

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

**GOVERNANCE COMMITTEE MEETING  
Thursday, November 20, 2025  
9:30 A.M.**

**MINUTES**

The Chair called the meeting to order at 9:30 a.m.

Recording Secretary administered the Roll Call attendance.

Attendance was as follows:

Present: Arthur Hidalgo, Chair; Roger Hilton, Vice-Chair; Shari Freidenrich, Board Member; and Richard Oates, Board Member.

Also present: Manuel Serpa, General Counsel; David Kim, Assistant CEO, External Operations; Brenda Shott, Assistant CEO, Internal Operations; Darren Dang, Chief Technology Officer; Mark Adviento, Director of Member Services; Maytak Chin, Fiduciary Counsel; Anthony Beltran, Audio Visual Technician; and Rebeca Gonzalez-Verdugo, Recording Secretary.

**CONSENT AGENDA**

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

Governance Committee Meeting Minutes

August 21, 2025

**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-3 TRIENNIAL REVIEW OF THE PENSIONABLE COMPENSATION POLICY**

*Presentation by David Kim, Assistant CEO, External Operations, and Manuel Serpa, General Counsel*

**Recommendation:** Approve and recommend that the Board adopt the revisions to the Pensionable Compensation Policy.

**MOTION** by Mr. Oates, **seconded** by Mr. Hilton, to adopt staff's recommendations.

The motion passed **unanimously**.

**A-4 TRIENNIAL REVIEW OF THE COMPENSATION EARNABLE POLICY**

*Presentation by David Kim, Assistant CEO, External Operations, and Manuel Serpa, General Counsel*

**Recommendation:** Approve and recommend that the Board adopt the revisions to the Compensation Earnable Policy.

**MOTION** by Mr. Hilton, **seconded** by Ms. Freidenrich, to adopt staff's recommendations.

The motion passed **unanimously**.

**A-5 TRIENNIAL REVIEW OF THE WITHDRAWING EMPLOYER CONTINUING OBLIGATION POLICY**

*Presentation by David Kim, Assistant CEO, External Operations, and Manuel Serpa, General Counsel*

**Recommendation:** Approve and recommend that the Board adopt the revisions to the Withdrawing Employer Continuing Obligation Policy.

**MOTION** by Mr. Hilton, **seconded** by Mr. Oates, to adopt staff's recommendations.

The motion passed **unanimously**.

**A-6 TRIENNIAL REVIEW OF THE WITHDRAWING EMPLOYER FULLY SATISFIED OBLIGATION POLICY**

*Presentation by David Kim, Assistant CEO, External Operations, and Manuel Serpa, General Counsel*

**Recommendation:** Approve and recommend that the Board adopt the Withdrawing Employer (Fully Satisfied Obligation) Policy without revision.

**MOTION** by Mr. Oates, **seconded** by Ms. Freidenrich, to adopt staff's recommendations.

The motion passed **unanimously**.

**A-7 TRIENNIAL REVIEW OF THE DECLINING EMPLOYER PAYROLL POLICY**

*Presentation by David Kim, Assistant CEO, External Operations, and Manuel Serpa, General Counsel*

**Recommendation:** Approve and recommend that the Board adopt the Declining Employer Payroll Policy without revision.

**MOTION** by Mr. Hilton, **seconded** by Mr. Oates, to adopt staff's recommendations.

The motion passed **unanimously**.

**A-8 OFF-CYCLE REVIEW OF MILITARY SERVICE CREDIT PURCHASES OAP**

*Presentation by Manuel Serpa, General Counsel, and Joon Kim, Staff Attorney*

**Recommendation:** Approve and recommend that the Board adopt revisions to the OCERS Administrative Procedure (OAP) Military Service Credit Purchases.

**MOTION** by Mr. Hilton, **seconded** by Mr. Oates, to adopt staff's recommendations.

The motion passed **unanimously**.

**A-2 TRIENNIAL REVIEW OF THE PROTOCOL FOR HANDLING WORKPLACE COMPLAINTS AGAINST BOARD MEMBERS**

*Presentation by Manuel Serpa, General Counsel*

**Recommendation:** Approve and recommend that the Board adopt revisions to the Protocol for Handling Workplace Complaints Against Board Members.

After discussion, the Committee directed staff to return the Policy to them for further development before consideration at the next Governance Committee meeting. Chair Hidalgo directed staff to research how CalPERS, CalSTRS, and CERL systems address complaints for the next meeting.

The Committee instructed staff to incorporate the following revisions:

- Describe parameters of the scope of the investigation and investigators.
- Include reference to protocol for external parties filing a complaint against Board Members.
- Enhance the reference to the procedure of handling complaints.

**WRITTEN REPORTS**

**R-1 2025 YEAR IN REVIEW: DATA PROJECT**

*Written Report*

Chair Hidalgo pulled the written report, *2025 Year in Review: Data Project*. Mr. Kim informed the Committee of the status of the Employer Data Policy and Employer Handbook. Staff are finalizing the Employer Handbook (Handbook), which serves as a technical manual for employers regarding payroll transmittals and exception resolution, to be sent to employers by the end 2025. A draft Data Policy was last presented to the Governance Committee in March 2025, and staff anticipates returning with a revised version in 2026, following final Handbook distribution and continued employer implementation support

**COMMITTEE MEMBER COMMENTS**

The Committee thanked Chair Hidalgo for his work as the chair of the Committee for this year.

**CHIEF EXECUTIVE OFFICER/STAFF COMMENTS**

**COUNSEL COMMENTS**

**ADJOURNMENT**

Chair adjourned meeting at 10:47 a.m.

Orange County Employees Retirement System  
November 20, 2025  
Governance Committee Meeting – Minutes

**Submitted by:**

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*Manuel Serpa*  
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Manuel Serpa  
General Counsel/Staff Liaison

DocuSigned by:  
*Steve Delaney*  
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Steve Delaney  
Chief Executive Officer/Secretary

**Approved by:**

Signed by:  
*Iriss Barriga*  
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Iriss Barriga  
Chair