

Governance Committee Meeting
February 14, 2022

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

**GOVERNANCE COMMITTEE MEETING
February 14, 2022
10:00 a.m.**

MINUTES

The Chair called the meeting to order at 10:01 a.m.

Ms. Torres administered the roll call.

Present via Zoom Video conference pursuant to Government Code § 54953, as amended by AB 361:

Arthur Hidalgo, Chair; Richard Oates, Vice Chair; Shari Freidenrich; Adele Tagaloa

Also present via Zoom:

Steve Delaney, Chief Executive Officer; Gina Ratto, General Counsel; Brenda Shott, Assistant CEO, Internal Operations; Molly Murphy, CFO; Manuel Serpa, Staff Attorney; Anthony Beltran, Audio Visual Technician; Cammy Torres, Recording Secretary

CONSENT AGENDA

C-1 APPROVE GOVERNANCE COMMITTEE MEETING MINUTES

Governance Committee Meeting Minutes

October 28, 2021

MOTION by Mr. Oates, **seconded** by Ms. Freidenrich, to approve the Minutes.

The motion passed **unanimously**.

ACTION ITEMS

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

No items were trailed from the Consent Agenda.

A-2 TRIENNIAL REVIEW OF:

- (1) THE BOARD OF RETIREMENT CHARTER;**
- (2) THE BOARD CHAIR CHARTER;**
- (3) THE BOARD VICE CHAIR CHARTER; AND**
- (4) THE COMMITTEE CHAIR CHARTER**

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Presentation by Gina M. Ratto, General Counsel

Recommendation: Approve and recommend the Board adopt the proposed revisions to the four Charters as presented.

Ms. Ratto presented the staff's proposed revisions to the four Charters.

The Committee discussed and proposed several additional revisions to the Board of Retirement Charter. Chair Hidalgo directed staff to bring the Board of Retirement Charter back to the Committee with the revisions requested by the Committee members.

The Committee recessed for break at 11:29 a.m.
The Committee reconvened from break at 11:40 a.m.

Ms. Torres administered the roll call.

The Committee then discussed the Board Chair Charter, the Board Vice Chair Charter and the Committee Chair Charter.

MOTION by Mr. Oates, **seconded** by Ms. Freidenrich, to approve and recommend the Board adopt the proposed revisions to the Board Chair Charter, the Board Vice Chair Charter, and the Committee Chair Charter with additional minor changes as discussed.

The motion passed **unanimously**.

A-3 TRIENNIAL REVIEW OF OCERS RULES OF PARLIAMENTARY PROCEDURE

Presentation by Gina M. Ratto, General Counsel

Recommendation: Approve and recommend the Board adopt the proposed revisions to the OCERS Rules of Parliamentary Procedure as presented.

Ms. Ratto presented the OCERS Rule of Parliamentary Procedure.

After discussion, **MOTION** by Ms. Tagaloa, **seconded** by Mr. Oates to approve and recommend the Board adopt the proposed revisions to the OCERS Rules of Parliamentary Procedure as presented.

The motion passed **unanimously**.

A-4 TRIENNIAL REVIEW OF THE INDEMNITY AND DEFENSE POLICY

Presentation by Manuel Serpa, Staff Attorney

Recommendation: Approve and recommend the Board adopt the proposed revisions to the Indemnity and Defense Policy as presented.

Mr. Serpa presented the Indemnity and Defense Policy.

MOTION by Ms. Tagaloa, **seconded** by Mr. Oates to approve and recommend the Board adopt the proposed revisions to the Indemnity and Defense Policy as presented.

The motion passed **unanimously**.

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INFORMATION ITEMS

I-1 REVIEW OF THE GOVERNANCE COMMITTEE CHARTER AND 2022 WORKPLAN AND MEETING SCHEDULE

Presentation by Gina M. Ratto, General Counsel

Ms. Ratto presented the Governance Committee Charter and discussed the 2022 workplan and future meeting schedule with the Committee.

COMMITTEE MEMBER COMMENTS

N/A

CHIEF EXECUTIVE OFFICER/STAFF COMMENTS

N/A

COUNSEL COMMENTS

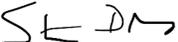
N/A

ADJOURNMENT

The meeting adjourned at 12:08 p.m.

Submitted by:

Approved by:

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Steve Delaney
Secretary to the Board

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Arthur Hidalgo, Chair