

**ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM
2223 E. WELLINGTON AVENUE, SUITE 100
SANTA ANA, CALIFORNIA 92701**

**GOVERNANCE COMMITTEE MEETING
May 21, 2019
9:00 a.m.**

MINUTES

The Chair called the meeting to order at 9:13 a.m. Attendance was as follows:

Present: Shawn Dewane, Chair; Roger Hilton, Vice Chair; David Ball; Chris Prevatt

Staff: Steve Delaney, Chief Executive Officer; Gina Ratto, General Counsel; Suzanne Jenike, Assistant CEO, External Operations; Sonal Sharma, Recording Secretary; Anthony Beltran, Audio Visual Technician

CONSENT AGENDA

C-1 APPROVE GOVERNANCE COMMITTEE MEETING MINUTES

Governance Committee Meeting Minutes

March 1, 2019

A **motion** was made by Mr. Ball, **seconded** by Mr. Prevatt to approve the Minutes. The motion passed **unanimously**.

ACTION ITEMS

A-1 INDIVIDUAL ACTION ON ANY ITEM TRAILED FROM THE CONSENT AGENDA

A-2 MASTER FINAL AVERAGE SALARY PROJECT UPDATE AND MASTER PAY ITEM LIST
Presented by Suzanne Jenike, Assistant Chief Executive Officer, External Operations

Recommendation: Approve, and recommend that the Board approve the Master Final Average list of pay items, including pensionable attribute determinations for Legacy and PEPRA members.

Suzanne Jenike, Assistant CEO of External Operations, presented a comprehensive master list applicable to all OCERS employers and members by bargaining group. Member Services and legal staff determined the correct pension attributes for each pay item based on Legacy and PEPRA member status. Staff updated the master list after discovering some inconsistencies with the pay items.

The Committee Members had questions and comments regarding this item and suggested a few changes for the purposes of clarity.

Following discussion, a **motion** was made by Mr. Hilton, **seconded** by Mr. Ball to approve, and recommend that the Board approve, the Master Final Average list of pay items, including pensionable attribute determinations for Legacy and PEPRA members.

The motion passed unanimously.

A-3 TRIENNIAL REVIEW OF THE COMMITTEE CHAIR CHARTER

Presented by Steve Delaney, Chief Executive Officer

Recommendation: Approve, and recommend that the Board approve, revisions to the Committee Chair Charter as presented.

A **motion** was made by Mr. Prevatt, **seconded** by Mr. Hilton to approve, and recommend that the Board approve, revisions to the Committee Chair Charter as presented.

The motion passed unanimously.

A-4 TRIENNIAL REVIEW OF THE INDEMNITY AND DEFENSE POLICY

Presented by Gina M. Ratto, General Counsel

Recommendation: Approve, and recommend that the Board approve, revisions to the Indemnity and Defense Policy as presented.

A **motion** was made by Mr. Ball, **seconded** by Mr. Prevatt to approve, and recommend that the Board approve, revisions to the Indemnity and Defense Policy as presented.

The motion passed unanimously.

COMMITTEE MEMBER COMMENTS

None.

CHIEF EXECUTIVE OFFICER/STAFF COMMENTS

None.

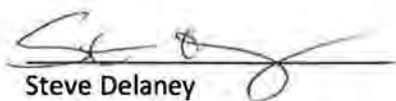
COUNSEL COMMENTS

None.

ADJOURNMENT

The meeting adjourned at 9:41a.m.

Submitted by:



Steve Delaney
Secretary to the Board

Approved by:



Shawn Dewane, Chair