

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

**GOVERNANCE COMMITTEE MEETING**

**May 3, 2022**

**1:00 p.m.**

**MINUTES**

The Chair called the meeting to order at 1:03 p.m.

Ms. Nih 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; Adele Tagaloa

Also present via Zoom:

Steve Delaney, Chief Executive Officer; Gina Ratto, General Counsel; Brenda Shott, Assistant CEO, Internal Operations; Suzanne Jenike, Assistant CEO, External Operations; Manuel Serpa, Staff Attorney; Cynthia Hockless, Director of Human Resources; Jim Doezie, Contracts Administrator; Anthony Beltran, Audio Visual Technician; Bill Singleton, Paralegal; Carolyn Nih, Recording Secretary

Absent: Shari Freidenrich

**CONSENT AGENDA**

**C-1 APPROVE GOVERNANCE COMMITTEE MEETING MINUTES**

Governance Committee Meeting Minutes

February 14, 2022

**MOTION** by Ms. Tagaloa, **seconded** by Mr. Oates, 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 THE BOARD OF RETIREMENT CHARTER (SECOND READING) AND POTENTIAL RELATED REVISION TO THE PROCUREMENT AND CONTRACTING POLICY**

*Presentation by Gina M. Ratto, General Counsel and Brenda Shott, Asst. CEO Internal Operations and Finance*

**Recommendation:** Approve on a second reading and recommend the Board adopt the proposed revisions to the Board of Retirement Charter as presented.

Ms. Ratto reviewed changes as suggested from the February 2022 Governance Meeting.

**MOTION** by Mr. Oates, **seconded** by Ms. Tagaloa, to approve staff recommendation with the addition of expanding language on item 15-E and sent for final approval by the full Board.

The motion passed **unanimously**.

**A-3 PROPOSED REVISIONS OF THE PROTOCOL FOR HANDLING WORKPLACE COMPLAINTS AGAINST BOARD MEMBERS AND EXECUTIVES**

*Presentation by Gina M. Ratto, General Counsel*

**Recommendation:** Approve and recommend that the Board of Retirement (Board) approve, proposed revisions to the Protocol for Handling Workplace Complaints Against Board Members and Executives.

Ms. Ratto reviewed changes as suggested from the February 2022 Governance Meeting.

**MOTION** by Ms. Tagaloa, **seconded** by Mr. Oates, to approve the staff recommendations.

The motion passed **unanimously** via acclamation vote (approved by General Counsel).

**A-4 TRIENNIAL REVIEW OF THE MEMBER SERVICES CUSTOMER SERVICE POLICY**

*Presentation by Suzanne Jenike, Asst. CEO, External Operations*

**Recommendation:** Approve and recommend the Board adopt the proposed revisions to the Member Services Customer Service Policy as presented.

Item was pulled by Ms. Jenike to be brought forward at the next meeting.

**A-5 TRIENNIAL REVIEW OF THE RETIREMENT ENHANCEMENT REVIEW POLICY**

*Presentation by Suzanne Jenike, Asst. CEO, External Operations*

**Recommendation:** Approve and recommend the Board adopt the proposed revisions to the Retirement Enhancement Review Policy as presented.

Ms. Jenike reviewed changes to basic document formatting and title to note “Spiking.”

**MOTION** by Mr. Oates, **seconded** by Ms. Tagaloa, to approve the staff recommendations.

The motion passed **unanimously**.

**A-6 TRIENNIAL REVIEW OF THE PAY ITEM REVIEW POLICY**

*Presentation by Suzanne Jenike, Asst. CEO, External Operations*

**Recommendation:** Approve and recommend the Board adopt the proposed revisions to the Pay Item Review Policy as presented.

Ms. Jenike reviewed changes to basic document formatting and document structure.

**MOTION** by Mr. Oates, **seconded** by Ms. Tagaloa, to approve the staff recommendations.

The motion passed unanimously.

**A-7 TRIENNIAL REVIEW OF THE WHISTLEBLOWER POLICY**

*Presentation by Cynthia Hockless, Director of Human Resources*

**Recommendation:** Approve and recommend the Board of Retirement (Board) approve, proposed revisions to the Whistleblower policy.

Ms. Hockless presented, and Mr. Serpa shared changes from previous and updated policy.

**MOTION** by Ms. Tagaloa, seconded by Mr. Oates, to approve the staff recommendations.

The motion passed unanimously.

**A-8 FUTURE COMMITTEE MEETINGS**

**Recommendation:** Approve dates for the meetings of the Governance Committee for the remainder of the year.

**MOTION** by Mr. Oates, seconded by Ms. Tagaloa, to approve Wednesday, August 3, 2022, at 9:30 a.m. and Wednesday, October 19, 2022, at 9:30 a.m. for future Governance Committee meeting dates.

The motion passed unanimously.

**INFORMATION ITEMS**

**I-1 COUNTY OF ORANGE BOARD OF SUPERVISORS BYLAWS TEMPLATE**

*Presentation by Steve Delaney, CEO*

**COMMITTEE MEMBER COMMENTS**

None

**CHIEF EXECUTIVE OFFICER/STAFF COMMENTS**

None

**COUNSEL COMMENTS**

None

**ADJOURNMENT at 2:12 p.m.**

**Submitted by:**

**Approved by:**

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Steve Delaney  
Secretary to the Board

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Arthur Hidalgo, Chair