



**DISTRICT OF COLUMBIA RETIREMENT BOARD (DCRB)
BOARD MEETING MINUTES
THURSDAY, FEBRUARY 20, 2020**

MEMBERS PRESENT

Joseph W. Clark, Chair
Janice M. Adams
Lyle M. Blanchard
Mary A. Collins *
Gary W. Hankins
Tracy S. Harris
Greggory J. Pemberton
Thomas N. Tippet
Michael J. Warren

*Participated via telephone.

DCRB STAFF PRESENT

Sheila Morgan-Johnson, Executive Director
Erie Sampson, General Counsel
Anthony Shelborne
Patrick Sahn
Daniel Hernandez
Ram Murthy
Kimberly Woods
Leslie King
Akiko Kawashima
Vernon Valentine
Michael Xanthopoulos
Giovanni Marshmon
Bridgette Johnson
Johniece Harris
Wukyanos Gebremeskel
Deborah Reaves, Board Liaison

MEMBERS NOT PRESENT

Joseph M. Bress
Denise D. Daniels
Edward C. Smith
Bruno Fernandes, Ex officio

OTHERS PRESENT

Eugenia Collis, OCFO
Jennifer Choi, ILPA
Ron Lippock, ILPA
Neal Prunier, ILPA

ROLL CALL

Chair Clark called the meeting to order at 12:56 p.m. and Ms. Deborah Reaves called the roll.

APPROVAL OF MINUTES

Chair Clark introduced a motion to approve the January 16, 2020, Board meeting minutes.

Motion #1: To approve the minutes for the January 16, 2020, meeting.

The motion was moved by Trustee Hankins and properly seconded by Trustee Harris. The motion was approved (9-0). (*See Tally #1*)

CHAIR'S REPORT

In addition to his written report, Chair Clark made the following comments:

- Congratulations to Trustee Adams who has been reappointed to the Board and was sworn in earlier today by Steven Walker of the Mayor's office.
- Congratulations to Trustee Pemberton on winning his election as Chairman of the Police Union.
- Mayor Bowser announced her support of legislation for the reappointment of the Council appointees.
- Financial Disclosure and Trustee acknowledgement forms are due to Erie Sampson, General Counsel by April 23, 2020.
- The Waiver of Recourse insurance payment is due to Deborah Reaves by April 23, 2020.
- The April Board meeting is scheduled for April 16, 2020, which is a District Holiday (Emancipation Day). Trustees should check their schedules for an April 23rd meeting.
- The next Board meeting will be March 19, 2020 at 1:00 p.m.

Chair Clark concluded his comments, referred to his written report for other notices, and noted that the Board Officer elections will be held later in the meeting for the positions of Chair, Vice Chair/Secretary and Treasurer/Audit Committee Chair.

He continued with the next agenda item and directed the Trustees' attention to the guest speakers from the Institutional Limited Partners Association (ILPA). He then invited Ms. Kimberly, Woods, DCRB's Director of Risk and Investment Compliance, to the table to introduce the ILPA panel members.

Ms. Woods gave a brief narrative and stated that DCRB is a member of ILPA; she then introduced Ms. Jennifer Choi, who subsequently introduced Neil Prunier, Director of Best Practices and Ron Lippock, Director of Education Practice. Ms. Choi referred to her presentation which was provided to the Trustees and informed them that she would explain what ILPA does and what ILPA is trying to do in the private equity marketplace on behalf of institutions. The presentation included the following topics: ILPA Principles, alignment of interests, transparency, and fund governance. Trustees Warren and Collins posed questions regarding best practices, guidelines, management fees, and management procedures.

Chair Clark thanked the ILPA panel and returned to the agenda. He then introduced a motion to approve the closed executive session meeting minutes for January 16, 2020.

Motion #2: To approve the closed executive session meeting minutes for the January 16, 2020.

The motion was moved by Trustee Adams and properly seconded by Trustee Harris. The motion was approved (9-0). (*See Tally #2*)

EXECUTIVE DIRECTOR'S REPORT

Executive Director Morgan-Johnson highlighted her written report and comments were provided on the following topics:

- Ms. Morgan-Johnson and DCRB staff met on February 6, 2020, with Nancy Ostrowski of the Office of D.C. Pensions (ODCP) and other ODCP staff.

- Ram Murthy, DCRB’s IT Director briefed the Trustees on DCRB’s laptop deployment, standard controls, security encryption, and mobile device policies. Chair Clark stressed the importance of security especially as it relates to using public Wi-Fi.
- As an initiative to improve internal communications, two quarterly newsletters have been authored, one by the Executive office and the other by the IT department and the first issues have been sent to staff.
- As part of the initiative to engage staff members, Ms. Morgan-Johnson introduced the invited staff members, Bridgette Johnson and Giovanni Marshmon of the Benefits Department, both of whom gave brief remarks.

INVESTMENT COMMITTEE REPORT

Committee Chair Warren indicated that the Investment Committee did not meet; therefore, so there is no report.

OPERATIONS COMMITTEE REPORT

On behalf of Committee Chair Smith, Chair Clark stated that there was no Operations Committee meeting this month, so there is no report.

BENEFITS COMMITTEE REPORT

On behalf of Committee Chair Collins, Chair Clark stated that there was no Benefits Committee meeting this month, but a written report is in the Board materials.

LEGISLATIVE COMMITTEE REPORT

Committee Chair Blanchard stated that there was no Legislative Committee meeting this month, so there is no report. He then inquired about DCRB’s testimony before the Council on the Diversity in Fund Management Act of 2020. Ms. Morgan-Johnson stated she would ensure he receives a copy of DCRB’s testimony which will be presented by Mary Mustard with the Meketa Investment Group, DCRB’s investment consultant.

AUDIT COMMITTEE REPORT

Committee Chair Hankins presented the following action for Board approval:

Motion #3: To authorize the Executive Director to release an RFP for a consulting firm to research and make recommendations for financial adjustments as well as provide a forensic accounting review, as needed.

The motion was moved by Trustee Hankins and properly seconded by Trustee Harris. The motion was approved (9-0). (*See Tally #3*)

Motion 4#: To authorize the Executive Director to release an RFI, and an RFP if necessary, for fee validation services.

The motion was moved by Trustee Hankins and properly seconded by Trustee Harris. The motion was approved (8-1). (*See Tally #4*)

Ms. Collins stated for the record her reason for voting Nay is because “it says if necessary, my opinion is that as a fiduciary we should be specific.”

Motion #5: To authorize the Executive Director to release an RFP for independent auditing services.

The motion was moved by Trustee Hankins and properly seconded by Trustee Harris. The motion was approved (9-0). (*See Tally #5*)

Motion #6: To authorize the Executive Director to engage in services of KPMG to execute Phase II of DCRB's Classification and Compensation project, and to expend up to \$150,000 in fees for those services.

The motion was moved by Trustee Hankins and properly seconded by Trustee Adams. The motion was approved (8-1). (*See Tally #6*)

OTHER BUSINESS

Chair Clark stated the next agenda item relates to a personnel action which will be presented by Mr. Vernon Valentine, DCRB's HR Director.

Trustee Collins who was participating in the Board meeting by telephone stated she would not participate in executive session and will now drop off the line.

Chair Clark introduced a motion to enter into closed session at 2:10 p.m.

Motion #7: To convene the meeting in closed executive session pursuant to D.C. § 2-575(b)(10) to discuss the employment and compensation of DCRB's Executive Director.

The motion was moved by Chair Hankins and properly seconded by Trustee Harris. The motion was approved (8-0). (*See Tally #7*)

Motion #8: To reconvene in open session.

The motion was moved by Trustee Hankins and properly seconded by Trustee Harris. The motion was approved (8-0). (*See Tally #8*)

Chair Clark introduced the following motions:

Motion #9: To authorize a salary increase of 3% to the Executive Director's current pay retroactive to October 13, 2019 reflecting the District's Excepted Service pay schedule for FY 2020.

The motion was moved by Chair Clark and properly seconded by Trustee Hankins. The motion was approved (8-0). (*See Tally #9*)

Motion #10: To authorize salary increases to the Executive Director pay, to keep pace with the increases allowed by the District's Excepted Service schedule.

The motion was moved by Chair Clark and properly seconded by Trustee Hankins. The motion was approved (8-0). (*See Tally #10*)

Motion #11: To authorize the executive director to enter into a contract not to exceed her authority for an executive compensation study to be completed before the end of the fiscal year.

The motion was moved by Trustee Clark and properly seconded by Trustee Harris. The motion was approved (8-0). (*See Tally #*)

Board Officer Elections

Chair Clark summarized the Board Rules applicable to electing Board Offices. He then called for nominations for the positions of Chair, Vice Chair/Secretary, and Treasurer/Audit Committee Chair.

Trustee Collins rejoined the meeting by telephone.

The nominations were placed on the ballot and the winners of the Board officer elections were as follows:

Board Chair:	Gary W. Hankins
Vice Chair/Secretary:	Joseph W. Clark
Treasurer/Audit Committee Chair:	Tracy S. Harris

Trustee Collins commented that all Trustees serving in these positions before did an outstanding job.

ADJOURNMENT

There being no further business to come before the Board, Chair Clark then introduced a motion to adjourn the meeting.

Motion #12: To adjourn the meeting at 3:00 p.m.

The motion was moved by Trustee Pemberton and properly seconded by Trustee Harris.

The motion was approved (9-0). (*See Tally #10*)

**DISTRICT OF COLUMBIA RETIREMENT BOARD
RECORD OF OFFICIAL BOARD ACTIONS**

Tally #1:		Date: February 20, 2020			
Motion #1: To approve the Board minutes for the January 16, 2020 meeting.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.	√				
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #2:		Date: February 20, 2020			
Motion #2: To approve the closed executive session minutes for the January 16, 2020 meeting.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.	√				
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #3:			Date: February 20, 2020		
Motion #3: To authorize the Executive Director to release an RFP for a consulting firm to research and make recommendations for financial adjustments as well as provide a forensic accounting review, as needed.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.	√				
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #4:			Date: February 20, 2020		
Motion #4: To authorize the Executive Director to release an RFI, and an RFP if necessary, for fee validation services.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.		√			
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #5:			Date: February 20, 2020		
Motion #5: To authorize the Executive Director to release an RFP for independent auditing services.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.	√				
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #6:			Date: February 20, 2020		
Motion #6: To authorize the Executive Director to engage in services of KPMG to execute Phase II of DCRB's Classification and Compensation project, and to expend up to \$150,000 in fees for those services.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.		√			
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #7:			Date: February 20, 2020		
Motion #7: To convene the meeting in closed session pursuant to D.C. § 2-575(b)(10) to discuss the employment and compensation of DCRB's Executive Director.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.					√
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #8:			Date: February 20, 2020		
Motion #8: To reconvene in open session.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.					√
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #9:			Date: February 20, 2020		
Motion #9: To authorize a salary increase of 3% to the Executive Director's current pay retroactive to October 13, 2019 reflecting the District's Excepted Service pay schedule for FY 2020.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.	√				√
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #10:			Date: February 20, 2020		
Motion #10: To authorize salary increases to the Executive Director pay, to keep pace with the increases allowed by the District's Excepted Service schedule.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.					√
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #11:			Date: February 20, 2020		
Motion #11: To authorize the executive director to enter into a contract not to exceed her authority for an executive compensation study to be completed before the end of the fiscal year.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.					√
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				

Tally #12:			Date: February 20, 2020		
Motion #12: To adjourn the meeting at 3:00 p.m.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Adams, Janice M.	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.					√
Collins, Mary A.	√				
Daniels, Denise D.					√
Hankins, Gary W.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Smith, Edward C.					√
Tippett, Thomas N.	√				
Warren, Michael J.	√				