

**Municipal Police Employees' Retirement System
Minutes of the HR and Governance Committee Meeting
October 19, 2022**

The HR and Governance Committee of the Municipal Police Employees' Retirement System held a Meeting on Wednesday, October 19, 2022.

A. Call to Order

The meeting was called to order by Amy Matthews at 9:00 a.m.

B. Roll Call

Members Present

Ms. Amy Matthews
Mr. Chad King
Mr. Chris Wilrye

Members Absent

None

Others Present

Mr. Benjamin Huxen II, MPERS Executive Director and General Counsel
Ms. Taylor Camp, MPERS, Chief Financial Officer
Ms. Emily Thurston, MPERS, Accountant
Mr. Brad Kelly, Global Governance Advisor
Mr. Peter Landers, Global Governance Advisor
Mr. Kelly Gibson, MPERS Trustee
Lt. Tyrone Warren, MPERS Trustee

C. Public Comment

Ms. Matthews called for public comments. There were no public comments.

D. Approval of the January 19, 2022, HR and Governance Committee Meeting Minutes

Motion by Mr. Wilrye, seconded by Mr. King, to approve the minutes of the meeting held January 19, 2022. Without objection, the motion carried.

E. New Business

1. Discussion and Action Regarding Draft Audit, Finance, & Risk Committee Charter

Ms. Matthews stated that members should have gotten a copy of the charter. She then discussed the importance of this committee and stated that it was something that should be looked at on a monthly or quarterly basis. She added that in general this committee should oversee the finance and accounting records of the system to make sure they are in compliance with everything needed to run their business. She explained that the committee needed to include people that have a little background in accounting or setting budgets. Mr. Brad Kelly elaborated on the background given by Ms. Matthews by saying that it is a typical cornerstone committee that almost all boards will have to better subdivide the work that's been allocated to their board so that a specific committee can do the heavy lifting around the audit function, finance oversight, and risk management. That way there is not as much work required of the full board. Mr. Wilrye asked when the committee members needed to be named. Ms. Matthews stated that once the committee charter was adopted they should get the Board Chairman to appoint members. Mr. Huxen stated that any interested board members should let the chairman know. He clarified that meetings would be held in person and would generally be scheduled around the board meetings.

Motion by Mr. King, seconded by Mr. Wilrye, to accept the new committee charter. Without objection, the motion carried.

2. Discussion and Action Regarding a Proposed Governance Consulting Services Agreement with Global Governance Advisors

Mr. Ben Huxen stated that the staff and Board would attempt to do the strategic plan on their own, but that the GGA contract included the development of a risk management policy. He stated that the risk management policy would include all risks that a retirement system might face. Mr. Gibson asked if the policy covered fraud. Mr. Huxen confirmed that it did. Mr. Huxen added that the other part of the contract was a follow up governance assessment and carry over work, board education and support.

Mr. Kelly provided more information. He stated that the risk management policy would provide a framework by which the new Audit, Finance, & Risk Committee can work. He stated that the goal was a policy-driven board that is more hands-off but really focuses on their oversight responsibility and fiduciary duty to maintain proper risk management. He added that this policy will provide the committee with the lens to operate. Since every organization has risk, this policy will help define how to identify, manage, and treat risk. The governance assessment is just a follow up to look at some of the key points raised in the last assessment to see if progress has been made and to identify any other issues that have occurred. Committee meeting attendance is to make sure that the meetings go smoothly in a logical

manner. Board education sessions are a key element that all Global Governance Advisors clients require in terms of continuing education credits. Mr. Landers added that they can complete this work as quickly or as gradually as the committee likes. He stated that the first two items (developing the risk policy and framework) should be worked on sooner rather than later and added that the assessment was important. He stated that the assessment was a refresh on what needs to be worked on and improved upon. Ms. Matthews reiterated the importance of this policy and points made by the Global Governance Advisors.

Motion by Mr. Wilrye, seconded by Mr. King, to approve the GGA consulting services agreement and contract. Without objection, the motion carried.

F. Other Business

There was no other business to come before the committee.

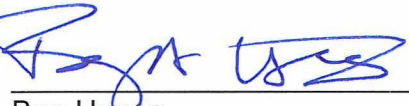
G. Adjourn

A motion was made by Mr. Wilrye, seconded by Mr. King, to adjourn the meeting. Without objection, the motion carried.

To the best of my knowledge, the foregoing minutes accurately represent the actions taken at the meeting held on October 19, 2022.



Amy Matthews
HR and Governance Committee Chairman



Ben Huxen,
Executive Director and General Counsel