



Board Governance Committee

Item Number 2 – Open Session

Subject: Approval of Minutes of the January 28, 2021, Board Governance Committee Meeting – Open Session

Presenter(s): Chairperson

Item Type: Consent Action

Date & Time: June 11, 2021 – 0 minutes

Attachment(s): None

PowerPoint(s): None

PROPOSED MINUTES

Teachers' Retirement Board – Board Governance Committee Meeting

January 28, 2021

OPEN SESSION

LOCATION: Web Conference

COMMITTEE MEMBERS PRESENT

Sharon Hendricks, Chairperson

Betty Yee, State Controller, Vice Chairperson

Karen Yamamoto

William Prezant

Denise Bradford

Gayle Miller, representing the Director of Finance, Keely Bosler

Matthew Saha, representing the State Treasurer, Fiona Ma

Keith Yamanaka, representing the State Superintendent of Public Instruction, Tony Thurmond

OTHER BOARD MEMBERS PRESENT

Harry Keiley

Jennifer Urdan

Jennifer Whitaker, representing the Director of Finance, Keely Bosler

Joy Higa

Lynn Paquin, representing the State Controller, Betty Yee

STAFF PRESENT

Jack Ehnes, Chief Executive Officer
Christopher Ailman, Chief Investment Officer
Brian J. Bartow, General Counsel
Lisa Blatnick, Chief of Administrative Services
Melissa Norcia, Director, Human Resources
Teresa Schilling, Public Affairs Executive Officer
Ashish Jain, Chief Technology Officer
Cassandra Lichnock, Chief Operating Officer
Bill Perez, Chief Benefits Officer
Julie Underwood, Chief Financial Officer
Scott Chan, Deputy Chief Investment Officer
Jill Lukins, Assistant General Counsel
Kati Franck, Senior Counsel

OTHER PRESENT

Amy McDuffee, Mosaic Governance Advisors, LLC (Consultant to the Board Governance Committee)
Celia Huber, McKinsey & Company
Nora Aufreiter, a corporate director at Scotia Bank, Kroger Company, and Cadillac Fairview
Peter Bisson, a corporate director at ADP and Gartner

A quorum being present, Chairperson Hendricks called the Open Session meeting of the Board Governance Committee to order at 8:30 a.m.

I. APPROVAL OF COMMITTEE AGENDA (Item 1)

MOTION duly made by Ms. Miller, seconded by Ms. Bradford, and carried to approve the Committee Agenda.

Members Voting	Aye	Nay	Abstain
Ms. Yamamoto	X		
Ms. Bradford	X		
Controller Yee	X		
Mr. Yamanaka, for the Superintendent of Public Instruction	X		
Mr. Saha, for the State Treasurer	X		
Ms. Miller, for the Director of Finance	X		
Chairperson Hendricks	X		

II. APPROVAL OF MINUTES FOR THE NOVEMBER 6, 2020, BOARD GOVERNANCE COMMITTEE MEETING (Item 2)

MOTION duly made by Ms. Yamamoto, seconded by Ms. Miller, and carried to approve the minutes for the November 6, 2020 Board Governance Committee Meeting – Open Session.

Members Voting	Aye	Nay	Abstain
Ms. Yamamoto	X		
Ms. Bradford	X		
Controller Yee	X		
Mr. Yamanaka, for the Superintendent of Public Instruction	X		
Mr. Saha, for the State Treasurer	X		
Ms. Miller, for the Director of Finance	X		
Chairperson Hendricks	X		

III. BOARD EDUCATION SESSION: PRACTICES OF EFFECTIVE BOARDS IN THE TIME OF COVID-19 (Item 3)

The committee received a presentation from Celia Huber from McKinsey & Company discussing how other boards are navigating their board business during the pandemic. The presentation included receiving information and input from panelists Nora Aufreiter, a corporate director at Scotia Bank, Kroger Company, and Cadillac Fairview, and Peter Bisson, a corporate director at ADP and Gartner. The committee participated in an informative dialog with Ms. Huber and the panelists.

IV. COMMITTEE STRUCTURE DISCUSSION (Item 4)

The committee received a brief overview from Ms. McDuffee who explained this item is a follow up on immediate and midterm priorities which were discussed at the board’s October 2020 offsite meeting, including (1) the Compensation Committee collaborative model discussions and (2) how the board organizes its work around sustainability and ESG topics. Ms. McDuffee directed the board to specific recommendations and options available to the committee. The committee engaged in a discussion regarding the Compensations Committee’s remaining scheduled work plan for the 20/21 fiscal year and the process of appointing a new consultant.

MOTION duly made by Ms. Yamamoto, seconded by Ms. Bradford, and carried to recommend to (a) subsume the Compensation Committee into the full board for the remaining 20/21 fiscal year, and (b) recommend the board chair and vice-chair appoint at least two members to serve on the ad hoc group to select the primary compensation strategist and authorize the ad hoc group to make the final selection.

Members Voting	Aye	Nay	Abstain
Ms. Yamamoto	X		
Mr. Prezant	X		

Ms. Bradford	X		
Controller Yee	X		
Mr. Yamanaka, for the Superintendent of Public Instruction	X		
Mr. Saha, for the State Treasurer	X		
Ms. Miller, for the Director of Finance	X		
Chairperson Hendricks	X		

V. REVIEW INFORMATION REQUESTS (Item 5)

There were no information requests.

VI. DRAFT AGENDA FOR NEXT COMMITTEE MEETING (Item 6)

There were no changes to the draft agenda.

VII. OPPORTUNITY FOR ADDITIONAL STATEMENTS FROM THE PUBLIC

There were no statements from the public.

VIII. ADJOURNMENT

There being no further business to conduct, Chairperson Hendricks adjourned the Board Governance Committee meeting at 9:50 a.m.

Jack Ehnes, Chief Executive Officer
And Secretary to the Teachers' Retirement Board

Sharon Hendricks, Chairperson

Prepared by: Kati Franck, Senior Counsel