

# MINUTES

The Governance Committee of the Municipal Police Employees' Retirement System held a Committee Meeting on Tuesday, January 12, 2021, via audio/video conference due to the public health emergency declared in response to the threat presented by COVID-19.

The meeting was called to order by Mr. Huxen at 9:06 a.m.

## Roll Call

### Members Present

Chief G. Scott Ford, Board Chairman  
Dep. Chief Darrell Basco  
Ms. Amy Mathews, State Treasurer Designee  
Sgt. (Retired) Larry Reech, Board Vice Chairman

### Others Present

Mr. Benjamin Huxen II, MPERS Executive Director and General Counsel  
Ms. Ashlee McNeely, MPERS, Executive Management Officer  
Mr. Brad Kelly, Global Governance Advisors

## **NEW BUSINESS**

### Discussion and Action Regarding Draft of Committee Charter

Mr. Huxen introduced the draft Charter for the Governance Committee, which was drafted by Mr. Kelly with a good deal of input from Mr. Huxen. Mr. Kelly outlined the basic framework of the Charter, the document which formulates what the Committee will have oversight of. It outlines the authorities, composition, frequency of meetings, responsibilities, and descriptions of the Chair of the Committee. He noted that the charter is broad to allow the Committee to choose which topics it wants to focus on. Mr. Ford made a motion to conditionally accept the charter with the understanding that the scope could be expanded over the next several months once the Board approves the expanded scope. It was seconded by Mr. Reech and without objection, the motion carried.

### Election of Committee Officers

Mr. Reech nominated Ms. Mathews as Committee Chair, seconded by Mr. Ford. Without objection, the motion carried.

### Discussion and Action Regarding a Plan for Validating, Prioritizing, and Implementing the Recommendations in the 2020 Governance Effectiveness Assessment Report

Mr. Kelly gave a brief review of the Governance Effectiveness Assessment Report recommendations that GGA presented at the December Board Meeting. He then asked

the committee which goals they wanted to prioritize to accomplish first. The committee discussed streamlining board positions, better defining the role of ex officio board members, whether to add an additional representative on the board, and what other committees would be needed. There was also discussion about streamlining and establishing work plans for additional committees. Ms. Mathews noted that she believes the first priorities should be developing a committee structure with associated charters for committees and annual plans. Policies and orientation plans are also another area the committee should focus on in the short term.

There was also lengthy discussion on the number of trustees on the Board. It was suggested that adding a survivor member would be beneficial, however with a large board, it may be necessary to phase out a current position to do so. There was a great deal of discussion on how to go about making that choice. Mr. Kelly provided guidance and suggestions on how to go about adding another member to the board. Mr. Reech brought up the need for a policy manual. Mr. Kelly noted that creating a separate Policy Committee may be necessary to develop up to date policies for the Board.

Mr. Kelly then stated that he would work closely with Ms. Mathews and Mr. Huxen to formulate a draft work plan to assist the committee in working on the priorities they laid out.

#### Discussion and Action Regarding Frequency of Meetings

The Committee settled on a plan to meet monthly until work is well established, then it will move to holding meetings quarterly. A motion was made by Mr. Ford, seconded by Mr. Basco, that the Committee meet again in February, at a date to be selected later by Mr. Huxen. Without objection, the motion carried.

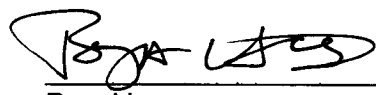
#### Other Business

There was no other business to come before the Board.

The meeting adjourned at 10:00am.

To the best of my knowledge, the foregoing minutes accurately represent the actions taken at the meeting held January 12, 2021.

  
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Amy Mathews, Chair

  
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Ben Huxen,  
Executive Director and General Counsel