

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

ZOOM PLATFORM

WEDNESDAY, FEBRUARY 17, 2021

10:00 A.M.

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

APPEARANCES

COMMITTEE MEMBERS:

Rob Feckner, Chairperson

Eraina Ortega, Vice Chairperson

Margaret Brown

Lisa Middleton

Stacie Olivares

Theresa Taylor

BOARD MEMBERS:

Henry Jones, President

Fiona Ma, represented by Frank Ruffino

David Miller

Jason Perez

Ramon Rubalcava

Betty Yee, represented by Lynn Paquin

STAFF:

Marcie Frost, Chief Executive Officer

Doug Hoffner, Chief Operating Officer

Matthew Jacobs, General Counsel

Pam Hopper, Committee Secretary

Michelle Tucker, Chief, Human Resources Division

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PROCEEDINGS

1
2 CHAIRPERSON FECKNER: It looks like the hour of
3 ten o'clock has arrived. We're going to call the
4 Performance, Compensation and Talent Management Committee
5 to order. The first order of business will be to call the
6 roll, please.

7 Ms. Hopper.

8 COMMITTEE SECRETARY HOPPER: Rob Feckner?

9 CHAIRPERSON FECKNER: Good morning.

10 COMMITTEE SECRETARY HOPPER: Margaret Brown?

11 COMMITTEE MEMBER BROWN: Good morning.

12 COMMITTEE SECRETARY HOPPER: Lisa Middleton?

13 COMMITTEE MEMBER MIDDLETON: Present.

14 COMMITTEE SECRETARY HOPPER: Stacie Olivares?

15 COMMITTEE MEMBER OLIVARES: Here.

16 COMMITTEE SECRETARY HOPPER: Eraina Ortega?

17 VICE CHAIRPERSON ORTEGA: Here.

18 COMMITTEE SECRETARY HOPPER: Theresa Taylor?

19 COMMITTEE MEMBER TAYLOR: Here.

20 COMMITTEE SECRETARY HOPPER: Shawnda Westly?

21 COMMITTEE MEMBER TAYLOR: Excused.

22 PRESIDENT JONES: Excused.

23 COMMITTEE SECRETARY HOPPER: Thank you.

24 CHAIRPERSON FECKNER: I don't know if she's
25 excused or not. Henry, is she excused?

1 PRESIDENT JONES: Yeah, she's excused.

2 CHAIRPERSON FECKNER: Very good. Thank you.

3 COMMITTEE SECRETARY HOPPER: Mr. Chair, all is in
4 attendance.

5 CHAIRPERSON FECKNER: Except for Ms. Westly.

6 COMMITTEE SECRETARY HOPPER: Except for Ms.
7 Westly.

8 CHAIRPERSON FECKNER: Great. Thank you very
9 much.

10 Item 2 will be election of the Performance,
11 Compensation and Talent Management Committee Chair and
12 Vice Chair. For the election of the Chair position, I'm
13 going to turn the gavel over to Ms. Ortega. Ms. Ortega,
14 please.

15 VICE CHAIRPERSON ORTEGA: Thank you, Mr. Chair.
16 I'd like to call on Ms. Taylor.

17 COMMITTEE MEMBER TAYLOR: Thank you. I'd like to
18 nominate Mr. Feckner for Chair of Performance,
19 Compensation Committee.

20 VICE CHAIRPERSON ORTEGA: I'll second.

21 Okay. And we need a voice vote.

22 Is there any other nominations?

23 Okay. Please call the roll.

24 COMMITTEE SECRETARY HOPPER: Margaret Brown?

25 COMMITTEE MEMBER BROWN: Aye.

1 COMMITTEE SECRETARY HOPPER: Lisa Middleton?

2 COMMITTEE MEMBER MIDDLETON: Present. Aye.

3 COMMITTEE SECRETARY HOPPER: Stacie Olivares?

4 COMMITTEE MEMBER OLIVARES: Aye.

5 COMMITTEE SECRETARY HOPPER: Eraina Ortega?

6 VICE CHAIRPERSON ORTEGA: Aye.

7 COMMITTEE SECRETARY HOPPER: Theresa Taylor?

8 COMMITTEE MEMBER TAYLOR: Aye.

9 COMMITTEE SECRETARY HOPPER: Shawnda Westly
10 excused.

11 Mr. Chair, I have the motion being made by
12 Theresa Taylor, Eraina Ortega seconding it. I have all
13 eyes with an excused for Shawnda Westly for the
14 Chairperson of Rob Feckner.

15 VICE CHAIRPERSON ORTEGA: Thank you.
16 Congratulations, Mr. Chair. I'll turn the gavel back over
17 to you.

18 CHAIRPERSON FECKNER: Thank you, Ms. Ortega. And
19 thank you to my fellow Committee members.

20 I'm now going to open the floor for the Vice
21 Chair of the Performance, Talent -- Compensation and
22 Talent Management Committee. At this moment, I'd like to
23 call on Ms. Olivares, please.

24 COMMITTEE MEMBER OLIVARES: I'd like to nominate
25 Ms. Ortega.

1 CHAIRPERSON FECKNER: Ms. Ortega has been
2 nominated. Is there any further nominations for the
3 Office of Vice Chair?

4 COMMITTEE MEMBER TAYLOR: I second.

5 CHAIRPERSON FECKNER: Seconded by Ms. Taylor.
6 Any further nominations for the nomination of
7 Vice Chair?

8 Third and final call, any third -- final
9 nominations?

10 Seeing none.

11 I will entertain a motion for a unanimous ballot
12 from Ms. Ortega.

13 COMMITTEE SECRETARY HOPPER: Okay. Mr. Chair,
14 who made the motion, I apologize?

15 CHAIRPERSON FECKNER: Well, it was just a
16 nomination. I'm waiting for the motion now.

17 Ms. Olivares made the nomination. Ms. Taylor
18 seconded the nomination.

19 COMMITTEE MEMBER TAYLOR: I'll make the motion.

20 CHAIRPERSON FECKNER: Is there a second?

21 COMMITTEE MEMBER OLIVARES: I second.

22 CHAIRPERSON FECKNER: It's been moved by Ms.
23 Taylor, seconded by Ms. Olivares that Ms. Ortega be
24 elected by unanimous decision.

25 Any discussion on the motion?

1 Seeing none.

2 Ms. Hopper, please call the roll.

3 COMMITTEE SECRETARY HOPPER: Margaret Brown?

4 COMMITTEE MEMBER BROWN: Aye.

5 COMMITTEE SECRETARY HOPPER: Lisa Middleton?

6 COMMITTEE MEMBER MIDDLETON: Aye.

7 COMMITTEE SECRETARY HOPPER: Stacie Olivares?

8 COMMITTEE MEMBER OLIVARES: Aye.

9 COMMITTEE SECRETARY HOPPER: Eraina Ortega?

10 VICE CHAIRPERSON ORTEGA: Aye.

11 COMMITTEE SECRETARY HOPPER: Theresa Taylor?

12 COMMITTEE MEMBER TAYLOR: Aye.

13 COMMITTEE SECRETARY HOPPER: Shawnda Westly is
14 excused.

15 Mr. Chair, I have the motion being made by
16 Theresa Taylor, seconded by Stacie Olivares for the Vice
17 Chair of Eraina Ortega.

18 CHAIRPERSON FECKNER: Very good. Thank you.
19 Congratulations, Ms. Ortega.

20 VICE CHAIRPERSON ORTEGA: Thanks everyone.

21 CHAIRPERSON FECKNER: So now, we're going to move
22 into closed session. We're going to recess into closed
23 for items 1 through 3 on the closed session agenda. So at
24 this time, the Board members will exit this open session
25 meeting and connect to the closed session meeting. To the

1 members of the public watching on the livestream, the open
2 session Performance, Compensation and Talent Management
3 Committee will convene following the closed session. I
4 would anticipate 30 to 40 minutes maybe, but keep an eye
5 out. We will be back shortly.

6 Thank you. And we'll see you all in closed
7 session, Board members.

8 (Off record: 10:05 a.m.)

9 (Thereupon the meeting recessed
10 into closed session.)

11 (Thereupon the meeting reconvened
12 open session.)

13 (On record: 10:51 a.m.)

14 CHAIRPERSON FECKNER: It looks like were all
15 here. We're going to call the Performance, Compensation
16 and Talent Management open session to order. The first
17 order of business will be to call the role please.

18 Ms. Hopper.

19 COMMITTEE SECRETARY HOPPER: Rob Feckner?

20 CHAIRPERSON FECKNER: Good morning.

21 COMMITTEE SECRETARY HOPPER: Margaret Brown?

22 COMMITTEE MEMBER BROWN: Here.

23 COMMITTEE SECRETARY HOPPER: Lisa Middleton?

24 COMMITTEE MEMBER MIDDLETON: Present.

25 COMMITTEE SECRETARY HOPPER: Stacie Olivares?

1 COMMITTEE MEMBER OLIVARES: Here.

2 COMMITTEE SECRETARY HOPPER: Eraina Ortega?

3 VICE CHAIRPERSON ORTEGA: Here.

4 COMMITTEE SECRETARY HOPPER: Theresa Taylor?

5 COMMITTEE MEMBER TAYLOR: Here.

6 COMMITTEE SECRETARY HOPPER: Shawnda Westly?

7 CHAIRPERSON FECKNER: She's excused.

8 COMMITTEE SECRETARY HOPPER: Mr. Chair, we have
9 all in attendance.

10 CHAIRPERSON FECKNER: Thank you.

11 Brings us to Agenda Item 4, approval of the
12 February 17th timed agenda. What's the pleasure of the
13 Committee?

14 COMMITTEE MEMBER BROWN: Move approval.

15 CHAIRPERSON FECKNER: Moved by Ms. Brown.

16 COMMITTEE MEMBER TAYLOR: Second.

17 CHAIRPERSON FECKNER: Seconded by Ms. Taylor.

18 Any discussion on the motion?

19 Seeing none.

20 Ms. Hopper, please call the roll.

21 COMMITTEE SECRETARY HOPPER: Margaret Brown?

22 COMMITTEE MEMBER BROWN: Aye.

23 COMMITTEE SECRETARY HOPPER: Lisa Middleton?

24 COMMITTEE MEMBER MIDDLETON: Aye.

25 COMMITTEE SECRETARY HOPPER: Stacie Olivares?

1 COMMITTEE MEMBER OLIVARES: Aye.

2 COMMITTEE SECRETARY HOPPER: Eraina Ortega?

3 VICE CHAIRPERSON ORTEGA: Aye.

4 COMMITTEE SECRETARY HOPPER: Theresa Taylor?

5 COMMITTEE MEMBER TAYLOR: Aye.

6 COMMITTEE SECRETARY HOPPER: Shawnda Westly?

7 CHAIRPERSON FECKNER: Excused.

8 COMMITTEE SECRETARY HOPPER: Mr. Chair, I have
9 the motion being made by Margaret Brown seconded by
10 Theresa Taylor for the approval of Item 4, Timed Agenda.

11 CHAIRPERSON FECKNER: Very good. Thank you.

12 Agenda Item 5, the executive report. Mr.
13 Hoffner, good morning.

14 CHIEF OPERATING OFFICER HOFFNER: Good morning,
15 members of the Committee. Doug Hoffner, CalPERS team
16 member. I want to congratulate you, Mr. Feckner and Ms.
17 Ortega, on your reelection as the Chair and Vice Chair of
18 the Committee earlier this morning.

19 CHAIRPERSON FECKNER: Thank you.

20 CHIEF OPERATING OFFICER HOFFNER: We have two
21 items before you today. The first item is a consent item
22 updating the Committee's delegation resolution to reflect
23 the shared responsibility for the hiring, evaluation, and
24 termination of the Chief Investment Officer position,
25 which was discussed in the Governance Committee back in

1 September of last year.

2 The second item is to approve the CEO's
3 semiannual status report on her incentive plan for the
4 fiscal year 20-21 as required by the Board's Compensation
5 Policy.

6 But before we proceed to those items, I wanted to
7 provide a little bit of update as to what to expect in
8 April and later this year in terms of the Committee. In
9 April, we'll have Global Governance Advisors will be
10 joining us. Per the Board member's policy, the Board's
11 incentive comp consultants basically will provide an
12 annual review of the incentive metrics for the next fiscal
13 year. And then any other thoughts, or suggestions, or
14 recommendations they may have related to that. As you
15 recall, those incentive metrics were designed by the
16 previous incentive consultant to the Board.

17 There was also an item related to long-term
18 incentive. This was something that the Committee had
19 deferred from last year wanting the new incentive comp
20 consultant to take a look at what was proposed and see if
21 they had any additional recommendations and suggestions,
22 which they'll be providing.

23 And finally, we'll also be looking at in future
24 months some educational opportunities as it relates to the
25 new consultant in terms of their role and engagement with

1 this Committee and the Board.

2 With that, Mr. Chair, this concludes my report.
3 Happy to answer any questions.

4 CHAIRPERSON FECKNER: Thank you. Seeing no
5 questions. Appreciate the update.

6 Moving on to Agenda Item 6. We're going to split
7 that motion, take A and B separately, because Ms. Brown
8 would like to pull that off of consent. So the Item 6,
9 consent, action consent, is just Item A. What's the
10 pleasure of the Committee.

11 COMMITTEE MEMBER BROWN: Move approval.

12 COMMITTEE MEMBER TAYLOR: Move approval.

13 COMMITTEE MEMBER BROWN: Second.

14 CHAIRPERSON FECKNER: All right. Let's see the
15 fingers. I didn't get anybody. Who made the motion?

16 COMMITTEE MEMBER TAYLOR: I did.

17 CHAIRPERSON FECKNER: Ms. Taylor. And seconded
18 by Ms. Brown. Thank you.

19 Any discussion on the motion?

20 Seeing none.

21 All in favor, Ms. Hopper.

22 COMMITTEE SECRETARY HOPPER: Margaret Brown?

23 COMMITTEE MEMBER BROWN: Yes.

24 COMMITTEE SECRETARY HOPPER: Lisa Middleton?

25 COMMITTEE MEMBER MIDDLETON: Aye.

1 COMMITTEE SECRETARY HOPPER: Stacie Olivares?

2 COMMITTEE MEMBER OLIVARES: Aye.

3 COMMITTEE SECRETARY HOPPER: Eraina Ortega?

4 VICE CHAIRPERSON ORTEGA: Aye.

5 COMMITTEE SECRETARY HOPPER: Theresa Taylor?

6 COMMITTEE MEMBER TAYLOR: Aye.

7 COMMITTEE SECRETARY HOPPER: Shawnda Westly?

8 CHAIRPERSON FECKNER: Excused.

9 COMMITTEE SECRETARY HOPPER: Mr. Chair, I have
10 the motion being made by Theresa Taylor, seconded by
11 Margaret Brown on Agenda Item 6A, meeting minutes.

12 CHAIRPERSON FECKNER: Thank you. Motion passes.

13 We're now on Item 6B, the review of the
14 Performance, Compensation and Talent Management Committee
15 Delegation.

16 Ms. Brown.

17 COMMITTEE MEMBER BROWN: Thank you, Mr. Chair,
18 and congratulations on your reelection.

19 I have a question on, of course, the change,
20 which is now in paren two, which talks about share
21 responsibility with the CEO regarding the hiring,
22 evaluating, and terminating of the Chief Investment
23 Officer. So I just need some help with this delegation,
24 because really this Committee isn't doing it. It's just
25 to select six people who were appointed by Mr. Jones, the

1 Board President.

2 So, like I have no idea who we're interviewing,
3 no idea what's going on, no idea what's been going on.
4 The Board is not -- this Committee is not doing it. It's
5 actually just a select subcommittee. So tell me how this
6 change comports with what we're doing practically?

7 CHAIRPERSON FECKNER: Mr. Hoffner.

8 CHIEF OPERATING OFFICER HOFFNER: Well, this
9 changes is prospective. It start -- it would be effective
10 whenever the Committee makes the change or modifies this.
11 If they do, this would go to the full Board. And then
12 with all Committee delegations, those roll up into an
13 agenda item that comes before, I believe, the Governance
14 Committee in a future month. So what we're looking at now
15 is essentially a process of going through a recruitment
16 for a CIO, based on the current delegations that exist
17 today.

18 COMMITTEE MEMBER BROWN: So the current process
19 we're using with the subcommittee nothing has been
20 delegated to that subcommittee currently. They're just --
21 I don't know what they're doing. They're just giving
22 advice, is that correct, because there's no -- there's
23 currently no delegation for the current subcommittee,
24 correct?

25 CHIEF OPERATING OFFICER HOFFNER: Well, the Chair

1 of the Board designated a subcommittee, which includes two
2 panel, first and second round group, of both Board members
3 and various members of the CalPERS team to conduct
4 interviews related to the CIO recruitment. At some point,
5 that would be a recommendation or a joint responsibility
6 based upon the current practice as was done in the
7 previous recruitment for the CIO going back some two
8 years. So essentially, I think it would be following the
9 practice that we have put in place already.

10 COMMITTEE MEMBER BROWN: Yeah. So I don't know
11 that there's any current delegation for the Board to --
12 from the Board to the Board President to pick a
13 subcommittee to interview the CIO.

14 And by the way, I don't have a dog in the
15 background. Somebody else does. I have a puppy, but it
16 doesn't make that noise.

17 CHIEF OPERATING OFFICER HOFFNER: I believe
18 that's my dog. I apologize. I've got a cup four-legged
19 friends here at the door.

20 (Laughter.)

21 BOARD MEMBER BROWN: I think -- I think they need
22 to be petted or something. But anyways, I don't
23 understand how we have the current subcommittee meeting
24 without an appropriate delegation. I don't think we have
25 one. And if we do, then if you could point that to me,

1 that would be great. And maybe it's not under this
2 delegation. Maybe it's on another one. But I don't know
3 that this future delegation comports with the current
4 process we're using.

5 CHAIRPERSON FECKNER: Mr. Brown -- Mr. Jones, do
6 you want to weigh in here?

7 PRESIDENT JONES: Yes. Thank you, Mr. Chair.
8 And, yes, at the Governance Committee, a couple months
9 ago, this item came up about changing the hiring of the
10 CIO to be shared with the Board. And that did pass in
11 Governance Committee. And so as a result of that passage
12 in the Governance Committee, then it delegated to the
13 Board to share in the hiring of the CIO.

14 And you may note -- recognize that the Board as a
15 whole has an enormous responsibility. But we all don't
16 participate in every activity. And so as the Chair and
17 the President of the Board to make sure that Board -- the
18 Board had shared responsibility in this process, I
19 nominated six members of the Board to represent the Board
20 to hire the next CIO with the proviso that that person
21 would come before the full Board at some point in the
22 future.

23 COMMITTEE MEMBER BROWN: Yeah. If I could get
24 Mr. Hoffner just at some point in the future to get back
25 to me under what delegated authority the current

1 subcommittee is working and then -- you know, I'll move
2 approval on this. I do agree that the Board wants some
3 say in what happens on the hiring and the evaluating the
4 terminating of the CIO. I do agree with us, but I just
5 don't understand how the current process is working, since
6 I don't see any kind of authority for the subcommittee.

7 PRESIDENT JONES: And, Mr. Hoffner, if you could
8 look to the Governance Committee, because I recall we had
9 a very lengthy debate on this issue. And matter of fact,
10 we drafted the language during the discussion and it was
11 adopted by the Governance Committee at that time, okay?

12 CHIEF OPERATING OFFICER HOFFNER: I'd be happy to
13 pull that information for a future Committee meeting.

14 PRESIDENT JONES: Okay.

15 COMMITTEE MEMBER BROWN: Thank you. If there's
16 no other issues, I'll -- oh, I see that Ms. Eraina --
17 Eraina does. Go ahead.

18 CHAIRPERSON FECKNER: Ms. Ortega.

19 VICE CHAIRPERSON ORTEGA: Yeah. I just -- I
20 think the information that Ms. Brown asked Mr. Hoffner to
21 provide us will be helpful. But I -- as a member of the
22 group that's participating in the CIO search, I hadn't
23 understood that any authority had been delegated to us,
24 like actual authority. I had thought of it more in terms
25 of committee-like when we review new consultant --

1 interview the consultants that are, you know, proposing to
2 provide services to the Board.

3 So if there is, in fact, an authority that's been
4 delegated to our group, that would be helpful to
5 understand. I hadn't thought of it that way myself, so...

6 CHAIRPERSON FECKNER: Very good. Thank you.

7 So seeing no other requests to speak, this is an
8 action item. Do we have a motion from the Committee?

9 COMMITTEE MEMBER BROWN: Move approval.

10 CHAIRPERSON FECKNER: Ms. Brown makes the motion.
11 Second?

12 COMMITTEE MEMBER TAYLOR: Second.

13 CHAIRPERSON FECKNER: Seconded by Ms. Taylor.
14 Any further discussion on the motion?

15 Seeing none.

16 Ms. Hopper.

17 COMMITTEE SECRETARY HOPPER: Margaret Brown?

18 COMMITTEE MEMBER BROWN: Aye.

19 COMMITTEE SECRETARY HOPPER: Lisa Middleton?

20 COMMITTEE MEMBER MIDDLETON: Aye.

21 COMMITTEE SECRETARY HOPPER: Stacie Olivares?

22 COMMITTEE MEMBER OLIVARES: Aye.

23 COMMITTEE SECRETARY HOPPER: Eraina Ortega?

24 VICE CHAIRPERSON ORTEGA: Aye.

25 COMMITTEE SECRETARY HOPPER: Theresa Taylor?

1 COMMITTEE MEMBER TAYLOR: Aye.

2 COMMITTEE SECRETARY HOPPER: Shawnda Westly?

3 CHAIRPERSON FECKNER: Excused.

4 COMMITTEE SECRETARY HOPPER: Mr. Chair, I have a
5 motion being made by Margaret Brown, seconded by Theresa
6 Taylor on Item 6B, the Committee Delegation.

7 CHAIRPERSON FECKNER: Very good. Thank you.
8 Takes us to Item 7, Informational Consent Items. Mr.
9 Hoffner, anything to add?

10 CHIEF OPERATING OFFICER HOFFNER: I do not, Mr.
11 Chair.

12 CHAIRPERSON FECKNER: Very good. Seeing no
13 requests to pull anything from there.

14 We move on to Item 8, action agenda items, the
15 Semiannual Status Report of the Incentive Plan of the CEO.
16 Ms. Tucker.

17 HUMAN RESOURCES DIVISION CHIEF TUCKER: Good
18 morning, members of the Committee and congratulations to
19 the new Chair and Vice Chair of your reelection.

20 CHAIRPERSON FECKNER: Thank you.

21 HUMAN RESOURCES DIVISION CHIEF TUCKER: Michelle
22 Tucker, CalPERS team member. As discussed earlier in our
23 closed session, the Executive Compensation Policy requires
24 the CEO to prepare a semi-annual status report on their
25 incentive plan for the Performance, Compensation and

1 Talent Management Committee's review and approval. The
2 purpose is to inform the Committee on progress toward
3 achieving plan measures.

4 Presented in Attachment 1 is the CEO's semiannual
5 status report, which covers the time period of July 1st to
6 December 31st, 2020. Ms. Frost is here, if you have any
7 questions about her report. And that does conclude my
8 item and my report, but I'm happy to answer any questions.

9 CHAIRPERSON FECKNER: Thank you.

10 Ms. Middleton.

11 COMMITTEE MEMBER MIDDLETON: Thank you, Mr.
12 Chair.

13 I note that at the April meeting, we will have a
14 report from our new compensation consultants. And I would
15 ask that in that report the compensation consultants, when
16 it comes to the CEO compensation package, come back to us
17 with a review and possible recommendations that would
18 allow us, on a going-forward basis, to have the CEO's
19 salary be the primary and overwhelming amount of
20 compensation that comes to the CEO and to de-emphasize
21 separate incentive programs as a formula for compensating
22 the CEO and specifically to identify that the current
23 process is far too complex and formulistic.

24 CHAIRPERSON FECKNER: Very good. Thank you. I
25 saw Mr. Hoffner taking notes furiously, so I'm sure we're

1 ready for that.

2 Ms. Tucker, anything -- I mean, Ms. Tucker,
3 anything you'd like to add at this point?

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

6 CHAIRPERSON FECKNER: All right. Seeing no other
7 questions or questions.

8 This is an action item. Do we have a motion from
9 the Committee.

10 COMMITTEE MEMBER TAYLOR: Move approval.

11 COMMITTEE MEMBER MIDDLETON: Second.

12 CHAIRPERSON FECKNER: It's been moved by Ms.
13 Taylor.

14 COMMITTEE MEMBER MIDDLETON: (Hand raised.)

15 CHAIRPERSON FECKNER: Second by Ms. Middleton.

16 Any further discussion on the motion?

17 Seeing nothing in the chat.

18 Ms. Hopper, please.

19 COMMITTEE SECRETARY HOPPER: Margaret Brown?

20 COMMITTEE MEMBER BROWN: Aye.

21 COMMITTEE SECRETARY HOPPER: Lisa Middleton?

22 COMMITTEE MEMBER MIDDLETON: Aye.

23 COMMITTEE SECRETARY HOPPER: Stacie Olivares?

24 COMMITTEE MEMBER OLIVARES: Aye.

25 COMMITTEE SECRETARY HOPPER: Eraina Ortega?

1 VICE CHAIRPERSON ORTEGA: Aye.

2 COMMITTEE SECRETARY HOPPER: Theresa Taylor?

3 COMMITTEE MEMBER TAYLOR: Aye.

4 COMMITTEE SECRETARY HOPPER: Shawnda Westly?

5 CHAIRPERSON FECKNER: Excused.

6 COMMITTEE SECRETARY HOPPER: Mr. Chair, I have a
7 motion being made by Theresa Taylor, seconded by Lisa
8 Middleton for Item 8A on the semiannual status report on
9 the incentive plan of the CEO.

10 CHAIRPERSON FECKNER: Thank you. Thank you,
11 Committee members. Thank you, Ms. Tucker, Mr. Hoffner,
12 and Ms. Frost.

13 Moving on to item 9, Information Agenda Items,
14 Summary of Committee Direction. Mr. Hoffner.

15 CHIEF OPERATING OFFICER HOFFNER: Thank you, Mr.
16 Chair. So two items. Just Ms. Brown referenced the
17 delegated authority. So we'll go back and pull
18 information from the Governance Committee for that item.
19 And then Ms. Middleton referenced the request of Global
20 Governance Advisors to look at the CEO's compensation,
21 with particular emphasis on salary versus the -- or
22 de-emphasizing the incentive portion. Come back with some
23 ideas and thoughts around that. So we'll work towards
24 that with them and that concludes summary of Committee
25 direction.

1 CHAIRPERSON FECKNER: Excellent. Thank you. I
2 think you captured it well.

3 Item 9B, public comment. Mr. Fox, do we have
4 anybody from the public that wishes to comment to this
5 Committee?

6 STAKEHOLDER RELATIONS CHIEF FOX: No, Mr. Chair.
7 There are no callers at this time.

8 CHAIRPERSON FECKNER: Very good. Thank you very
9 much. With that, then this Committee is prepared to
10 adjourn.

11 Mr. Miller, what time would you like to start
12 Risk and Audit?

13 COMMITTEE MEMBER TAYLOR: You're on mute.

14 CHAIRPERSON FECKNER: You'e still muted, David.
15 There you go.

16 BOARD MEMBER MILLER: Let's do 11:20. That gives
17 people 10 minutes to get reorganized and refreshed, and
18 we'll start at 11:20.

19 CHAIRPERSON FECKNER: Very good, 11:20.

20 The Performance Compensation Committee is now
21 adjourned. Thank you, everyone. See you next month.

22 (Thereupon the California Public Employees'
23 Retirement System, Board of Administration,
24 Performance, Compensation, & Talent Management
25 Committee meeting adjourned at 11:08 a.m.)

