ORANGE COUNTY OCERS EMPLOYEES RETIREMENT SYSTEM

OCERS Board Charter

Chief Investment Officer Charter

Introduction

The Chief Investment Officer ("CIO") is appointed by and reports to the Chief Executive Officer ("CEO"). The CIO is responsible for leading the management and operation of OCERS' investment program. The CIO will be an active member of OCERS' senior management team and will actively participate in the overall administration of OCERS. The CIO will work with the OCERS' Board of Retirement ("Board") and the Investment Committee ("Committee") on investment-related matters and will carry out all of his/her duties and responsibilities under the direction of the CEO.

Duties and Responsibilities

As part of the executive management team of OCERS, the CIO has obligations to OCERS, its staff, its members, its governance, and the public. The duties of the CIO include but are not limited to the following. The CIO may delegate any of the functions listed below, as necessary and appropriate.

Leadership and Responsibilities

- Formulate and recommend to the Board or its committees an investment philosophy describing the fundamental principles underlying the investment program; the investment policies and strategies required to achieve investment goals; the guidelines for the invested asset classes to manage portfolio risk; the decision-making process to ensure disciplined outcomes and the independent measurement of performance.
- Lead OCERS' investment program and staff to implement Board-approved policies, strategies, guidelines and mandates to achieve investment objectives.
- Oversee the overall administration of investment operations to ensure the smooth implementation of strategic and tactical goals of the investment program.
- Identify and analyze trends that could have significant implications on the investment program and make recommendations to address such issues.
- Maintain a commitment to the OCERS' Code of Ethics and Standards of Professional Conduct Policy.
- Participate and maintain contact with investment professionals to stay abreast of developments and best practices in the industry.
- Coordinate with OCERS' investment consultants and key stakeholders, as needed, to ensure an effective implementation of Board-approved mandates.

Investment Management

- Develop, recommend and implement appropriate investment strategies to meet OCERS' stated goals and objectives.
- Select and terminate investment managers and make investment decisions:
    - Within Committee-approved asset allocation ranges, targets and asset class structures

- In accordance with Committee-approved risk/return profiles for the particular investment mandates, applying market-reasonable fee terms
- In accordance with Committee directions as to scope, parameters and terms for any search or solicitiation (e.g. Request For Proposal, direct negotiations)
- With written concurrence of the investment consultant
- Subject to the following constraints:

1. **Public Markets**:

   Investments/redemptions shall not exceed the upper or lower bound of the applicable approved asset class or sub-asset class target range at time of purchase or sale

2. **Private Equity, Private Credit and Private Real Assets**:

   Investment commitments shall not exceed the upper or lower bound of the Committee-approved Annual Investment Plan, measured on a 3-year rolling basis, based on vintage year (e.g. the year in which the first draw of capital occurs)

3. **Real Estate**:

   a) Purchases/sales of core, open-end funds shall not exceed the upper or lower bound of the approved Core real estate allocation target range at the time of trade

   b) Outstanding commitments to non-core, closed-end, drawdown vehicles shall not exceed 150% of the Non-core real estate allocation target

4. **Secondary Markets**:

   a) Secondary market purchases are permitted, subject to the applicable asset class capital commitment pacing model, approved annually by the Investment Committee, and any constraints listed above.

   b) Secondary market sales of private markets funds are permitted, subject to a limit of 3% of total fund assets under management, based on the market value of the funds at the time of sale.

5. **Co-investments:**

   a) If sponsored by an OCERS' incumbent General Partner, the CIO may approve under the consultant concurrence memo previously presented to the Investment Committee for OCERS' investment into the General Partner's fund, as these investments are initiated with the dual goal of investment concentration into portfolio company exposures that OCERS already owns and fee reduction at the fund level.

b) If sponsored by a General Partner not currently funded by OCERS, the CIO may approve with a co-investment specific concurrence memo from the investment consultant.

6. Deviations and exceptions to the above constraints will be brought before the Investment Committee for appropriate discussion and relevant action.

- Monitor investment managers and take appropriate action in accordance with the Watch List process outlined in the Investment Policy Statement, except under exigent circumstances when the CIO may terminate an investment manager with the approval of the CEO, in consultation with the Committee Chair and/or Vice Chair.
- Approve investment manager guidelines.
- Conduct a triennial asset allocation study, in coordination with the investment consultant, making recommendations to the Committee for approval as necessary.
- Develop and implement processes and procedures necessary for the effective management of the investment portfolios in accordance with Committee approved policies.
- Rebalance the investments of the portfolio as needed to maintain compliance with the Committee approved asset allocation ranges.
- Perform regular review of investment policies, strategies and portfolio guidelines and make recommendations, as needed.
- Oversee and coordinate regular analysis of OCERS' investment portfolios.
- Oversee and monitor investment consultants and custodians to ensure the successful administration of the investment program, providing feedback to the Committee as needed.
- Manage and coordinate, with other divisions within OCERS, the System's cash position and cash flow.
- Coordinate asset/liability studies.
- Perform other investment-related functions, as required.

Monitoring and Reporting

- Provide the Committee and the CEO with all relevant and timely information required to carry out their respective fiduciary responsibilities, identifying known risks as well as any risk mitigants.
- Provide prompt communication to the Committee following the selection, approval or termination of any investment manager, including information regarding the rationale for action, the decision-making process and any solicitation/selection methods.
- Review all investment portfolios on a regular basis to ensure that OCERS and its investment managers are in compliance with OCERS' approved policies, procedures and guidelines, taking action where necessary to adhere to policy.

- Monitor the investment performance and risk levels of the investment program, the component asset classes and the individual portfolios, reporting at least quarterly to the Investment Committee.
- Evaluate the investment and overall performance of staff, consultants, investment managers, custodians and all other third parties.
- Monitor and ensure compliance with all applicable laws and regulations.
- Monitor the investment program operations to ensure efficiency and cost-effectiveness.

Administration

- Develop and recommend to the CEO an annual investment program budget, business and strategic plans and any necessary updates.
- Negotiate fees and contracts involving investment managers and other investment-related service providers.
- Coordinate with legal counsel on investment agreements, contracts and other legal matters.
- Authorize payments for investment services consistent with applicable contracts and internal controls.
- Implement internal control policies related to the OCERS' investment program.
- Coordinate with other members of OCERS' senior management to ensure that appropriate systems are in place to effectively and efficiently administer the investment program.
- Maintain all records related to the investment division and assets in an accessible format.
- Provide support as necessary to the actuarial valuation process.
- Coordinate with the CEO and legal counsel on all claims, demands, disputes or legal proceedings, settlements or legal action involving OCERS' investment portfolios.

Governance

- Assist the Audit Committee in its coordination of the annual financial audit as related to investment matters.
- Provide the Board with investment education and training as necessary to promote sound investment decisions.
- Oversee the preparation of agenda items for the Board and its committees.

Human Resources

- Assess the resources needs of the investment division and support the CEO in establishing Human Resources programs and procedures, consistent with the Human Resources and compensation policy of the Board.
- Hire, manage and terminate investment staff.

- Ensure the development and training of investment staff.
- Perform staff evaluations in accordance with Human Resources policies.

Charter Review

The Investment Committee will review this charter at least once every three (3) years and make any amendments as may be necessary to ensure that the charter remains relevant and appropriate.

Charter History

The charter was adopted by the Board of Retirement on November 18, 2002, and revised on August 20, 2012, and July 20, 2015. The charter was revised by the Investment Committee on May 25, 2016, January 25, 2017, January 24, 2018, April 24, 2018 , July 31, 2019, December 13, 2021, November 16, 2022, November 15, 2023, November 20, 2024, May 28, 2025, and November 19, 2025.

Secretary's Certificate

I, the undersigned, the duly appointed Secretary of the Orange County Employees Retirement System, hereby certify the adoption of this policy.

11/19/2025

Steve Delaney, Chief Executive Officer — Date

I understand and accept the authority delegated by this Charter.

11/19/2025

Molly A. Murphy, CFA, Chief Investment Officer — Date