



MINUTES

**Meeting of the Board Governance Committee
of the Board of Trustees of the
State Universities Retirement System
3:45 p.m., Thursday, December 11, 2014
The Northern Trust
50 South LaSalle Street, Global Conference Center
Chicago, Illinois 60603**

The following Trustees were present: Ms. Lindsay Anderson, Chair; Dr. John Engstrom, Mr. Richard Figueroa, Mr. Paul R. T. Johnson Jr., Mr. Andrew Matthews, Mr. Craig McCrohon, Mr. Peter Newell, Mr. Antonio Vasquez and Mr. Mitchell Vogel.

Others present: Mr. William Mabe, Executive Director; Mr. Michael Weinstein, General Counsel; Mr. Daniel Allen, Chief Investment Officer; Mr. Douglas Wesley, Deputy Chief Investment Officer; Ms. Phyllis Walker, Chief Financial Officer; Mr. Steve Hayward, Director of Internal Audit; Ms. Brenda Dunn, Director of Human Resources; Mr. Albert Lee, Associate General Counsel; Mr. Jeffrey Houch, Legislative Liaison; Ms. Lori Kern, Executive Assistant; Ms. Mary Pat Burns of Burke, Burns & Pinelli; Ms. Kristin Finney-Cooke of NEPC.

Board Governance Committee roll call attendance was taken. Trustee Anderson, present; Trustee Engstrom, present; Trustee McCrohon, present; Trustee Vasquez, present; Trustee Vogel, present.

APPROVAL OF MINUTES

Trustee Lindsay Anderson presented the Minutes from the Board Governance Committee meeting of September 19, 2014 and made the following motion:

- That the Minutes from the September 19, 2014 Board Governance Committee meeting be approved, as presented.

Trustee Craig McCrohon seconded and the motion carried with all Trustees present voting in favor.

CHAIRPERSON'S REPORT

In the interest of time, Trustee Anderson deferred the Chairperson's Report.

BOARD ADMINISTRATION/TRANSITION

Trustee Lindsay Anderson discussed potential changes at the Board of Trustees level and staff level. Trustee Anderson stated there are questions in regard to status of Trustee Newell and herself on the Board of Trustees and the length of terms for their appointments. Trustee Anderson reported that neither she nor Trustee Newell's appointments have been confirmed by the Senate; however, she will continue to do business as though will be retained for four more years. Trustee Anderson further stated that should a transition occur, she will make herself available to the new chairperson to ensure that the great work of the Board continues without interruption. As soon as more information is available to her, she will communicate it to the Board.

Mr. Mabe remarked that due to the day-to-day operations of the organization, it is necessary to be prepared for all of the potential administrative scenarios that may arise. He assured the Trustees that a thorough process has begun to review the check signing, contracts and claims panel procedures. Through all of this the goal is to maintain continuity as much as possible going forward.

TRUSTEE ELECTION UPDATE

Mr. Steve Hayward provided the Committee with a brief election update for the upcoming Board of Trustees Election. Mr. Hayward reported that the election was announced via a press release on September 23, 2015. Mr. Hayward stated there are two participating members and one annuitant position that will be elected at the May 1, 2015 election. Mr. Hayward remarked that the candidate applications are due by December 31, 2014. To date, no candidate applications have been received. The signature gathering phase for the petition forms is now in progress and signed petition forms with the required number of valid signatures must be filed at SURS by January 31, 2015. Mr. Hayward reviewed the upcoming election timeline stating the trustee election petitions will be validated in February 2015 and the election materials will be sent to eligible voters in late March 2015. The Board of Trustee voting period runs from April 1, 2015-May 1, 2015, with the election results available May 2, 2015.

A copy of the staff memorandum entitled "2015 Board of Trustees Election Update," and supporting documents are incorporated as a part of these Minutes as [Exhibit 1](#).

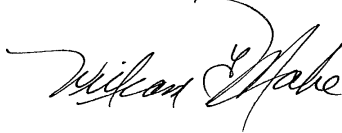
Trustee Vogel inquired as to the procedure for making a change to the Bylaws and noted the current Bylaws state the Chairperson selects all committee chairs. He stated that he thought that was appropriate when the Chairperson was elected by the body; however, now that the Chairperson is appointed, he feels that the topic should be revisited and Trustee McCrohon agreed. Trustee Johnson commented that he would like for the Committee to consider amending the Trustee Travel Policy. Discussion followed. It was the consensus of the group that both items be placed on the agenda and discussed at the next regularly scheduled meeting.

PUBLIC COMMENT

There were no public comments presented to the Board Governance Committee.

Since there was no further business before the Committee, Trustee Richard Figueroa moved that the meeting be adjourned. The motion was seconded by Trustee Antonio Vasquez and carried with all Trustees present voting in favor.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "William E. Mabe". The signature is written in a cursive style with a large, stylized initial "W".

Mr. William E. Mabe
Secretary, Board of Trustees

WEM:lk