



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

MEMBERS PRESENT

Joseph W. Clark, Chair
Lyle M. Blanchard
Joseph M. Bress
Mary A. Collins
Geoffrey P. Grambo
Danny C. Gregg
Tracy S. Harris
Nathan A. Saunders (joined at 2:21p.m.)
Greggory Pemberton
Adam Weers
Carmen Pigler, Ex officio

DCRB STAFF PRESENT

Gianpiero “JP” Balestrieri, Executive Director
Betty Ann Kane
Ram Murthy
Patrick Sahn
Munetsi Musara
Daniel Hernandez
Vernon Valentine
Darrell Pressley
Leslie King
Lori Morgan
Jacqueline Oliver
Johniece Harris

MEMBER NOT PRESENT

OTHERS PRESENT

Gar Chung, Financial News
Kevin Baload, Journalist with Intelligence

ROLL CALL

Chair Joseph Clark called the meeting to order at 1:05 p.m. and Ms. Johniece Harris called the roll.

APPROVAL OF MINUTES

Chair Joseph Clark introduced motions to approve the open session Board meeting minutes.

Motion #1: To approve the December 16, 2021, open session Board meeting minutes.

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

Tally #1			Date: January 20, 2022		
Motion #1: To approve the December 16, 2021, open session Board meeting minutes.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.					√
Weers, Adam	√				

Motion #2: To approve the January 14, 2022, open session Special Board meeting minutes.

The motion was moved by Trustee Tracy Harris and properly seconded by Trustee Geoffrey Grambo. The motion was approved by unanimous vote (9-0). (See Tally #2)

Tally #2			Date: January 20, 2022		
Motion #2: To approve the January 14, 2022, open session Special Board meeting minutes.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.					√
Weers, Adam	√				

CHAIR’S REPORT

Chair Joseph Clark stated that there is no written report. He then gave an oral presentation to the Trustees commenting on the following topics:

- The operational excellence being achieved by the staff and Trustees.
- That an acknowledgement of former Trustee Jan Adams will be held at a later date.

- The publication of the Certification of the winner of the election for the Retired Teacher Trustee in the DC Register.
- The Trustee conference and training listing is available for viewing by Trustees in the Diligent Board book.
- The open Board meeting dates are in the Board book materials for review.

Trustee Mary Collins stated that there are several organizational memberships DCRB holds that have conferences beneficial for the Trustees to attend.

Chair Clark concluded his report and moved to the next item on the agenda.

EXECUTIVE DIRECTOR’S REPORT

Executive Director Gianpiero “JP” Balestrieri gave an oral presentation to the Trustees on the following topics:

- The Executive Director stated he wanted to focus on the hiring efforts in different areas of need in the agency. Benefits has hired several Member Services Representatives in January. IT has hired a Senior IT Specialist and Investments has hired a Senior Investment Strategist. Also, two pending hires are set to start in February: a Retirement Services Supervisor and a Senior Contract Specialists in the new Procurement Office. The agency is still reviewing applications to fill seven key vacancies.
 - The Legal department will also be filling various positions to include: a Senior Counsel, a Junior Counsel, and an Investment Funds Attorney.
 - Funston Auditor Vendor services will commence at the beginning of the 2nd quarter of FY22.
 - DCRB is looking to hire an Internal Auditor to conduct overall corporate governance and compliance and focus on policies and procedures needed for various departments. The Internal Auditor will conduct reviews of informed consent and approvals for Trustees and Committees. The agency also needs to create policies that clarify the duties of agency Officers, from staff to Trustees.
- The Executive Director discussed the importance of guiding current employees in a career path and empowering the Executive Administrative employees. He then announced the following promotions and reassignments within the agency:
 - Deborah Reaves will be focusing full-time on the Management of Office Operations while supporting the Executive team and working on Special Projects.
 - Johniece Harris was promoted to serve as the Executive Administrator/Board Liaison.
 - Denice McSears was promoted to serve as the Operations Administrator, while supporting the Procurement department.
 - Nina Bridgers position was expanded to include additional duties and

Special Projects under management leadership.

Chair Clark added that the Board is committed to diversity, equity, and inclusion and clear career pathways.

Trustee Collins asked the Executive Director for a status update on the hiring of the Internal Auditor. The Executive Director responded that that Funston Auditors will begin conducting a review of DCRB internal operations in the 2nd quarter of this year.

The Executive Director concluded his report and moved to the next item on the agenda.

GENERAL COUNSEL REPORT

Acting General Counsel Leslie King gave an oral presentation to the Trustees on the following topics:

- DCRB is required in January of each year to submit a FOIA report to the District Government. For FY2021, DCRB had 16 FOIA requests, which were mostly investment related.
- Status of three benefits lawsuits in litigation.

Ms. King concluded her written report and Trustees moved to the next item on the agenda.

INVESTMENT COMMITTEE REPORT

Committee Chair Bress stated that the Investment Committee met on Thursday, January 20, 2022. The official actions taken at this meeting are presented below for ratification by the full Board.

The next Investment Committee meeting will be held on March 17, 2022.

Motion #3: To approve an initial investment of up to \$250 million in Earnest Partners, LLC, Small/Mid Cap Core Equity strategy, subject to legal review and further due diligence.

The motion was moved by Committee Chair Bress and properly seconded by Trustee Adam Weers. The motion was approved by unanimous vote (9-0). *(See Tally #3)*

Tally #3:		Date: January 20, 2022			
<u>Motion #3:</u> To approve an initial investment of up to \$250 million in Earnest Partners, LLC, Small/Mid Cap Core Equity strategy, subject to legal review and further due diligence.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
Grambo, Geoffrey P.	√				

Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.					√
Weers, Adam	√				

Motion #4: To approve the 2022 Private Markets Commitment Budget as proposed in Meketa’s January 10, 2022, memo.

The motion was moved by Committee Chair Bress and properly seconded by Trustee Adam Weers. The motion was approved by unanimous vote (9–0). (See Tally #4)

Tally #4:			Date: January 20, 2022		
Motion #4: To approve the 2022 Private Markets Commitment Budget as proposed in Meketa’s January 10, 2022, memo.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.					√
Weers, Adam	√				

Motion #5: To approve a commitment of up to \$75 million to Turning Rock Fund II, a U.S. private debt fund, subject to legal review and further due diligence.

The motion was moved by Committee Chair Bress and properly seconded by Trustee Danny Gregg. The motion was approved. (9-0). (See Tally #5)

Tally #5:			Date: January 20, 2022		
Motion #5: To approve a commitment of up to \$75 million to Turning Rock Fund II, a U.S. private debt fund, subject to legal review and further due diligence.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
Grambo, Geoffrey P.	√				

Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.					√
Weers, Adam	√				

Motion #6: To approve a re-commitment of up to £75 million (~\$ 100 million) to Epiris Fund III, a UK-focused buyout fund, subject to legal review and further due diligence.

The motion was moved by Committee Chair Bress and properly seconded by Trustee Adam Weers. The motion was approved (8-1). (See Tally #6)

Tally #6:		Date: January 20, 2022			
Motion #6: To approve a re-commitment of up to £75 million (~\$ 100 million) to Epiris Fund III, a UK-focused buyout fund, subject to legal review and further due diligence.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.		√			
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.					√
Weers, Adam	√				

Motion #7: To approve a re-commitment of up to \$75 million to Updata Partners VII, a U.S. growth equity fund, subject to legal review and further due diligence.

The motion was moved by Committee Chair Bress and properly seconded by Trustee Tracy Harris. The motion was unanimously approved (9-0). (See Tally #7)

Tally #7:		Date: January 20, 2022			
Motion #7: To approve a re-commitment of up to \$75 million to Updata Partners VII, a U. S. growth equity fund, subject to legal review and further due diligence.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
Grambo, Geoffrey P.	√				

Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.					√
Weers, Adam	√				

Committee Chair Bress concluded his written report and Trustees moved to the next item on the agenda.

OPERATIONS COMMITTEE REPORT

Chair Clark stated the Operations Committee did not meet this month.

The next Operations Committee has not been scheduled yet.

Chair Clark concluded the written report and moved to next item on the agenda.

AUDIT COMMITTEE REPORT

The Audit Committee met January 18, 2022. Committee Chair Harris gave an oral presentation to the Trustees on the following topics:

- The next Audit committee meeting will be on February 11, 2022.
- The FY21 Financial Report with Independent Auditor’s Opinion prepared by DCRB’s Independent Auditor Watson Rice LLC.
- The FY21 Compliance Report under Government Audit Standards prepared by DCRB’s Independent Auditor Watson Rice LLC.
- Watson Rice LLP’s overview of their treatment of a claim filed against DCRB subsequent to the FY21 financial statements.
- The DCRB budget vs. DCRB actual report as of December 31, 2021
 - No unusual activity was reported
- The recommendation from the Audit Committee to the Board to extend the service dates for the Iron Mountain Information Management LLC ratification, which was approved by the Board on July 15, 2021, to include the period October 1, 2021, to April 30, 2022.
-

Committee Chair Harris introduced a motion to extend the service dates to the settlement by ratification to Iron Mountain Information Management LLC.

Motion #8: To approve including the cost of services for the period October 1, 2021, to April 30, 2022, to the settlement by ratification of the estimated outstanding balance due to Iron Mountain Information Management LLC and to include the additional time required to finalize and execute a new contract.

The motion was moved by Committee Chair Harris and properly seconded by Trustee Collins. The motion was unanimously approved (9-0). (See Tally #8)

Tally #8:			Date: January 20, 2022		
Motion #8: To approve including the cost of services for the period October 1, 2021, to April 30, 2022, to the settlement by ratification of the estimated outstanding balance due to Iron Mountain Information Management LLC and to include the additional time required to finalize and execute a new contract.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.					√
Weers, Adam	√				

Committee Chair Harris concluded her written report and Trustees moved to the next item on the agenda.

BENEFITS COMMITTEE REPORT

Chair Clark referred the Trustees to the written report provided in the Diligent Board book. The next Benefits Committee will be held on February 15, 2022.

Committee Chair Collins thanked DCRB’s Pension Administrator Daniel Hernandez and his team for putting the Benefits report together. She noted there are some issues with the healthcare enrollment and that she has received several calls from teachers about this. Trustee Collins also requested that all issues and inquiries about healthcare enrollment should be directed to Mr. Hernandez who can address them appropriately.

Daniel Hernandez and Jackie Oliver, DCRB Member Services Manager, provided a brief overview of the work done in the Benefits department and by Member Services.

Chair Clark encouraged the Member Services unit to be diligent with handling the wait and hold time for calls coming into the Member Services call center.

Committee Chair Collins concluded her written report and Trustees moved to next item on the agenda.

LEGISLATIVE COMMITTEE REPORT

Committee Chair Lyle Blanchard referred the Trustees to the written report provided in the Diligent Board book and acknowledged Leslie King and Betty Ann Kane for completing the Procurement regulations through the approval process.

Committee Chair Blanchard noted that the budget hearing schedule is in draft and will probably be announced in February.

Chair Clark asked for staff to start working on the questions presented from prior performance and budget hearings, so we can be well prepared to answer the questions.

Trustee Collins requested that all the Trustees receive a copy of the questions and responses DCRB submits to the oversight committee.

Committee Chair Blanchard concluded his written report and Trustees moved to next item on the agenda.

Chair Clark stated that the election of Board Officers would be moved to the February meeting, except for the vacancy created by Trustee Edward Smith’s retirement in December 2021. With the retirement of Edward Smith, an active firefighter, the Board of Trustees’ Vice-Chair/Secretary position needs to be filled.

Chair Clark called for nominations to fill the Vice Chair/Secretary position.

Trustee Bress nominated Trustee Danny Gregg.

Chair Clark introduced a motion to nominate Trustee Danny Gregg to fill the position as Vice-Chair/Secretary of the Board.

Motion #9: To close the nominations and add Trustee Danny Gregg to the ballot as nominee for the position of Vice-Chair/Secretary of the Board of Trustees.

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

Tally #9:			Date: January 20, 2022		
Motion #9: To close the nominations and add Trustee Danny Gregg to the ballot as nominee for the position of Vice-Chair/Secretary of the Board.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.				√	
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.					√
Weers, Adam	√				

Chair Clark made the following motion to close the meeting at 2:06 p.m.

Motion #10: Pursuant to DC Code§2-575(B)(4)(A)), to close the Board meeting to consult with an attorney for legal advice and preserve the attorney-client privilege.

The motion was moved by Chair Clark and properly seconded by Trustee Joseph Bress. The motion was unanimously approved (9-0). (See Tally #10)

Tally #10:			Date: January 20, 2022		
Motion #10: Pursuant to DC Code§2-575(B)(4)(A)), to close the Board meeting to consult with an attorney for legal advice and preserve the attorney-client privilege.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.					√
Weers, Adam	√				

Closed Session: From 2:06 p.m. to 3:11 p.m.

Motion #11: To return to open session at 3:12 p.m.

The motion was moved by Trustee Collins and properly seconded by Trustee Geoffrey Grambo.

The motion was unanimously approved (10-0). (See Tally #11)

Tally #11:			Date: January 20, 2022		
Motion #11: To return to open session at 3:12 p.m.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
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 Clark then introduced a motion to adjourn the meeting.

Motion #12: To adjourn the meeting at 3:13 p.m.

The motion was moved by Trustee Bress and properly seconded by Trustee Collins.

The motion was unanimously approved (10-0). *(See Tally #12)*

Tally #12:			Date: January 20, 2022		
Motion #12: To adjourn the meeting at 3:13 p.m.					
Members	Aye	Nay/ Oppose	No Vote/ Abstain	No Vote/ Recuse	Absent
Clark, Joseph W., Chair	√				
Blanchard, Lyle M.	√				
Bress, Joseph M.	√				
Collins, Mary A.	√				
Grambo, Geoffrey P.	√				
Gregg, Danny C.	√				
Harris, Tracy S.	√				
Pemberton, Gregory J.	√				
Saunders, Nathan A.	√				
Weers, Adam	√				