

DISTRICT OF COLUMBIA RETIREMENT BOARD (DCRB) DRAFT* OPEN BOARD MEETING MINUTES THURSDAY, October 20, 2022 1:00 P.M. via WebEx

*These draft minutes must be approved by the Board at its next Open Board meeting. Full meeting minutes will be posted after the next Open Board meeting.

MEMBERS PRESENT

Joseph M. Bress, Chair Lyle M. Blanchard Joseph W. Clark Mary A. Collins Christopher Finelli Danny C. Gregg Tracy S. Harris Nathan A. Saunders Greggory Pemberton (joined at 1:13 p.m.) Adam Weers

MEMBERS NOT PRESENT

Geoffrey P. Grambo Carmen Pigler, ex officio

DCRB STAFF PRESENT

Gianpiero "JP" Balestrieri, Executive Director Betty Ann Kane Ram Murthy Munetsi Musara Patrick Sahm Daniel Hernandez Vernon Valentine Jaininne Edwards Leslie King Lori Morgan Johniece Harris, Board Liaison

OTHERS PRESENT

Kevin Balaod, With Intelligence Pauline Caplin, General Public Gar Chung, Financial News Dela Trepaloni, Mandate Wire

ROLL CALL

Chair Joseph Bress called the meeting to order at 1:02 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 September 15, 2022, open session Board meeting minutes.

The motion was moved by Trustee Weers and properly seconded by Trustee Collins. The motion was approved (7-0) with 1 abstention. *(See Tally \#1)*

Tally #1			Date: October 20, 2022			
Motion #1 : To approve the S	September 1	5, 2022, oper	n session Board	meeting minut	es.	
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent	
Bress, Joseph M., Chair						
Blanchard, Lyle M.			\checkmark			
Clark, Joseph W.						
Collins, Mary A.						
Finelli, Christopher						
Grambo, Geoffrey P.						
Gregg, Danny C.						
Harris, Tracy S.						
Pemberton, Greggory 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:** The Board will continue to meet virtually until we reassess in person meetings. Those trustees who wish to attend Board meetings in person, please notify staff.

• Investment Updates:

- Inflation rate last measured is 8.2% too high for the Feds to pause interest rate increases. While inflation is an international problem, the U.S. is facing political and investment headwinds. We continue on a roller coaster with highs followed by lows in succession.
- It is apparent that other countries as the United Kingdom may have a negative effect on our fund at least until it reversed its recent economic policy that was implemented by the new Prime Minister. The debate continues on whether we will have a soft or hard recession or one at all. Layoffs in several industries have already begun. Some of this has led to political infighting on ESG concerns, unfortunately with one party disputing its validity and acting on that and even one private equity firm has raised questions as to the effectiveness of the present measures.
- All this places us in a roiled investment world where protection of the District of Columbia Teachers' and Police Officers and Fire Fighters' fund is even more important. The review of our present investments as well as our future investment decisions will occur in this environment, requiring us to take extra care in our actions. This can be an opportunity to further fortify the fund.

- <u>Active Police Officer Trustee Elections:</u> The Active Police Officer representative on the Board of Trustees commenced on September 9, 2022. The elected winner will serve a four-year term from January 28, 2023, through January 27, 2027. The Board will certify the election results at its meeting on December 15, 2022. DCRB will announce the winner of the election on its website at <u>www.dcrb.dc.gov</u> under the News Release section, following the December Board meeting, and the results will subsequently be published in the DC Register.
- Next Board Meeting: The next meeting will be held on November 17, 2022.
- **Board Motions:** As a reminder, when voting on Board motions and resolutions, individual voice votes are required.
- <u>Member Complaints</u>: 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. <u>Staffing Update</u>
 - a. New Hires Since Last Board Meeting:
 - <u>Benefits</u>
 - Retirement Analyst
 - Retirement Specialist
 - IT Team Promotion
 - Sr. IT Specialist, Applications and Data Services: Promotion of Michaela Burnett
 - b. Staffing—Current Vacancies to Fill

2. Investment Fees and Expenses Verification Services Update

The kickoff meeting with Colmore was completed on September 16, 2022. DCRB launched the Colmore investment fees verification process by contacting investment managers to

introduce Colmore and obtain third-party GP reporting portal access.

- 1. Collecting and sharing legal documents for all existing and liquidated investment funds;
- 2. Collecting and sharing of financial statements for all existing and liquidated investment funds;
- 3. LPA, side letters and amendments have been provided to undergo review by Colmore's legal team for all existing and liquidated investment funds; and

4. Historical cash flows have been shared with Colmore for all existing and liquidated investment funds

3. Key Take Aways from CEM Benchmarking Report

In the 2021 CEM Standard Report, DCRB was compared to a universe of 145 U.S. pension funds, 46 of which are public, with fund sizes ranging from \$365mn to \$412bn. The Board's \$10.8bn fund size (at the time of completion of report), which falls just below the median fund size of this study was \$13.2 billion.

There were a few key take-aways of the CEM Report's findings for the Board:

• DCRB's net total return for 2021 was 12.9%, which was above the U.S. median of 11.3% compared to others in the report.

• Total investment cost (excluding private markets performance fees) came in at 45.8 bps, which was significantly below the U.S. comparable investment cost median of 52.1 bps.

• Net value added (value produced over what could have been earned by using passive management) of 2.3%, significantly above the U.S. median.

4. <u>Public Pension Coordinating Council's (PPCC) Recognition Award For 2022</u>

DCRB has been among a select number of public systems to receive the 2022 Public Pension Coordinating Council's (PPCC) Recognition Award for Funding and Administration, "in recognition of meeting professional standards for plan funding and administration, as set forth in the Public Pension Standards." This award is presented by the PPCC, a confederation of the following organizations: National Association of State Retirement Administrators (NASRA) National Conference on Public Employee Retirement Systems (NCPERS) National Council on Teacher Retirement (NCTR)

5. Funston

Funston is working on completing a final draft report of its fiduciary audit. We expect to have a final report for the Board from Funston by the board meeting in December 2022.

6. Feasibility of Benefits Administration Pension System (BAPS) Implementation

Resolving the accuracy and timely delivery of efficient data pre-retirement is an absolute requirement prior to DCRB expending significant amounts of capital on a viable integrated Benefits Administration Pension System (BAPS).

The objective is to review and determine whether it is feasible to automate the current pension administration business functions, remove the current manual and semi-automated applications, improve member services and operations, while reducing operating costs. Prior to moving forward with the BAPS implementation, it is paramount that we seek to resolve the historical data input issues with the district's employer agencies. DCRB can

only move forward with procuring a new pension system with accurate employer data, which is essential for calculating a timely and accurate payment. As experience has taught us, service data gaps, conflicting data, and contribution inconsistencies have caused DCRB benefits staff to expend extra time reconciling data at the time of retirement, which has resulted in delayed and inaccurate benefit payments. We are in the process of engaging with the mayor's office to address "data quality and the holistic active to retirement process" as an important time sensitive issue with the stakeholder agencies, which include DC Human Resources, DC Public Schools, Office of the Chief Financial Officer's Office of Pay and Retirement Services, and Fire and Medical Emergency Services Department.

Trustees moved to next item on the agenda.

LEGAL DEPARTMENT REPORT

Leslie King, Senior Counsel, referred trustees to her written report and gave an update on the following topics:

Board Governance:

Last week, the District's Board of Ethics and Government Accountability (BEGA) had Virtual Ethics Training. One of the sessions was on parliamentary procedure for Board meetings. Board members are encouraged to visit the Robert Rules training portal and the Parliamentary Procedure training portal on the Office of Open Government's website: https://www.open-dc.gov/open-meetings-act. Staff will be arranging virtual training for the Board and staff on parliamentary procedure in the near future.

Benefits Litigation Update

Annetta H. Nicholas v. US Treasury and DCRB (1:20-cv-02088-JEB)

Ms. Nicholas (Appellant), a retired teacher receiving a disability retirement benefit, appealed the US District Court's dismissal of her claim against DCRB and US Treasury (Appellees) for a voluntary retirement benefit in the US Court of Appeals. The Appellant filed her appeal brief June 13, 2022 and the Appellees filed their responses September 23, 2022. The Appellant's reply brief was due October 14, 2022, and Appellees' final briefs are due November 4, 2022, which can be extended, and an oral argument will be scheduled.

There was a brief discussion about the background of the Nicholas litigation.

Gerry O. Scott v. DCRB (2021 CA 004206B)

Mr. Scott, a retired police officer, sued DCRB in D.C. Superior Court for not including his longevity pay in his retirement annuity calculation and for attorney fees. A status hearing was held September 23, 2022. DCRB will be filing an Answer to Mr. Scott's amended Complaint in November. The next status hearing is scheduled for December 9, 2022.

Securities Litigation Update

Vivendi Universal, S.A.

The Board's securities litigation firm, Kessler, Topaz, Meltzer & Check, LLP (KTMC or Kessler), has represented DCRB in this foreign securities litigation against Vivendi, S.A. (Vivendi) in France since 2012. Due to Vivendi's false and misleading statements related to the company's financial condition during 2000 through 2002, the District of Columbia Teachers' and the Police Officers and Fire Fighters' Retirement Funds incurred estimated losses over \$500,000. In July 2021, the Commercial Court of Paris ruled against the investors, including DCRB. The investors' appeal brief was filed on June 17, 2022, and Vivendi's reply brief was filed on September 19, 2022. Should DCRB be successful in recovery, any costs (estimated to be less than 1% of total costs) owed to Kessler will be deducted from DCRB's recovery.

Summary Plan Descriptions

2022 Updates

The Legal Department's legal review of the updated Summary Plan Descriptions (SPDs) for the Retirement Plans is ongoing. US Treasury's legal counsel will perform its legal review after DCRB's legal review is completed.

At the conclusion of the report, Trustee Harris inquired if the agency was in compliance with legal matters involving the Board, to which the Senior Counsel confirmed compliance with matters she was aware of and privy to.

A discussion ensued about the vacant General Counsel position. Trustee Saunders asked if the Board Chair will be part of decision-making process in selecting the next General Counsel. Chair Bress noted that although the Executive Director has statutory authority to make staffing decisions for the agency, in the past, the Chair has been given an opportunity to meet with senior management candidates as a courtesy. Trustee Harris added that she, as the Chair of the Audit Committee, should also be given the opportunity to meet the Director of Internal Audit & Compliance candidate. The Executive Director confirmed that such courtesies will be extended.

Trustees moved to next item on the agenda.

INVESTMENT COMMITTEE REPORT

Committee Chair Weers reported that the Investment Committee did meet today and proposed the motion presented below for Board approval

Motion #2: To invest the proceeds of Fund C* redemption in Fund D*.

**The Fund names are redacted per D.C. Code Section 1-909.05€ pending completion of the transaction.*

The motion was moved by Committee Chair Weers and properly seconded by Trustee Gregg. The motion was approved (8-0) with one abstention. (See Tally #2)

Tally #2

Date: October 20, 2022

Motion #2: To invest the proceeds of Fund C* redemption in Fund D*.

*The Fund names are redacted per D.C. Code Section 1-909.05(e) pending completion of the transaction.

Members	Aye	Nay/ Oppose	No Vote/	No Vote/	Absent
		oppose	Abstain	Recuse	
Bress, Joseph M., Chair					
Blanchard, Lyle M.					
Clark, Joseph W.					
Collins, Mary A.					
Finelli, Christopher					
Grambo, Geoffrey P.					\checkmark
Gregg, Danny C.					
Harris, Tracy S.					
Pemberton, Greggory J.					
Saunders, Nathan A.					
Weers, Adam					

OPERATIONS COMMITTEE REPORT

Operations Committee Chair Saunders reported that the Operations Committee met October 18th and gave an update on the following topics and recommended the motions below to the Board.

- <u>Actuary</u> Presentation: DCRB's actuary, Bolton, presented its report on "Preliminary Findings" in the current valuation process for the *Teachers Retirement Plan* and the *Police Officers and Firefighters' Retirement Plan* (as of September 30, 2022). Questions raised by the committee will be reflected in Bolton's final valuation report.
- <u>Executive Status</u> Report: DCRB's CTO, Ram Murthy, and Director of HR, Vernon Valentine, highlighted three updates from the written report:
 - As of September 30, 2022, Crowe LLP has developed and is nearing completion of the *Procurement Procedures Manual*.
 - Following the July 15th, 2022, weekend, the *FMS (Financial Management System) version-upgrade* was successfully completed. Beginning July 18th, system users began using the new features.
 - DCRB hired a new Deputy Chief Benefits Officer and expects to extend offers to a General Counsel candidate, it's a Senior Counsel candidate and a Director of Internal Audit & Compliance candidate by the end of this month. Since mid-September 2022, three key vacancies have emerged: Communications & PR Director; Controller; and Supervisory Contracts Specialist. The agency is inprogress with plans to back-fill those positions.

- <u>Legal Services Contracts Extensions</u>: Senior Counsel, Leslie King, provided an update on the status of DCRB's three legal services contracts that will be expiring by the end of this calendar year. The contracts are with:
 - Morgan, Lewis & Bockius (MLB)—investment counsel (expires November 12, 2022)
 - Groom Law Group—fiduciary, tax, and employee benefits counsel (expires December 26, 2022); and
 - Kessler, Topaz, Meltzer and Check, LLP (KTMC)—securities litigation counsel (expires December 26, 2022).

Committee Chair Saunders then recommended to the Board that all three contracts be extended for one-year.

Motion #3: To approve a one-year extension of the legal services contract RB-13-042 with Morgan Lewis & Bockius for investment counsel from November 13, 2022, to November 12, 2023, at a not-to-exceed cost of \$730,000.00 (excluding litigation).

The motion was moved by Committee Chair Saunders and properly seconded by Trustee Harris. The motion was approved (10-0. (See Tally #3)

Tally #3			Date: Octob	Date: October 20, 2022			
Motion #3: To approve a one- Morgan Lewis & Bockius for i a not-to-exceed cost of \$730,00	nvestment	counsel from	November 13,				
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, Greggory J.							
Saunders, Nathan A.							
Weers, Adam							

Motion #4: To approve a one-year extension of the legal services contract DCRB-18-C-0033 with the Groom Law Group for fiduciary, tax, and employee benefits counsel from December 27, 2022 to December 26, 2023, at a not-to-exceed cost of \$500,000.00 (excluding litigation).

The motion was moved by Committee Chair Saunders and properly seconded by Trustee Harris. The motion was approved (10-0). (See Tally #4)

Tally #4Date: October 20, 2022

Motion #4: To approve a one-year extension of the legal services contract DCRB-18-C-0033 with the Groom Law Group for fiduciary, tax, and employee benefits counsel from December 27, 2022 to December 26, 2023, at a not-to-exceed cost of \$500,000.00 (excluding litigation).

Members	Aye	Nay/ Oppose	No Vote/	No Vote/	Absent
			Abstain	Recuse	
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, Greggory J.					
Saunders, Nathan A.					
Weers, Adam					

Motion #5: To approve a one-year extension of the legal services contract DCRB-18-C-0034 with Kessler, Topaz, Meltzer and Check, LLP for securities litigation counsel from December 27, 2022 to December 26, 2023, on a cost reimbursement contingency.

The motion was moved by Committee Chair Saunders properly seconded by Trustee Gregg. The motion was approved (10-0). (See Tally #5)

Tally #5	Date: Octob	Date: October 20, 2022			
Motion #5: To approve a one- 0034 with Kessler, Topaz, Me 27, 2022 to December 26, 202	ltzer and Ch	eck, LLP for	securities litiga	ation counsel fro	
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	\checkmark				
Grambo, Geoffrey P.					\checkmark
Gregg, Danny C.					
Harris, Tracy S.					

Pemberton, Greggory J.			
Saunders, Nathan A.			
Weers, Adam			

Trustee Saunders noted that there was an item presented and discussed at the October Operations Committee meeting about the Board's 401(a) Employee Supplemental Retirement Plan that was deferred to the next Operations Committee meeting for further information and discussion.

Trustees moved to next item on the agenda.

AUDIT COMMITTEE REPORT

Committee Chair Harris reported that the Audit Committee met on October 18, 2022 and the following items were presented:

- Interim Audit Status: The requested documents have been provided to Watson Rice and samples have been selected and the testing is moving ahead as scheduled. No potential issues have been identified by the auditors and there are no concerns related to the timeline.
- The preliminary budget to actual report as of September 30, 2022 was presented and DCRB's expenditures remain within budget and 24% of the original budget is available.
- Detailed analyses were presented related to the expected surpluses in personal and nonpersonal services, and the primary drivers for these amounts were identified and discussed.
- A review of the multi-year contracts carrying over into FY23 and beyond were also reviewed to ensure that these were properly budgeted for in the out years.
- The FY23 and FY22 budgets were reviewed vs the FY22 actuals to proactively identify areas of underspend from FY22 that need to be monitored throughout FY23.

There were no action items presented in this meeting.

The next Audit Committee meeting is scheduled for November 16, 2022.

Trustees moved to next item on the agenda.

BENEFITS COMMITTEE REPORT

Committee Chair Collins reported that the Benefits Committee did not meet this month and presented the following item:

 <u>Healthcare Open Enrollment</u> - Health plan open enrollment for 2023 Federal and District health benefits runs from Monday, November 14, 2022, through Monday, December 12, 2022. Open enrollment materials will be mailed out in early November and staff is updating the DCRB website.
Additional Open Enrollment services include:

•Online forms for both Federal and District health benefits programs.

•Pre-populated health insurance enrollment forms with static information (i.e., event code and effective date).

•Voiceover online video online for completing forms.

•Posting of a possible healthcare premium calculator (for DC plans only).

•Staffing of DCRB dedicated teams for form review, communications, and processing of forms; and

•Exploring partnerships with the District's Department of Employment Services to utilize their Senior Community Service Employment Program so we can employ auxiliary calltakers in anticipation of higher call volumes in the next 3 months.

- <u>Annual Estimated Benefits Statements</u> For2023, DCRB is exploring the option of delivering the annual Estimated Benefits Statements via active Plan members' PeopleSoft portal
- Summary Plan Description (SPD) Update 2022 DCRB's legal review is in process.
- <u>Purchase of Service Calculator</u> We are in the final stages of beta testing an online calculator for purchase of service for Police & Fire retirement tier changes.
- <u>Actuarial Valuation</u> Bolton is still on schedule for production of the fall 2022 valuation. The final valuation results will be provided to the Board in November or December after additional end of fiscal year data is received from our Finance and Investment departments.
- <u>Community of Interests</u> The Benefits Department has developed a tentative schedule to resume in-person community of interest meetings to tackle operational retirement Plan issues.
- <u>Fall Newsletter Communications</u> The Benefits team is working with our Sr. Communications Specialist, Joan Passerino, to include information regarding Open Enrollment, the onsite member services drop-box, how to contact/set appointments with member services, and the promotion of the annuitant self-service portal.
- <u>Retirement Operations</u> Since our last meeting, the Benefits Department has begun using "conditional approvals", subject to final legal approval, in order to reduce the number of days lapsed before a new retiree receives their first pension payment. This new approval process is based on using certified data from the agencies plus the minimum and service requirements needed to retire a member and pass audit tests.

Last month, the Benefits Department conditionally approved 7 new retirement cases for the October 1, 2022 payment. This process avoided any additional delay in the members' first annuity payment as we wait for final forms from the member or agency to complete their retirement record. Other DCRB controlled options that we are also utilizing are off-cycle (mid-month) payments. For example, for the September 1st payment, we issued 8 off-cycle checks so annuitants could receive quicker payments.

<u>Operating Statistics – Retirement Services Case Processing</u>

Based on operating statistics for August 1 through October 1 payments. the workdays to process a retirement benefit payment are below the 60-day turnaround from the time we get the HR or Retirement packet until the benefit was paid for all groups.

Trustees moved to next item on the agenda.

LEGISLATIVE COMMITTEE REPORT

Committee Chair Blanchard reported that the Legislative Committee did not meet this month and presented the following item:

DC L24-0166, "Fiscal Year 2023 Local Budget Act of 2022".

The following expenditure levels were approved and adopted as the local portion of the budget of the DC Government for fiscal year ending September 30, 2023:

• From the General Fund of DC: \$77,508,000 to the Police Officers' and Firefighters' Retirement System and \$47,835,000 to the Teachers' Retirement System.

• From the Earnings of the Police & Fire and Teachers' Retirement Funds: \$42,778,952 to DCRB to pay legal, management, investment, and other fees and administrative expenses.

Trustees moved to the next item on the agenda.

Chair Bress made the following motion to close the public session of the meeting at 2:35 p.m.

<u>Motion #6</u>: 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 Trustee Clark properly seconded by Trustee Pemberton The motion was approved (9-0). (See Tally #6)

Tally #6			Date: Octob	Date: October 20, 2022		
Motion #6: To enter closed s 909.05(e) and 2-575(b)(10).	ession to dis	scuss personr	el matters purs	uant to D.C. Co	ode §§ 1-	
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, Greggory J.						
Saunders, Nathan A.						
Weers, Adam						

Closed Session: From 2:35 p.m. to 4:14 p.m.

Motion #7: To return to open session at 4:14 p.m.

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

The motion was approved (8-0). *(See Tally #7)*

Tally #7			Date: October 20, 2022			
Motion #7 To return to open	session at 4	4:14 p.m.				
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent	
Bress, Joseph M., Chair	1		Austain	Recuse		
Blanchard, Lyle M.						
Clark, Joseph W.						
Collins, Mary A.						
Finelli, Christopher						
Grambo, Geoffrey P.					\checkmark	
Gregg, Danny C.					\checkmark	
Harris, Tracy S.						
Pemberton, Greggory 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 #8: To adjourn the meeting at 4:15 p.m.

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

Tally #8			Date: Octob	Date: October 20, 2022		
Motion #8 To adjourn the mee	ting at 4:1:	5 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.			\checkmark
Harris, Tracy S.	\checkmark		
Pemberton, Greggory J.	\checkmark		
Saunders, Nathan A.			
Weers, Adam			