



MINUTES

**Meeting of the Corporate Governance Committee
of the Board of Trustees of the
State Universities Retirement System
3:00 p.m., Thursday, February 5, 2015
The Northern Trust
50 South LaSalle Street, Global Conference Center
Chicago, Illinois 60603**

The following Trustees were present: Mr. Mitchell Vogel, Chair; Ms. Lindsay Anderson, Mr. Dennis Cullen (by conference call) Dr. John Engstrom, Mr. Richard Figueroa, Mr. Paul R. T. Johnson Jr., Mr. Andrew Matthews, Mr. Craig McCrohon; Ms. Dorinda Miller and Mr. Antonio Vasquez.

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. Kimberly Pollitt and Mr. Joseph Duncan, Senior Investment Officers; Mr. Alex Ramos and Mr. Shane Willoughby, Investment Officers; Mr. Steve Hayward, Director of Internal Audit; Ms. Brenda Dunn, Director of Human Resources; Ms. Kristen Houch, Legislative Liaison; Ms. Marilyn Branson, Investment Governance and Compliance Officer; Ms. Lori Kern, Executive Assistant; Ms. Mary Pat Burns of Burke, Burns & Pinelli; Mr. Douglas Moseley, Ms. Kristin Finney-Cooke and Mr. Kevin Leonard of NEPC; Ms. Patti Somerville-Koulouris of the Northern Trust Company; Mr. Mark Levine of the Illinois State Board of Investment; Ms. Maureen O'Brien of The Marco Consulting Group.

Corporate Governance Committee roll call attendance was taken. Trustee Berger, absent; Trustee Johnson, present; Trustee Vogel, present.

Per the motion approved at the earlier Administration Committee meeting, Trustee Dennis Cullen joined the Corporate Governance Committee meeting by conference call.

APPROVAL OF MINUTES

Trustee Mitchell Vogel presented the Minutes from the Corporate Governance Committee meeting of December 11, 2014.

Trustee Paul R.T. Johnson, Jr. made the following motion:

- That the Minutes from the December 11, 2014 Corporate Governance Committee meeting be approved, as presented.

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

CHAIRPERSON'S REPORT

In the interest of time, the chairperson's report was deferred; however, Trustee Vogel noted that he recently attended the Marco Consulting Group's Client Conference which was very informative.

RECAP OF THE 2014 PROXY VOTING SEASON

Ms. Marilyn Branson introduced Ms. Maureen O'Brien, Director of Corporate Governance of Marco Consulting Group. Ms. O'Brien provided an overview of the highlights of the 2014 proxy voting season and the year's significant corporate governance developments.

Copies of the staff memorandum entitled "Marco Consulting Group 2014 Proxy Report" and the "SURS Executive Summary 2014 Proxy Report" are incorporated as a part of these Minutes as [Exhibit 1](#) and [Exhibit 2](#).

Trustee Vogel indicated that he has spoken with Marco Consulting Group about developing a calendar that will allow SURS to address shareholder issues in a more efficient manner. Trustee Vogel advised that a meeting is being arranged with Marco Consulting Group prior to the March meeting to discuss options in this regard and he requested that trustees who would like to participate let him know so that he can inform them of the date and time.

ANNUAL APPROVAL OF PROXY POLICY STATEMENT

Ms. Branson reviewed the proposed amendment to the Proxy Policy Statement which suggests a modification to the section regarding reincorporating to also refer to inversions and to state more specifically the the factors that will be weighed. Discussion of the modification followed. Trustee Johnson suggested amending the modification to ensure that the statement accurately reflects the financial interests of SURS by inserting a period after the word "relationships" and ending the paragraph with a sentence that reads "We may also consider any adverse impact on the company's employees and erosion of the local/state/Federal tax base."

Trustee Vogel signified his acceptance of the modification and Trustee Johnson made the following motion:

- That the Proxy Policy Statement be approved, as amended.

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

Copies of the staff memorandum entitled “Review of SURS Proxy Policy Statement” and the red-lined version of the SURS Proxy Policy Statement are incorporated as a part of these Minutes as [Exhibit 3](#) and [Exhibit 4](#).

INFORMATIONAL ITEMS NOT REQUIRING COMMITTEE ACTION

The following items were provided for reference and are incorporated as a part of these Minutes:

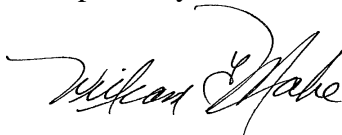
1. [Exhibit 5](#) - Council of Institutional Investors Corporate Governance Policies, dated October 1, 2014.
2. [Exhibit 6](#) - The Marco Consulting Group Tentative 2015 Outline.
3. [Exhibit 7](#) - Council of Institutional Investors Recordings.
4. [Exhibit 8](#) - Fiscal Year 2015 Work Plan.

PUBLIC COMMENT

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

Since there was no further business before the Committee, Trustee Johnson 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 initial "W".

Mr. William E. Mabe
Secretary, Board of Trustees

WEM:lk