream, the open session of the Performance, 6 Compensation and Talent Management Committee will begin 7 8 following our closed session. 9 We thank you and we'll see you in closed -- the Board members and Committee members in closed session. 10 Thank you. 11 (Off record: 8:05 a.m.) 12 (Thereupon the meeting recessed 13 into closed session.) 14 15 (Thereupon the meeting reconvened 16 open session.) (On record: 11:38 a.m.) 17 CHAIRPERSON FECKNER: I'll call the Board of --18 19 the Performance, Compensation and Talent Management 20 Committee Back into session. After leaving our closed session, I do want to say that it was a nice robust 21 conversation and discussion we had. Understanding that 2.2 23 one of the Board's responsibilities is to evaluate the CEO and the performance, 2020 has been one of those crazy 24 25 years in our history that will go down in the memory

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books, I'm sure.

But I must say, on my own behalf, that during the 2 most challenging year in American history, CalPERS was 3 able to anticipate and move on without missing a beat, 4 making sure that our members were protected, our checks 5 going out on time, our staff was protected during this 6 7 pandemic. And I leave that to the leadership of Ms. Frost 8 for making sure that she ensured that we were prepared and that our members had been duly taken care of. And I'm 9 hearing nothing but good comments from the members out 10 there that are sending emails, et cetera, saying that 11 they're getting better service now than they did before 12 the pandemic. 13

So I certainly want to acknowledge that as we 14 15 move forward. Again, you know, when the average for 16 investment returns for the fiscal year is 3.2 and we came in at 4.7, I quess not only did the Board put down the 17 right policies and procedures, but the staff has been 18 following it impeccably. So kudos to the staff and 19 especially the leadership for making sure that we kept 20 this ship afloat and moving forward. 21

That being said, we've already done the roll call. We're on Item 3, the approval of the September 16th Committee timed agenda meeting agenda, what's the pleasure of the Committee?

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COMMITTEE MEMBER MIDDLETON: Move approval. 1 COMMITTEE MEMBER TAYLOR: Second. 2 CHAIRPERSON FECKNER: Moved by Middleton, 3 seconded by Taylor. Ms. Hopper, please call the roll. 4 COMMITTEE SECRETARY HOPPER: Margaret Brown? 5 COMMITTEE MEMBER BROWN: 6 Aye. COMMITTEE SECRETARY HOPPER: Lisa Middleton? 7 COMMITTEE MEMBER MIDDLETON: Aye. 8 COMMITTEE SECRETARY HOPPER: Stacie Olivares? 9 COMMITTEE MEMBER OLIVARES: Aye. 10 COMMITTEE SECRETARY HOPPER: Eraina Ortega? 11 VICE CHAIRPERSON ORTEGA: Aye. 12 COMMITTEE SECRETARY HOPPER: Theresa Taylor? 13 COMMITTEE MEMBER TAYLOR: 14 Aye. COMMITTEE SECRETARY HOPPER: 15 Shawnda Westly? 16 COMMITTEE MEMBER WESTLY: Aye. COMMITTEE SECRETARY HOPPER: Mr. Chair, I have 17 all ayes for the approval of the timed agenda. Lisa 18 Middleton making the motion, Theresa Taylor seconding it. 19 20 CHAIRPERSON FECKNER: Thank you. Brings us to Agenda Item 4, the Executive Report. Mr. Hoffner. 21 CHIEF OPERATING OFFICER HOFFNER: Thank you, Mr. 2.2 23 Chair. Before us today are several items including 7a, which will allow the Committee to take action on the CEO's 24 25 fiscal year 19-20 incentive award, resulting from the

Committee's closed session evaluation earlier today. 1 We also have Item 7b, which presents a 2 subcommittee selection of a finalist for the Board's 3 primary executive and investment compensation consultant. 4 It's part of the request for proposal. This will include 5 approval to enter into contract negotiations with the 6 selected firm following up the subcommittee action. 7 8 And lastly, there's Item 8a, which provides 9 information on the financial interest and separation requirements for the Chief Investment Officer position. 10 Thank you, Chair. This concludes my report. Happy to 11 answer any questions 12 CHAIRPERSON FECKNER: Thank you. Appreciate it. 13 Seeing no questions, Item 5 is the approval of the June 14 16th Committee meeting minutes. What's the pleasure of 15 16 the Committee. 17 COMMITTEE MEMBER TAYLOR: Approve. COMMITTEE MEMBER BROWN: Second. 18 19 CHAIRPERSON FECKNER: It's been moved by Taylor, 20 was that? COMMITTEE MEMBER TAYLOR: Yes. 21 CHAIRPERSON FECKNER: Second by Brown. 2.2 23 COMMITTEE MEMBER BROWN: Yes. CHAIRPERSON FECKNER: Very good. Thank you. 24 25 Any discussion on the motion?

Seeing none. All in -- Ms. Hopper, please call 1 the roll. 2 COMMITTEE SECRETARY HOPPER: Margaret Brown? 3 Margaret Brown? 4 CHAIRPERSON FECKNER: You keep muting yourself, 5 Margaret. 6 COMMITTEE MEMBER BROWN: 7 Aye. 8 CHAIRPERSON FECKNER: There you go. COMMITTEE SECRETARY HOPPER: Lisa Middleton? 9 COMMITTEE MEMBER MIDDLETON: Aye. 10 COMMITTEE SECRETARY HOPPER: Stacie Olivares? 11 COMMITTEE MEMBER OLIVARES: Ave. 12 COMMITTEE SECRETARY HOPPER: Eraina Ortega? 13 VICE CHAIRPERSON ORTEGA: Aye. 14 COMMITTEE SECRETARY HOPPER: 15 Theresa Taylor? 16 COMMITTEE MEMBER TAYLOR: Aye. COMMITTEE SECRETARY HOPPER: Shawnda Westly? 17 COMMITTEE MEMBER WESTLY: Aye. 18 COMMITTEE SECRETARY HOPPER: Mr. Chair, I have 19 20 all ayes for the approval of the Committee meeting minutes with Theresa making the motion and Margaret Brown 21 2.2 seconding it. 23 CHAIRPERSON FECKNER: Thank you. Agenda Item 6 is information consent items. 24 Ι 25 have no request to move anything. So it takes us to

Agenda Item 7.

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7a, Chief Executive Officer's incentive award. Ms. Tucker.

HUMAN RESOURCES DIVISION CHIEF TUCKER: Good morning, members of the Committee and thank you, Mr. 5 Chair. Michelle Tucker, CalPERS team member. The Board's 6 Compensation Policy for executive and investment 7 management positions requires an annual review of performance for the CEO.

Item 7a is an action item resulting from the 10 Committee's closed session evaluation of the CEO's fiscal 11 19-20 performance. All members of the Board were 12 encouraged to participate in the Committee's performance 13 discussion. Based on the Committee's closed session 14 evaluation, along with the incentive metrics outcome, the 15 16 resulting fiscal year 19-20 incentive award for the CEO is \$94,884, which was calculated in accordance with the 17 policy using the assigned ratings and weightings and her 18 fiscal year 19-20 salary. 19

20 Thank you, Mr. Feckner. Back to you for any action. 21

CHAIRPERSON FECKNER: Thank you. So you have the 2.2 23 information before you, Board members. Any discussion on the situation, questions coming forward? 24

If not, we can put this into a motion.

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COMMITTEE MEMBER MIDDLETON: Move to approve. 1 COMMITTEE MEMBER TAYLOR: Second. 2 CHAIRPERSON FECKNER: Who was that? 3 Ms. Middleton moved approval. 4 Who was the second? 5 COMMITTEE MEMBER TAYLOR: Me. Theresa. 6 CHAIRPERSON FECKNER: Ms. Taylor. 7 8 Any discussion on the motion? 9 Seeing none. Ms. Hopper. COMMITTEE SECRETARY HOPPER: Margaret Brown? 10 COMMITTEE MEMBER BROWN: No. 11 COMMITTEE SECRETARY HOPPER: Lisa Middleton? 12 COMMITTEE MEMBER MIDDLETON: Aye. 13 COMMITTEE SECRETARY HOPPER: Stacie Olivares? 14 CHAIRPERSON FECKNER: We didn't hear you Stacie? 15 COMMITTEE MEMBER OLIVARES: Aye. 16 COMMITTEE SECRETARY HOPPER: Stacie? 17 COMMITTEE MEMBER OLIVARES: Aye. 18 COMMITTEE SECRETARY HOPPER: Eraina Ortega? 19 20 VICE CHAIRPERSON ORTEGA: Aye. COMMITTEE SECRETARY HOPPER: Theresa Taylor? 21 COMMITTEE MEMBER TAYLOR: Aye. 2.2 23 COMMITTEE SECRETARY HOPPER: Shawnda Westly? COMMITTEE MEMBER WESTLY: Aye. 24 COMMITTEE SECRETARY HOPPER: Mr. Chair, I have 25

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five ayes, one no by Margaret Brown for the approval of the CEO's 2019-20 incentive award. Lisa Middleton made the motion Theresa Taylor seconded it.

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4 CHAIRPERSON FECKNER: Very good. Thank you. 5 Anything else on 7a, Ms. Tucker?

HUMAN RESOURCES DIVISION CHIEF TUCKER: No, Mr. Chair.

CHAIRPERSON FECKNER: Very good. Thank you. We'll move to 7b. Ms. Tucker.

HUMAN RESOURCES DIVISION CHIEF TUCKER: 10 All Thank you again, Mr. Chair and members of the 11 right. Committee. A subcommittee of the Performance, 12 Compensation and Talent Management Committee met twice in 13 August 2020 to set RFP technical response scores and 14 conduct finalist interviews for the selection of the 15 16 Board's primary executive and investment compensation 17 consultant.

Today, we're seeking the Committee's approval of 18 the highest scoring finalist selected by the subcommittee, 19 20 Global Governance Advisors, LLC, as well as approval for CalPERS to enter into contract negotiations with the 21 approved finalist. If contract negotiations successful, 2.2 23 Global Governance -- unsuccessful with Global Governance, then CalPERS would enter into contract negotiations with 24 25 the next highest scoring finalist.

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So thank you members of the Committee. That is 1 all I have for this action item and I'll turn it over to 2 Chair Feckner for any further action. 3 CHAIRPERSON FECKNER: Thank you. So you have the 4 5 information in front of you, Committee members. What's the pleasure of the Committee? 6 7 COMMITTEE MEMBER TAYLOR: Move approval. 8 COMMITTEE MEMBER OLIVARES: Second. CHAIRPERSON FECKNER: Motion by Taylor seconded 9 by? 10 COMMITTEE MEMBER OLIVARES: Olivares. 11 CHAIRPERSON FECKNER: By what -- who was that? 12 I'm sorry? 13 COMMITTEE MEMBER OLIVARES: Olivares, Stacie. 14 CHAIRPERSON FECKNER: Oh, thank you. 15 16 COMMITTEE MEMBER OLIVARES: Oh, sorry, my video keeps going off. 17 CHAIRPERSON FECKNER: I was wait. I don't see 18 that person. 19 20 (Laughter.) CHAIRPERSON FECKNER: All right. Thank you. 21 COMMITTEE MEMBER OLIVARES: Sorry. 2.2 23 CHAIRPERSON FECKNER: We do have a couple of questions here. Ms. Brown. 24 25 COMMITTEE MEMBER BROWN: Thank you. And I'm not

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sure if Ms. Tucker can answer this for me or maybe Mr. Hoffner. I know we go into negotiations. And so I'm kind of wondering what happens? I remember last year with Risk and Audit, our number one choice we couldn't come to an agreement and so we moved on to number two. I'm just wondering what are some of the issues that might keep us from signing an agreement with our number one choice?

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8 CHIEF OPERATING OFFICER HOFFNER: Thank you, Ms. Brown. I'm happy to sort of take to that question. So as 9 part of this RFP, we ask explicit questions related to 10 terms and conditions, which are typically the things that 11 might hold up a vendor from entering into a contract with 12 us. So as part of the formal questioning, we did ask -- I 13 think the Chair asked this question of every vendor was 14 will you accept our terms and conditions of the contract? 15 16 And we got the affirmative that they would.

So we had several vendors that indicated they'd want to make modifications or would suggest modifications, which would come after the selection, and you just never know if that's going to come -- you know, come true that they can get to clarity there.

So I think that's -- that's the typical thing that will hold us up. I don't expect that to occur in this place, but we do have the provision in the contract and the language that would allow us to move to the second

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highest rated vendor based upon the scoring, if we were 1 unsuccessful with this negotiation. 2

COMMITTEE MEMBER BROWN: Great. And they knew 3 the terms and conditions? We put that out with the RFP 4 and they had to either accept or --5

CHIEF OPERATING OFFICER HOFFNER: Correct. 6 That was all part of the materials --

> COMMITTEE MEMBER BROWN: Yeah.

9 CHIEF OPERATING OFFICER HOFFNER: -- presented to -- that was put out into the public space and then they 10 had the opportunity in writing and orally to respond to 11 that. 12

> COMMITTEE MEMBER BROWN: Super. Thank you. CHIEF OPERATING OFFICER HOFFNER: Sure.

CHAIRPERSON FECKNER: Yes. Ms. Brown, they all 15 16 had the information. We asked each one of them the same questions in the interviews and they all agreed to it, 17 so -- just so we all understand that. 18

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I have Ms. Middleton.

20 COMMITTEE MEMBER MIDDLETON: Thank you, Mr. Chair. 21

And I just want to say that I had an opportunity 2.2 23 to be part of the subcommittee that did these interviews, and I was particularly impressed with the public pension 24 25 background of Global Governance and their response in the

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interviews. So looking forward to working with them and 1 hoping after this morning, once again, being reminded that 2 our systems for compensation are incredibly complex, and 3 hoping that we can simplify this process moving forward. 4 CHAIRPERSON FECKNER: Very good. Thank you. 5 Seeing no other requests to speak. 6 7 A motion being before you. 8 Ms. Hopper. COMMITTEE SECRETARY HOPPER: Margaret Brown? 9 COMMITTEE MEMBER BROWN: 10 Aye. COMMITTEE SECRETARY HOPPER: Lisa Middleton? 11 COMMITTEE MEMBER MIDDLETON: Aye. 12 COMMITTEE SECRETARY HOPPER: Stacie Olivares? 13 COMMITTEE MEMBER OLIVARES: 14 Aye. COMMITTEE SECRETARY HOPPER: 15 Eraina Ortega? 16 VICE CHAIRPERSON ORTEGA: Aye. COMMITTEE SECRETARY HOPPER: 17 Theresa Taylor? COMMITTEE MEMBER TAYLOR: 18 Aye. 19 COMMITTEE SECRETARY HOPPER: Shawnda Westly? 20 COMMITTEE MEMBER WESTLY: Aye. COMMITTEE SECRETARY HOPPER: Mr. Chair, I have 21 all ayes for Item 7b, approval of the primary executive 2.2 23 and investment compensation consultant with Theresa Taylor making the motion and Stacie Olivares seconding it. 24 25 CHAIRPERSON FECKNER: Very good. Thank you very

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1 much. Motion passes.

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That brings us to Agenda Item 8a, information agenda, financial interest separation requirements for the CIO position.

Ms. Tucker.

6 HUMAN RESOURCES DIVISION CHIEF TUCKER: Thank 7 you, Mr. Chair. And Mr. Char, I think for Item 7b, we did 8 just need also approval to move to the second consultant, 9 if, for any reason, the first consultant was not able to 10 enter -- if we weren't able to enter into contract. I 11 just want to make sure that we have approval for that 12 aspect of --

CHAIRPERSON FECKNER: Very good. Very good. 13 Thank you. We'll put that up to another motion. 14 15 Anybody? 16 COMMITTEE MEMBER MIDDLETON: So moved. 17 COMMITTEE MEMBER BROWN: Second. CHAIRPERSON FECKNER: Motion by Ms. Middleton, 18 19 seconded by Ms. Brown. 20 Any discussion on that motion? I have Mr. Ruffino. 21 ACTING BOARD MEMBER RUFFINO: Sorry, Mr. Chair, 2.2 23 which -- what's the motion, point of information, is that on a -- 8a? 24

CHAIRPERSON FECKNER: Right now we're on 7b. And

that's in case --1 2 ACTING BOARD MEMBER RUFFINO: Oh, sorry. CHAIRPERSON FECKNER: It's in case we don't reach 3 concurrence with the first one, we'll go to the second 4 vendor. 5 ACTING BOARD MEMBER RUFFINO: Got it. Thank you. 6 7 Thank you, Mr. Chair. My question is for 8a. 8 Thank you. 9 CHAIRPERSON FECKNER: Okay. Very good. Thank you. All right. Motion being clear and being before us. 10 Ms. Hopper, please call the roll. 11 COMMITTEE SECRETARY HOPPER: Margaret Brown? 12 COMMITTEE MEMBER BROWN: 13 Aye. COMMITTEE SECRETARY HOPPER: Lisa Middleton? 14 COMMITTEE MEMBER MIDDLETON: Aye. 15 COMMITTEE SECRETARY HOPPER: Stacie Olivares? 16 COMMITTEE MEMBER OLIVARES: Aye. 17 COMMITTEE SECRETARY HOPPER: Eraina Ortega? 18 19 VICE CHAIRPERSON ORTEGA: Aye. 20 COMMITTEE SECRETARY HOPPER: Theresa Taylor? COMMITTEE MEMBER TAYLOR: Aye. 21 COMMITTEE SECRETARY HOPPER: Shawnda Westly? 2.2 23 COMMITTEE MEMBER WESTLY: Aye. COMMITTEE SECRETARY HOPPER: Mr. Chair, I have 24 25 all ayes for the second approval of the item 7b. Theresa

Taylor making the motion, Margaret Brown seconding it. 1 And that was if they don't reach agreement on the first 2 finalist, they will proceed with the second. 3 COMMITTEE MEMBER TAYLOR: I think that was Lisa 4 Middleton. 5 CHAIRPERSON FECKNER: It was Ms. Middleton that 6 7 made the motion. Thank you. 8 CHAIRPERSON FECKNER: Okay. Thank yo. Ι 9

Apologize.

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CHAIRPERSON FECKNER: No problem.

Thank you. That ends -- that motion passes. Sorry, Ms. Tucker, for having to do it twice. Moves us next to 8a. Ms. Tucker, please.

HUMAN RESOURCES DIVISION CHIEF TUCKER: 14 Thank This information item before you presents 15 you, Mr. Chair. 16 financial separation requirements to be mandated for the Chief Investment Officer position. CalPERS is currently 17 in the process of recruiting for a CIO and will require 18 the selected candidates to sell any securities that could 19 potentially give rise to a conflict under the Political 20 Reform Act, prior to assuming the position, or to dispose 21 of those securities and place the resulting assets into a 2.2 23 blind trust.

This requirement is intended to significantly 24 25 diminish any perceived or real conflict of interest

1 originating from such assets.

Since the CIO position is currently vacant, this is an ideal opportunity to add such a requirement to the position. Thank you members of the Committee. That concludes this item and I'm happy to take any questions.

CHAIRPERSON FECKNER: Thank you very much. Very timely. We do have a question from -- a couple of questions from the Board, but I understand we have a couple from the phone-in audience as well.

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So, Mr. Ruffino, you're first.

ACTING BOARD MEMBER RUFFINO: Mr. Chair, I can defer to the Committee members before. I'm fine or would you like for me to proceed.

CHAIRPERSON FECKNER: Go right ahead, sir.

ACTING BOARD MEMBER RUFFINO: Thank you, Mr. 15 16 Chair. So the Treasurer commends the Committee and requires -- and supports fully this requirement for the 17 incumbent Chief Investment Officer, but also strongly 18 encourage CalPERS to explore any additional staff to be 19 20 included up to the Board. So I know that it's in the analysis it mentions that CalPERS may add additional 21 positions at a future date. So I'm wondering when in the 2.2 23 future date and what other -- or how soon are we going to take on this -- this re -- you know, this review of what 24 25 other positions we should add that would fall under this

requirement?

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Thank you, Mr. Chair.

CHAIRPERSON FECKNER: Thank you. Ms. Tucker, Mr. Hoffner, either one of you want to weigh in.

CHIEF OPERATING OFFICER HOFFNER: Sure. Thank 5 you for the question. So I think that, Mr. Ruffino, you 6 7 know, Michelle mentioned that we have the current vacant position that we're recruiting for, so that's timely. 8 The others we would continue to do analysis on the levels 9 within the organization that would continue to look at the 10 need for such a change. I think that may be a little more 11 complicated, given those other positions our also filled, 12 so we need to look at that analysis. We are looking at 13 other systems across the country in terms of the reviews 14 that they're doing, in terms of blind trusts and other 15 16 similar type activities in terms of restrictions, and at 17 levels that they may be held within their organizations to really understand some of the best practice approach 18 associated with these kinds of provisions. So we'd be 19 20 happy to continue to do that analysis and bring that back to the Committee at a near future date. 21

CHAIRPERSON FECKNER: Very good. Thank you. Mr. Ruffino, does that answer your question. ACTING BOARD MEMBER RUFFINO: Yes, it did, sir. Thank you. 1 2 CHAIRPERSON FECKNER: Very good. Next, I have Mr. Miller.

BOARD MEMBER MILLER: Yeah. My question is given 3 the depth and breadth of our holdings and our potential 4 holdings, and -- how will you determine what would 5 potentially go into a blind trust or what would have to be 6 divested in terms of what you would consider to be 7 something that would be a potential conflict for 8 candidates to hold? And secondly, will there be any 9 impact on our recruiting efforts from putting this in 10 place? And I do certainly support putting something in 11 place. 12

CHIEF OPERATING OFFICER HOFFNER: Thank you, Mr. 13 Let me maybe take the second question first. 14 Miller. Ι have been in contact with Korn Ferry, the recruiter we're 15 16 using for this recruitment for the CIO, as early as this week -- or as late as this week. I have not received any 17 sort of feedback from them that that's going to be a 18 deterrent to individuals looking to pursue this position. 19

20 We will continue to work with them and understand 21 that that becomes a challenge, but as of the last couple 22 days, that has not been an issue that they've raised with 23 us, in terms of this, which we anticipated would be a 24 question that would be brought forward.

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In terms of the level, I think we need to

continue to do some additional analysis on to what I would mention to Mr. Ruffino's point, clearly securities and stock holdings, et cetera. But again, other pension funds 3 hold different securities at different levels, depending 4 on the type of work that they're doing. So I think we 5 have to continue to further analyze that and understand 6 exactly what that will all include. 7

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8 But clearly, your Form 700, which is a 9 requirement for the State of California State employees at various levels to include their financial holdings and 10 what would that entail. Not knowing who and the type of 11 securities that the individuals that are applying for the 12 will hold, I really can't say as to what -- how those 13 would be disposed or looked at. But that would be a 14 further analysis to be undertaken. 15

16 BOARD MEMBER MILLER: Great. Thank you. Ι appreciate that that analysis is being thoughtfully 17 considered. 18

> CHAIRPERSON FECKNER: Very good. Thank you. Ms. Middleton.

COMMITTEE MEMBER MIDDLETON: Okay. Thank you, 21 Mr. Chair. And I very strongly support this move. 2.2 I 23 think it is important that whoever is this next CIO have an opportunity to fully evaluate every possible option of 24 25 investment and do so without any belief on the part of the

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public that they are doing so in such a way as to advantage themselves personally. So putting things in a blind trust is something that has been done in other places and is something that we should be doing.

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We have an opportunity to do it now as was said, because the CIO position is open. I believe this needs to be extended far more broadly to include others within the Investment Office, the executive leadership, and all members of the Board of Administration.

I want to take the time to get it right as we 10 move forward with this. And I think there are models that 11 we can learn from to establish best practices. 12 One suggestion that I would make in moving forward, as we look 13 at anything that would be required to be disclosed on the 14 Form 700 is something that needs to be placed in a blind 15 16 trust, and I offer that as a starting point for our review. But I will look forward to supporting this 17 motion. 18

> CHAIRPERSON FECKNER: Very good. Thank you. I have Ms. Taylor.

COMMITTEE MEMBER TAYLOR: Yes. Thank you.

I support this motion. I think it's a great idea. We can (inaudible) similar situations. And as to going further into the organization for review, as well as the Board, I agree with that as well. Additionally --

1 excuse me -- it sounds like the Committee supports this, 2 so I am going to make a motion to pass the financial 3 interest separation requirements for the Chief Investment 4 Officer position.

CHAIRPERSON FECKNER: Okay. So you're turning -you want to turn the information item into an action item, is that correct, Ms. Taylor?

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COMMITTEE MEMBER TAYLOR: Yes, unless it has to go someplace else beforehand.

CHAIRPERSON FECKNER: Does it need to go anywhere else first, Mr. Hoffner?

CHIEF OPERATING OFFICER HOFFNER: I don't think 12 it has to go anywhere else, Mr. Chair. I think the 13 question is it's an information item. It's something 14 we're pursuing to do. So if you want to make it an action 15 16 item, you can. Information items can become action items, as we discussed as well yesterday. I think the question 17 is we're looking to do this anyway, so do you want to --18 is this Committee direction? Is it -- it's an action that 19 20 we're planning to take. I think the question that Mr. Ruffino and Ms. Middleton raised got a little deeper into 21 the additional analysis in other levels of the 2.2 23 organization. So I think that's -- the question is coming back with additional information to this body on those 24 25 types of answers to those questions, that would still

pursue the CIO restriction at this point. 1 CHAIRPERSON FECKNER: I agree with that, Mr. 2 Hoffner. And, you know, there will be additions later on, 3 but right now we need to deal with the CIO piece. I think 4 what Ms. Taylor is trying to put forth is we agree with 5 the premise of where you are all headed and we want to 6 show -- the Board wants to show support for the situation, 7 8 so we want to put it clearly out front and make it into a motion. 9 So we have Ms. Taylor with a motion. Who -- is 10 there a second? 11 COMMITTEE MEMBER MIDDLETON: Second. 12 CHAIRPERSON FECKNER: It's been moved by Taylor, 13 seconded by Middleton. 14 Any discussion on the motion? 15 16 COMMITTEE MEMBER TAYLOR: Marcie has something to 17 say. CHIEF EXECUTIVE OFFICER FROST: Yeah. Chair --18 19 yeah, thank you. Chair Feckner, Mr. Hoffner --20 CHAIRPERSON FECKNER: I'm not voting yet, folks. I have other comments. So, yes, Ms. Frost. 21 CHIEF EXECUTIVE OFFICER FROST: Okay. 2.2 Mr. 23 Hoffner, I think one of the points and the way that information item is currently written needs to be 24 25 clarified, that if the assets are transferred into a blind

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trust, they don't necessarily have to be sold and then trans -- or transferred and then sold. So can you clarify that they're passing the motion that they wish to pass.

COMMITTEE MEMBER TAYLOR: I will clarify my motion to include that, if we can, Mr. Hoffner.

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CHIEF OPERATING OFFICER HOFFNER: Yeah. So I just want to make sure the motion is clear, based upon the comment. So essentially, I think to Mrs. Forest's point is they could be placed in a blind trust. I think the question is there could be belief that they all have to be disposed of, which might have a different connotation there. So I think that's the clarity here that you're seeing.

14 CHIEF EXECUTIVE OFFICER FROST: Yeah, I think 15 it's -- is do they have to sell the assets or place them 16 into a blind trust? And one of the reasons that it might 17 be difficult to dispose of those assets could be related 18 to capital gains. So is the motion that you sell or you 19 transfer into a blind trust? I think that's the motion 20 before you.

21 COMMITTEE MEMBER TAYLOR: Yes. So the motion I'm 22 making then is to transfer into a blind trust or divest, 23 because it's either one from your holdings, not 24 necessarily having to sell to put into the blind trust. 25 CHAIRPERSON FECKNER: Very good. Ms. Middleton,

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as the seconder, are you good with that motion? 1 COMMITTEE MEMBER MIDDLETON: I am. 2 CHAIRPERSON FECKNER: Okay. Thank you. 3 I have more requests here. Yeah, go ahead. 4 COMMITTEE MEMBER MIDDLETON: Mr. Chair, if I 5 could ask, do we need to include in the motion that staff 6 will be returning to us with alternatives to consider for 7 8 other individuals, including senior staff and the Board? CHAIRPERSON FECKNER: Rather than put that in a 9 motion, I'll just make that direction of the Chair, so it 10 will happen. 11 12 COMMITTEE MEMBER MIDDLETON: All right. Thank 13 you. CHAIRPERSON FECKNER: Thank you. 14 I have Mr. Ruffino. 15 16 ACTING BOARD MEMBER RUFFINO: Thank you, Mr. Chair. 17 My comment is not about the motion, so after the 18 19 motion, I'll speak. 20 CHAIRPERSON FECKNER: Okay. I'll come back to 21 you. Ms. Brown. 2.2 23 ACTING BOARD MEMBER RUFFINO: Thank you. COMMITTEE MEMBER BROWN: Yes, I -- I have 24 25 concerns with turning this information item into a motion.

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You know, this -- there's no research in here that talks about what other pension funds do for their CIOs or their executives. I read a story in Bloomberg or Wall Street Journal, I don't remember which, that talked about what other pension funds do. And I feel like this is a knee-jerk reaction to oversight failures.

7 And so I really don't think that -- I think we're 8 way ahead, because we haven't done the research here. There's nothing in here that tells me that we looked at 9 what CalSTRS, UC Regents, New York State Pension Fund, I 10 mean -- the Canadians, what do they do and how will this 11 im -- how will this truly impact our recruiting? 12 And I think we need some more time and the Board needs more 13 information before we act. 14

Thank you.

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CHAIRPERSON FECKNER: Thank you.

Mr. Olivares.

COMMITTEE MEMBER OLIVARES: Thank you. I -- I 18 19 think we need some expert guidance on this. So there's 20 a -- a big difference between disposals of an asset and disposal of an asset and transfer of those funds to a 21 blind trust. And it depends on how the blind trust is 2.2 23 structured as well. And if it's entirely irrevocable or if it's just irrevocable for a short period of time. 24 This 25 gets pretty complex.

But I would say, as food for thought, if I hold 1 an asset and I transfer it to the blind trust, I still 2 know I have it. So there's still that ability of my 3 personal holdings to influence my decision-making. If I 4 dispose of the asset and transfer those funds to a blind 5 trust, and there is a trustee who manages those funds and 6 7 I don't know what that trustee is investing in, just as 8 they're doing so in accordance with an investment policy, then there likely is not a conflict. But again, I think 9 we need more guidance on this. 10 CHAIRPERSON FECKNER: Thank you. I just want to 11 point out the fact that I think we all know where we're 12 headed here. We're going down this path. But at the same 13 time, we don't want to elongate the opportunity of our CIO 14 recruitment. So we don't want to keep pushing this down 15 16 the road. We want to make a decision, so whoever our candidates are, know clearly going in what's going to be 17 in front of them and we don't have changes as we go 18 19 forward. So just putting that out there, that we don't 20 want this to be a hindrance to moving forward with our recruitment process. 21 2.2 Ms. Taylor. COMMITTEE MEMBER TAYLOR: Yes. 23 Thank you, Mr. Feckner. 24 I will agree, that was part of the comments I was 25

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going to make is make sure that we get this done. And I think the Board needs to opine on it, rather than have just an information item that this is what we're looking at right now.

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Additionally, there are -- I think Ms. Frost can answer some of those questions about what other pensions systems are doing, because I know we know for a fact what UC Regents and CalSTRS is doing, and we know we're ahead of the curve on that. So if you could opine a little bit to that, I would appreciate it.

CHIEF EXECUTIVE OFFICER FROST: Thank you, Ms. 11 Taylor. Mr. Hoffner, I'm not sure what type of research 12 you did in preparation for this agenda item, but Trustee 13 Brown is correct that there was a recent Wall Street 14 Journal piece where opinions Ash Williams from the Florida 15 16 plan weighed in. I don't recall the other plans, but they were the public pension plans that weighed in also, but 17 their measures are far reduced than this measure that's 18 19 before you as an information item.

One of the options just based on feedback is that we could continue this research. We could make sure that the headhunter is fully aware that something with the financial assets of the CIO would have to be done, give a little more time for further discussion on this, bring it back in November for an action item, notice the agenda

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appropriately as an action item. I think we heard public 1 comment on that yesterday as well. 2 But I think we have plenty of time as long as we 3 can put candidates on notice that there would be some type 4 of policy requirement related to their financial 5 interests. 6 7 CHAIRPERSON FECKNER: Thank you. Ms. Taylor, 8 does that change your premise? COMMITTEE MEMBER TAYLOR: I can withdraw my 9 motion. It's --10 CHAIRPERSON FECKNER: I think with all the 11 questions --12 COMMITTEE MEMBER TAYLOR: I'm happy to withdraw 13 my motion. 14 CHAIRPERSON FECKNER: I think with all the 15 16 questions that are out there, that might be a prudent decision and we make sure that we agendize this correctly 17 for November. But as Ms. Frost says --18 19 COMMITTEE MEMBER TAYLOR: Sounds good. 20 CHAIRPERSON FECKNER: -- in going through our CIO recruitment process, we make this abundantly clear that 21 the Board is looking at making alterations to our current 2.2 23 practice and there will with be safeguards in place for the new CIO and more than likely many other staff. 24 25 COMMITTEE MEMBER TAYLOR: Right.

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CHIEF OPERATING OFFICER HOFFNER: Mr. Chair, 1 that -- that has been communicated to the recruiter. 2 The agenda item has been shared. It has been included in 3 discussions with potential individual candidates as they 4 expressed interest in this process. So I think we're on 5 that path that they're not going to be surprised or 6 7 unaware of what this Board is looking to do in the very 8 near future. CHAIRPERSON FECKNER: Thank you. Ms. Middleton, 9 are you okay with withdrawing the motion? 10 COMMITTEE MEMBER MIDDLETON: Given the 11 conversation that we have had, I am okay with withdrawing 12 it, but I feel very strongly that we need to get to a 13 place where assets are either disposed or put into a blind 14 15 trust. 16 CHAIRPERSON FECKNER: Agreed. I don't -- I don't hear any changing in the concept here, so I think we're 17 all in the right place. We just have to dot the "i's" and 18 cross the "t's". 19 20 Mr. Miller. BOARD MEMBER MILLER: Yeah, I think mine was kind 21 of a follow-up to my first question about how we determine 2.2 23 what's potentially a conflict and what would be disposed of, what could go into a blind trust. And I think 24 25 particularly Ms. Olivares' comments really, you know, put

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a real -- a point on that. So I think I'm really pleased 1 with the direction we're going now. 2 CHAIRPERSON FECKNER: Very good. Thank you. 3 So now we're back on the information item. We've 4 exhausted our questions. We do have some folks from the 5 audience that would like to weigh in. 6 7 Mr. Fox, do we have any callers? 8 STAKEHOLDER RELATIONS CHIEF FOX: Yes, Mr. Chair. We have three callers. The first of which is Tim Behrens 9 with CSR. 10 11 CHAIRPERSON FECKNER: Thank you. MR. BEHRENS: Thanks, Kelly. Good afternoon now, 12 Committee and Board members. The mission of the 13 California State Retirees is to protect our Pension and 14 15 Health Benefits. I think this is a very good step 16 forward. Any additional language that strengthens and 17 protects stakeholders' pensions is greatly appreciated and I would continue to support the Board with whatever 18 19 language it takes in order to protect our pension. 20 Thank you. CHAIRPERSON FECKNER: Very good. Thank you. 21 Mr. Fox. 2.2 23 STAKEHOLDER RELATIONS CHIEF FOX: Mr. Chair, next we have, from the California Special Districts 24 Association, Mr. Dillon Gibbons. 25

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MR. GIBBONS: Good afternoon, Chair and members of the Board. Dillon Gibbons with the California Special Districts Association.

I'm calling in to caution you against putting any additional restrictions on future CIO's personal finances. While I understand and I can sympathize with your concerns resulting from the recent events, the fact that the events were discovered and an individual is being held accountable both financially and with significant damage to their personal reputation should be sufficient deterrence from these activities happening in the future.

More significant though is how this proposal 12 would limit the ability for CalPERS to attract best 13 possible personnel for the position in the future. 14 It's already going to be hard to attract the right person for 15 16 the position as the -- as a former CalPERS CIO discussed the challenges of recruiting talented personnel to CalPERS 17 and away from the financial centers of San Francisco and 18 19 New York, he stated Sacramento is the intellectual capital of nothing. 20

That was just to underscore the point, it's a challenge for CalPERS to get these Talented folks to Sacramento. So I imagine the most qualified individuals would currently be using their investment acknowledge to grow their personal wealth, and that's a good thing. To

limit that ability beyond what is currently in place would likely be seen as a significant pay cut and would limit the applicant pool and likely result in regular turnover of the position have long-term negative impacts on the organization and ultimately the fund.

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Now, I understand that over the last couple of days, the recruiter may have said that they don't believe it's going to be an impact. But that was just over the last couple of days and I think more information needs to be gathered.

I greatly appreciate removing the motion on this 11 item and not moving forward and changing this from an 12 information item to an action item, recognizing that not 13 all the information is there. I greatly appreciate the 14 comments as well from Board Member Olivares that again, 15 16 you know, all of these items -- you know, all of their holdings being put into a blind trust doesn't change the 17 knowledge that they have those items in a blind trust. 18

Typically, blind trusts where, you know, when we look to the President and what they've done with that, it's in business holdings and the actions of the business, not in actually retaining stock. So I don't think that it's going to accomplish what it is you're seeking to achieve. But at the same time, it would hinder your ability to hire the right people. And I think that

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1 hopefully over the next month in the research that is 2 being done, prior to the Board taking action, that that 3 will be recognized. 4 So thank you very much and again especially

5 appreciate the removing this as being an -- going from an 6 information item to an action item.

> Thank you very much. Have a good day. CHAIRPERSON FECKNER: Thank you. You too.

Mr. Fox.

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STAKEHOLDER RELATIONS CHIEF FOX: Mr. Chair, the last caller s Mr. Bijan Mehryar from the League of California Cities.

MR. MEHRYAR: Good afternoon, Chair Feckner and
Committee members. Bijan Mehryar with the League of
California Cities.

16 I'd just like to reference a couple of issues as 17 you consider this and some of the other transparency and 18 governance related issues you've heard throughout the 19 week.

Again, what it really comes down to I think from our perspective is what was identified in the Investment Committee. It's an issue of reputational risk. I think all of us who have given public comment, all of you on the Committee support transparency and support making sure that CalPERS is seen as an ethical and competent actor in

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the field.

Now, obviously, there have been some setbacks in this space within the last couple of months. We still feel confident in the Board's ability to pursue policies that support transparency. However, we would encourage you to think deliberately about what is the goal of the policy that you're trying to achieve.

With regards to the CIO and what they should do with their individual assets, I think it's important to do research and compare the policies that exist at your peer 10 institutions, but also recognize that maybe the policy 11 doesn't need to be one-size-fits-all for all individuals 12 in the Investment Office. Maybe it needs to be one policy 13 for the CIO and then another policy for other members of 14 the Investment Office. 15

16 And then beyond that, I think it would be important that for whatever follow-up action you pursue in 17 November, for there do be a discussion about the existing 18 policies and procedures you have in place to track when 19 20 conflicts of interest happen.

So perhaps maybe the effort would be better spent 21 in strengthening those processes, then necessarily 2.2 23 changing the existing policy with regards to the assets that either the CIO or Investment Office staff hold as 24 individuals. 25

So I would just humbly kind of put that before 1 you as different ideas for consideration as you try to put 2 together a kind of comprehensive policy to increase 3 transparency with regard to the Investment Office 4 operations, which again is something that we support and 5 we think is a worthwhile endeavor. But again, I do think 6 7 it's important to recognize that, take it slowly, be 8 deliberate. And again, we appreciate information actions not being converted to action items at the last minute. 9 So thank you very much, Chair Feckner, and 10 Committee members. 11 CHAIRPERSON FECKNER: Thank you. Mr. Fox, anyone 12 else? 13 STAKEHOLDER RELATIONS CHIEF FOX: 14 Mr. Chairman, 15 that concludes public comment on Item 8a. 16 CHAIRPERSON FECKNER: Thank you. So I have Mr. Ruffino I believe has a question. 17 ACTING BOARD MEMBER RUFFINO: Yeah. Thank you, 18 Mr. Chair. I'm not sure if this is out of order, but I 19 20 was -- I heard a couple times make reference to a headhunter or some executive recruitment firm. Did we 21 already hire somebody, question one? And question two is 2.2 23 the -- if we haven't, what that process looks like? How we are going to review those executive recruitment firms 24 25 and evaluate before we make a decision. Especially, I

believe it was Board member Olivares, made a comment at our last meeting regarding one of the recruitment firm that we use in the past. Anyhow if this is out of order, that's fine. We can address it later.

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CHAIRPERSON FECKNER: Thank you. Ms. Frost, you want to weigh in.

ACTING BOARD MEMBER RUFFINO: Thank you, Mr. Chair

CHIEF EXECUTIVE OFFICER FROST: Thank you, Mr. 9 Ruffino. Yes, we have entered into a contract with Korn 10 Ferry to do the recruitment for the Chief Investment 11 Officer. Korn Ferry was selected the last time we went 12 through this recruitment. And by all indications, you 13 know, candidate pools are being formed, and as was passed 14 in the Governance Committee, and of course we'll get to 15 16 Board of Admin on some of these changes, the Board's role in interviewing the Chief Investment Officer. 17

So, yes, we are underway. Candidate pools are 18 19 being formed. Happy to come back to you at another date 20 to share how we do this spring-fed pool, where we collect, you know, headhunting firms or executive search firms into 21 that and how we make selections. Selections are usually 2.2 23 dependent upon the type of expertise that particular headhunter or that particular executive search firm has. 24 25 In this case, we believe Korn Ferry has quite a

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diverse -- quite a diverse access to CIO candidates for 1 our consideration. 2 ACTING BOARD MEMBER RUFFINO: Thank you, Ms. 3 Frost. 4 CHAIRPERSON FECKNER: Very good. Thank you. 5 Seeing no other requests, moves us to 8b. 6 7 Thank you, Ms. Tucker, by the way. It moves us to 8b, summary of Committee 8 direction. Mr. Hoffner. 9 CHIEF OPERATING OFFICER HOFFNER: 10 I just want to clarify a couple things. I heard several comments from 11 different Board members regarding additional research, in 12 addition to how this other policy should be applied to 13 executive leaders, members of the Board, others within the 14 15 Investment Office. At one point, Mr. Feckner, you 16 indicated that would be sort of direction from the Chair, but I want to make sure I'm capturing that -- all of those 17 items, mainly from, I think, Ms. Middleton and Mr. 18 Ruffino. And there's a reference to all of the items 19 related to the Form 700 in terms of financial disclosures. 20 So I just want to make sure that that's kind of the nature 21 of the information. In addition to additional research, 2.2 23 we'd bring that back and provide some options as to how that would look, I think to satisfy, I think, the feedback 24 I heard. 25

CHAIRPERSON FECKNER: I think you're right. And 1 if we don't hear further discussion, then I think you're 2 on the right track. I seeing nothing. 3 CHIEF OPERATING OFFICER HOFFNER: Okay. 4 CHAIRPERSON FECKNER: All right. That brings us 5 to Item 8c, public comment. Mr. Fox, anyone on the line? 6 STAKEHOLDER RELATIONS CHIEF FOX: No, Mr. Chair. 7 8 There are no callers for public comment. CHAIRPERSON FECKNER: Very good. Thank you. 9 So at this point, we're going to adjourn the 10 Performance and Talent Management Committee meeting. 11 Mr. Jones, 1:00 o'clock start for Board meeting? 12 PRESIDENT JONES: 1:15. 13 CHAIRPERSON FECKNER: 1:15. Okay. Long lunch 14 today, folks. 15 16 (Laughter.) CHAIRPERSON FECKNER: We'll see you at 1:15. 17 (Thereupon the California Public Employees' 18 19 Retirement System, Board of Administration, 20 Performance, Compensation, & Talent Management Committee meeting adjourned at 12:21 p.m.) 21 2.2 23 24 25

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