



**DISTRICT OF COLUMBIA RETIREMENT BOARD (DCRB)
DRAFT* OPEN BOARD MEETING MINUTES
THURSDAY, March 16, 2023
1:30 P.M. via WebEx**

MEMBERS PRESENT

Chair, Joseph M. Bress
Lyle M. Blanchard
Joseph W. Clark
Mary A. Collins
Christopher Finelli
Geoffrey P. Grambo
Danny C. Gregg
Tracy R. Harris
Nathan A. Saunders
Carmen Pigler (@ 1:38 p.m.)

MEMBERS NOT PRESENT

Greggory Pemberton
Adam Weers

DCRB STAFF PRESENT

Gianpiero “JP” Balestrieri, Executive Director
Stephen Serraino
Leslie King
Emily Bowie
Paul Gormley
Ram Murthy
Munetsi Musara
Patrick Sahn
Daniel Hernandez
Lori Morgan
Vernon Valentine
Lauren Smith
Betty Ann Kane
Jaininne Edwards
Johniece Harris, Board Liaison

OTHERS PRESENT

Bela Kirpalani- Mandate Wire
Joe Ebisa-With Intelligence
Gar Chung-Financial News

ROLL CALL

Chair Joseph Bress called the meeting to order at 1:33 p.m. and Ms. Johniece Harris called the roll.

APPROVAL OF MINUTES

Chair Joseph Bress introduced a motion to approve the open session Board meeting minutes.

Motion #1: To approve the February 16, 2023 open session Board meeting minutes.

The motion was moved by Chair Bress and properly seconded by Trustee Danny Gregg.
The motion was approved (9-0). *(See Tally #1)*

Tally #1			Date: March 16, 2023		
Motion #1: To approve the February 16, 2023 open session Board meeting minutes.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Bress, Joseph M., Chair	√				
Blanchard, Lyle M.	√				
Clark, Joseph W.	√				
Collins, Mary A.	√				
Finelli, Christopher	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.					√
Saunders, Nathan A.	√				
Weers, Adam					√

CHAIR REPORT

Chair Bress referred trustees to his written report and commented on the following topics:

- **In-Person Board Attendance:** We will continue to monitor the environment and revisit meetings virtually and determine whether we should return to in-person meetings. Those who want to meet in the Board room are welcome to do so, please let staff know.
- **Updates on Investments:**
 - Each month the economy seems to create new issues for investors. After the Fed increased the interest rate by 0.25 basis points and inflation looked like it was calming, we were hit with the bank collapses of Silicon Valley and Signature Banks failures this past weekend. The market has spiraled down and back up now after President Biden assured that the depositors would see their deposits safeguarded even if beyond the FDIC guarantee.
 - Now with new information that the inflation rate has raised slightly to 6%, the question of this month’s Fed rate increase has caused new anxiety in the market in addition to the bank stability question. Many economists (according to a new poll) believe the Fed will increase the rate by a 1/4 point, while others believe it could be a 1/2-point increase. This reminds me of the Truman quote “Give me a one-handed economist; all my economists say, 'on the one hand...on the other.’”
 - As we stay the course with our investment policy, we should be able to withstand some of the storms prevailing in the economy. The Board will be required to maintain stability the best we may in these turbulent waters.

- **Board Meeting Schedule and Committee Appointments:** This month we start our new Board schedule. Six Board meetings with the other months (except August) for committee meetings. Next month will be committee meetings on the third Thursday of April. I will submit a list of appointed committee Chairs and Vice Chairs by next Monday. If a Trustee has a particular committee interest, please let me know.
- **Financial Disclosures Statements:** The Financial disclosure statements will be due April 30, 2023 (since April 30 falls on a Sunday this year, the filing deadline is pushed to May 1, 2023). The fillable pdf disclosure form will be emailed to trustees. The trustees will be asked to also sign an internal Fiduciary Acknowledgement Form.
- **Next Board Meeting:** The next meeting will be held on May 18, 2023.
- **Board Motions:** As a reminder, when voting on Board motions and resolutions, individual voice votes are required.
- **Member Complaints:** Trustees who receive any complaints or concerns from Retirement Plan members should forward those complaints to the Executive Director and the appropriate DCRB department head.

Trustees moved to next item on the agenda.

EXECUTIVE DIRECTOR REPORT

Executive Director, Gianpiero “JP” Balestrieri, gave an update on the following topics:

1. **Staffing Update**
 - a. **New Hires: Team Additions and Pending Hires**
 - b. **Current Vacancies to Fill**
2. **Silicon Valley Exposure to DCRB (as of March 13th, 2023)**
 - a. **Direct Exposure to SVB (common stock and corporate bonds)**
 - b. **Indirect Exposure via Private Market Funds**
 - i. **Cash Banking:** Twelve (12) funds (out of 103) used SVB as their primary bank
 - ii. **Subscription Lines/Lines of Credit:** Twelve (12) funds (out of 103) had subscription lines/lines of credit at SVB.
 - c. **Pending Capital Calls**
 - d. **FDIC Bridge Bank:** As of March 13, 2023, the Federal Deposit Insurance Corporation (FDIC) has stepped in to facilitate a controlled transfer of all SVB deposits – insured and uninsured - to an FDIC-operated “bridge bank,” Silicon Valley Bank, N.A. The FDIC said that all depositors will have full access to all their money and that they will automatically become customers of the bridge bank. The same applies to borrowers who were asked to continue to make loan payments as usual.
 - e. **Asset Allocation & Rebalancing**

- i. The investments team monitors the portfolio's asset allocation frequently to ensure the asset allocation stays in line with targets and that there is sufficient liquidity to meet benefit payments, capital calls, and other operational needs.
- ii. The investments team completed 40+ rebalancing transactions for the fiscal year to date.
- iii. To date, all asset classes are within their allowable ranges, including private markets investments.

3. Transaction Cost Analysis/Transition Management Consulting (TCA/TMC) RFP Award

DCRB investments and procurement departments completed an RFP process for a consultant to help DCRB independently review and monitor the transaction and transition costs of public markets investment managers.

The consultant will provide three primary services to the Board:

- a. Benchmark the Board's public market investment managers' trading costs (equities, fixed income, Foreign exchange) to ensure they are in line with the market standards.
- b. Assist the investment team in the evaluation of prospective investment managers' trading costs to identify potential issues before hiring new investment managers.
- c. Assist the investment team in developing investment manager transition strategies as well as measuring and evaluating transition costs between investment managers.

The need for this service at DCRB has been necessary for several years as a very important risk management and transparency tool to fulfill our fiduciary duty to apply the best reasonable practices available for execution in monitoring public investment managers' and their brokers' trading activities.

Including many Expected Benefits:

- Increased transparency for trading costs, including implicit costs that are challenging to measure (e.g., bid/ask spreads, delay costs, market impact)
- Improved performance due to minimized cost
- Fiduciary oversight to prevent excessive trading costs
- Expert trading management advice
- Help manage and control excessive trading costs by investment managers
- Mitigate negative market impact of manager transitions, especially in a volatile market environment
- Manage and control explicit transition costs

4. Benefits & Pension Administration Stakeholder Next Steps

The first follow up Tiger Team meeting will be on March 29th, 2023, and involve stakeholders from all employer agencies as well as key HR, IT, internal audit personnel and managers involved in data review for cases. Ultimately, this process should assist DCRB in moving forward to improve retirement counseling, benefit projections, and ultimately, faster retirement processing with less back and forth between agencies.

Trustees moved to next item on the agenda.

LEGAL DEPARTMENT REPORT

Stephen Serraino, General Counsel, referred the Board to the written report, which highlighted the following:

ANNUAL FINANCIAL DISCLOSURE

By statute, trustees are required to file annual financial disclosure statements with the Mayor and the Council of the District of Columbia by April 30, covering the prior calendar year (since April 30 falls on a Sunday this year, the filing deadline is pushed to May 1). The fillable pdf disclosure form will be emailed to trustees. Please return it via email to Stephen Serraino (stephen.serraino@dc.gov) by mid-April and he will arrange the requisite notarization and filing. Also, for Board governance purposes, Trustees will be asked to sign an internal *Fiduciary Acknowledgement Form* affirming their understanding of their fiduciary duties.

BENEFITS LITIGATION UPDATE

Gerry O. Scott (2021 CA 004206B)

The DCRB's Motion to Dismiss, and the Plaintiff's Motion for Judgment on the Pleadings were both denied by the Court without written opinion. The next status hearing is scheduled to take place on March 24, 2023.

Trustees moved to next item on the agenda.

INVESTMENT COMMITTEE REPORT

Committee Chair Weers reported that the Investment Committee met on Thursday, March 16, 2023. The official actions taken at this meeting are presented below for ratification by the full Board.

Motion #2: To authorize the Executive Director to enter a contract with Zeno AN Solutions to provide **Transaction Cost Analysis/Transition Management Consulting Services** at a cost not to exceed \$650,800 over the five-year contract period (three-year base period and two one-year option periods).

The motion was moved by Chair Bress and properly seconded by Trustee Danny Gregg. The motion was approved by unanimous vote (8-0). (*See Tally #2*)

Tally #2:			Date: March 16, 2023		
Motion #2: To authorize the Executive Director to enter a contract with Zeno AN Solutions to provide Transaction Cost Analysis/Transition Management Consulting Services at a cost not to exceed \$650,800 over the five-year contract period (three-year base period and two one-year option periods).					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Bress, Joseph M., Chair	√				
Blanchard, Lyle M.	√				
Clark, Joseph W.			√		
Collins, Mary A.	√				
Finelli, Christopher	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.					√
Saunders, Nathan A.	√				
Weers, Adam					√

Motion #3: To approve a commitment of up to \$100 million to Fund I, pending legal review and final due diligence.

*The Fund name is redacted per D.C. Code § 1-909.05(e) pending completion of the transaction.

The motion was moved by Chair Bress and properly seconded by Trustee Tracy Harris.

The motion was approved by unanimous vote (9-0). (See Tally #3)

Tally #3:			Date: March 16, 2023		
Motion #3: To approve a commitment of up to \$100 million to Fund I, pending legal review and final due diligence.					
*The Fund name is redacted per D.C. Code § 1-909.05(e) pending completion of the transaction.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Bress, Joseph M., Chair	√				
Blanchard, Lyle M.	√				
Clark, Joseph W.	√				
Collins, Mary A.	√				
Finelli, Christopher	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.					√
Saunders, Nathan A.	√				
Weers, Adam					√

Motion #4: To approve a commitment of up to \$50 million to **Fund J**, pending legal review and final due diligence.

**The Fund name is redacted per D.C. Code § 1-909.05(e) pending completion of the transaction.*

The motion was moved by Chair Bress and properly seconded by Trustee Tracy Harris.
The motion was approved by unanimous vote (7-0). (See Tally #4)

Tally #4:		Date: March 16, 2023			
Motion #4: To approve a commitment of up to \$50 million to Fund J , pending legal review and final due diligence.					
<i>*The Fund name is redacted per D.C. Code § 1-909.05(e) pending completion of the transaction.</i>					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Bress, Joseph M., Chair			√		
Blanchard, Lyle M.	√				
Clark, Joseph W.			√		
Collins, Mary A.	√				
Finelli, Christopher	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.					√
Saunders, Nathan A.	√				
Weers, Adam					√

In addition, the Board closed on the following private market fund commitments since the last Investment Committee meeting:

1. \$75 million commitment to **JLC Infrastructure Fund II**, a U.S. infrastructure fund, closed on February 13, 2023.

Trustees moved to next item on the agenda.

Operations Committee Report

Committee Chair Saunders reported that the Operations Committee did not meet this month. The next Operations Committee meeting is being planned; however, the meeting date has not yet been scheduled.

Trustees moved to next item on the agenda.

AUDIT COMMITTEE REPORT

Committee Chair Harris reported that the Audit Committee did not meet this month. The next Audit Committee meeting will be held in April; however, the meeting date has not yet been set. Trustees moved to next item on the agenda.

BENEFITS COMMITTEE REPORT

Committee Chair Collins reported that the Benefits Committee did not meet this month. The following is a list of updates and activities completed by the department.

2023 Annual Cost of Living Adjustments (COLA) Processing - In close coordination with our partners at the Office of DC Pensions (ODCP), the COLAs were processed for eligible participants and survivors. Members will see the COLA increase on their April 1, 2023 payment. DCRB posted the COLA notices on the agency website. Members and survivors will receive their increase based on their date of hire and their retirement plan:

Police and Fire Annuitants and Survivors

Hired before November 10, 1996:	6.5%
Hired on or after November 10, 1996:	3.0%

Teachers Annuitants and Survivors

Hired before November 1, 1996:	6.3%
Hired on or after November 1, 1996:	3.0%

1099-R Mailings. - Mailings of the 1099-Rs to retirees and survivors were completed during the last week of January by U.S. Treasury. DCRB responded to over 250 requests for members to receive a duplicate copy of their statements. Beginning next year, retirees and survivors will be able to obtain their 1099R forms via the self-service application in STAR. We will continue to mail the forms to the members, however, placing the 1099Rs on the self-service portal will provide members with convenient way to obtain their information.

Purchase of Service Online - The beta testing for the online purchase of service calculator for tier changes was successful. The feedback received from MPD and FEMS enabled DCRB to enhance the member experience by adding more descriptive text, including email confirmations to both members and DCRB, and increasing the ability to run multiple scenarios without re-entering data. DCRB's IT department is finalizing the tool. Our goal is to launch the online calculator by mid-April.

DCRB's actuary, Bolton Inc., will now begin finalizing the other types of purchase of service transactions such as educational service, military service, lateral service, and the redeposit of contributions.

Benefits Statements – Our Deputy Chief Benefits Officer is working with our actuary, Bolton, and Office of the Chief Technology Officer (OCTO), to add the benefits statements to the active member's Peoplesoft self-service portal. This will eliminate mailing the statements to members' homes and provide participants with a convenient way to access their information.

In addition, our team is working with our partner agencies, namely MPD, FEMS, and DCPS. The overarching goal is for the HR departments to review and confirm the retirement plan entry date. Using this approach will reduce the number of statements with incorrect data.

Ideally, we would like to include the salary information from the recently implemented collective bargaining agreements. In order to accomplish this goal, we are proposing that the benefits statements be issued in August rather than July. Delaying the statements by one month will give

the Office of Pay and Retirement Services (OPRS) enough time to implement the new salary schedules for all of our member groups.

Continued Returned Mail/Returned Earning Statement Project – DCRB is continuing its efforts to minimize the risk of fraud. We recently mailed out certified letters to members whose earning statements and/or general mail were returned to DCRB for 3 or more consecutive months. DCRB researches the best address to send these notices through various third party locate services, but members are ultimately responsible for keeping their address up to date. DCRB cannot change a members address until we receive the completed Change of Contact Information Form with the members' signature. Members may also change their address in the self-service portal. Analysis and follow-up is now being performed on the first batch of early February letters that were mailed out. Unless DCRB has received a member's completed form, their annuity may be subject to suspension beginning 30 days from the date of the written notification. The first suspensions are scheduled to occur beginning with the May 1, 2023 annuity payment. If members contact the Board Trustees, we ask that you refer them to our Member Services at 202-343-3272.

Self Service Phase II – Phase II of the project has now gained approval from both DCRB and Office of DC Pensions. In the next six months, the project team will work to improve the STAR self-service portal which will include the ability to change health care elections during the annual open enrollment period as well as retrieval of the end of the year 1099-Rs electronically.

DC Communications – Deputy Chief Officer's team is creating a pamphlet and text for our website that addresses how to apply for death benefits. Ms. Lauren Smith, DCRB's Communication Director, is assisting in this effort and we hope to finalize a draft by the end of April for distribution to appropriate stakeholders.

DCRB Staff Training and Support – As part of our continued commitment to employee development this year, we introduced employee training which will occur monthly. The courses will be facilitated by our Benefits Department management team, our legal department, and the Office of DC Pensions. In February, all DCRB staff and others received introductory FileNet training facilitated by Jackie Oliver, Member Services Manager. This month's in-house training will focus on plan provisions and annuity calculations. This will be a multi-day course for all staff will be conducted by document review with our Quality Control Manager, Jacqueline Thomas.

The following is a partial list of training sessions this year:

- Navigating STAR
- Comprehensive Guide to Processing Retirement Cases
- Purchase of Service
- Understanding Pre-tax/Post Tax Contributions and the Split
- Processing Qualified Domestic Relating Orders

Our team is also working on building training modules for active members of the police, fire fighters and teachers plan. We hope to make the modules available to be view on demand late summer.

The next Benefit Committee meeting will be determined by the new Benefits Committee Chair.

Trustees moved to next item on the agenda.

LEGISLATIVE COMMITTEE REPORT

Committee Chair Blanchard report reflected the following activities of interest since the February 16, 2023 Board meeting.

U.S. CONGRESS

LEGISLATION

H.J. Res. 30 – Providing for congressional disapproval under chapter 8 of title 5, United States Code, of the rule submitted by the Department of Labor relating to “Prudence and Loyalty in Selecting Plan Investment and Exercising Shareholder Rights.”

The Department of Labor (“DOL”) announced a final rule on November 22, 2022 that allows plan fiduciaries to consider climate change and other environmental, social and governance (“ESG”) factors when they select retirement investments and exercise shareholder rights, such as proxy voting. The rule, which went into effect on January 30, 2023, was aimed to reverse rules issued by the DOL in 2020 during the prior administration that the DOL perceived as constraining fiduciaries’ abilities to weigh ESG factors in investment decisions.

A joint resolution was introduced in the House on February 7, 2021 to nullify the DOL’s final rule pursuant to the Congressional Review Act, which lets Congress disapprove, by a simple majority, a final rule issued by a federal agency. The resolution passed in the House (216-204) on February 28, and in the Senate (50-46) on March 1. President Biden is expected to veto the resolution, and it is unlikely that either body will have the votes to override the veto.

S. 523 & H.R. 119 – To amend the Employee Retirement Income Security Act of 1974 to permit retirement plans to consider certain factors in investment decisions.

Meanwhile, Reps. Suzan DelBene, D-Wash., Sean Casten, D-Ill., Juan Vargas, D-Calif., and Dean Phillips, D-Minn. Introduced the “Freedom to Invest in a Sustainable Future Act” on February 21, 2023 in an effort to amend ERISA to codify the DOL’s final rule. The bill (H.R. 119) would amend ERISA to permit—but not require—the consideration of ESG factors in retirement plan investing.

The same bill was introduced in the Senate on February 16, 2023 (S. 523) by Senator Tina Smith, D-Minn., with 8 co-sponsors.

The full text of the Bill is attached for reference.

COUNCIL OF THE DISTRICT OF COLUMBIA

PUBLIC HEARINGS

DCRB Annual Hearings

The annual performance oversight hearing was held on Wednesday, February 27, 2023, under the Committee of the Whole, Chairman Phil Mendelson. The recorded hearing is available at: <https://dccouncil.gov/council-videos/>.

The budget hearing is tentatively scheduled for Monday, April 6, 2023, under the Committee of the Whole, Chairman Phil Mendelson.

Trustee Saunders asked when is the Internship program job application due? Mr. Valentine responded that there is no due date or deadline for submission and application period is open until officially filled. Trustee Saunders asked what is the rate of pay? Mr. Valentine responded that the rate of pay is within the \$20 per hour range, depending on the qualifications and years of college. Trustee Collins asked what is the status of the Summary Plan Descriptions? Ms. King responded that they are undergoing legal review and once completed they will be circulated to the trustees for their input.

Trustees moved to next item on the agenda.

Chair Bress made the following motion to close the public session of the meeting at 2:34 p.m.

Motion #5: To enter closed session to discuss personnel matters pursuant to D.C. Code §§ 1-909.05(e) and 2-575(b)(10).

The motion was moved by Chair Bress and properly seconded by Trustee Geoffrey Grambo the motion was approved by unanimous vote (9-0). (See Tally #5)

Tally #5		Date: March 16, 2023			
Motion #5: To enter closed session to discuss personnel matters pursuant to D.C. Code §§ 1-909.05(e) and 2-575(b)(10).					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Bress, Joseph M., Chair	√				
Blanchard, Lyle M.	√				
Clark, Joseph W.	√				
Collins, Mary A.	√				
Finelli, Christopher	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.					√
Saunders, Nathan A.	√				
Weers, Adam					√

Closed Session: From 2:34p.m. to 4:46 p.m.

Motion #6: To return to open session at 4:46 p.m.

The motion was moved by Chair Bress and properly seconded by Trustee Geoffrey Grambo. The motion was approved by unanimous vote. (10-0). (See Tally #6)

Tally #6:			Date: March 16, 2023		
Motion #6: To return to open session at 4:46 p.m.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Bress, Joseph M., Chair	√				
Blanchard, Lyle M.	√				
Clark, Joseph W.	√				
Collins, Mary A.	√				
Finelli, Christopher	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.					√
Pemberton, Gregory J.	√				
Saunders, Nathan A.	√				
Weers, Adam	√				

There being no further business to come before the Board of Trustees, Chair Bress introduced a motion to adjourn the meeting.

Motion #7: To adjourn the meeting at 4:47 p.m.

The motion was moved by Chair Bress and properly seconded by Trustee Adam Weers. The motion was approved by unanimous vote (10–0). (See Tally #7)

Tally #7:			Date: March 16, 2023		
Motion #7: To adjourn the meeting at 4:47 p.m.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Bress, Joseph M., Chair	√				
Blanchard, Lyle M.	√				
Clark, Joseph W.	√				
Collins, Mary A.	√				
Finelli, Christopher	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.					√
Pemberton, Gregory J.	√				
Saunders, Nathan A.	√				
Weers, Adam	√				