

MAINE PUBLIC EMPLOYEES RETIREMENT SYSTEM

Minutes

Board of Trustees
Board Meeting
April 13, 2023

MainePERS
Augusta
9:00 a.m.

The Board of Trustees met at MainePERS, 139 Capitol Street, Augusta, ME 04332 at 9:00 a.m. on April 13, 2023. Brian Noyes, Chair, presided. Other Trustees participating were: Dick Metivier, Vice Chair; Henry Beck, State Treasurer; John Beliveau; Shirrin Blaisdell; Mark Brunton; John Kimball; and Ken Williams. Joining the Trustees were Dr. Rebecca Wyke, Chief Executive Officer; Michael Colleran, Chief Operating Officer and General Counsel; Sherry Vandrell, Chief Financial Officer; Monica Gorman, Secretary to the Board of Trustees; and Betsy Stivers, Assistant Attorney General and Board Counsel. The Board also was joined for select portions of the meeting by James Bennett, Chief Investment Officer; Zackery McGuire, Deputy Chief Investment Officer; Kathy Morin, Director of Actuarial and Legislative Affairs; Shelley O'Brian, Assistant Director of Member Services for Retirement Services; Brian McDonnell, Cambridge Associates; Tom Lynch and George Bumeder, Cliffwater; William Greenwood, Mark White, and Jennifer Yeung, Albourne; and Amy McDuffee, Mosaic Governance Advisors.

Brian Noyes called the meeting to order at 9:00 a.m. John Beliveau and Mark Brunton participated through video remote access pursuant to 1 M.R.S. § 403-B, having been excused from in-person attendance by the Board Chair. All other Trustees were physically present.

CONSIDERATION OF THE CONSENT CALENDAR

The Chair called for consideration of the Consent Calendar. The action items on the Consent Calendar were:

- Minutes of February 9, 2023, and
- Decision, T.E. Appeal

- Action. Dick Metivier made the motion, seconded by Shirrin Blaisdell, to approve the Consent Calendar. Voted unanimously by eight Trustees (Beck, Beliveau, Blaisdell, Brunton, Kimball, Metivier, Noyes, and Williams).

CEO REPORT

Congratulations

Dr. Rebecca Wyke congratulated Sherry Vandrell on her promotion to Chief Financial Officer.

FY24 Budget

Dr. Rebecca Wyke provided an overview of the draft FY24 budget, which was developed to address the priorities reflected in the goals of the strategic plan.

Succession Planning

Michael Colleran shared a presentation on the System's succession planning efforts, which is an objective in the strategic plan. Michael answered questions from the Trustees.

PRIVATE MARKET UPDATE

- **Action.** John Kimball made the motion, seconded by Ken Williams, to enter into executive session pursuant to 1 M.R.S. §405(6)(F); 5 M.R.S. §17057(4) to discuss private market investment information contained in non-public documents. Voted unanimously by eight Trustees (Beck, Beliveau, Blaisdell, Brunton, Kimball, Metivier, Noyes, and Williams).

The Board moved out of executive session.

PRIVATE MARKETS REVIEW

Private Markets Activity

Zack McGuire reviewed the table of private market funds and co-investments that had closed during the past 12 months. Zack shared the next manager meeting is scheduled for Tuesday, April 25, 2023, in Portland, with presentations by Sprott Private Resource Streaming and Royalty Annex at 9:00 a.m.; Ares Senior Direct Lending Fund III at 10:00 a.m.; and, Redwood Master Fund at 11:15 a.m.

Co-Investment Additional Reporting

Zack McGuire provided the Trustees with an update on the co-investment program and additional reporting for the period ending December 31, 2022. Zack answered questions from the Trustees.

Private Markets Leverage Environment

Jim Bennett, Brian McDonnell, Tom Lynch, George Bumedder, and Will Greenwood discussed the recent events in the banking industry with the Trustees. They answered questions from the Trustees.

INVESTMENT EDUCATION

Mark White, Albourne, led a presentation with the Trustees that provided an in-depth review of the Infrastructure asset class. Mark answered questions from the Trustees.

INVESTMENT REVIEW

Investment Monthly Review

Jim Bennett reported that as of March 31st, the MainePERS fund had a preliminary market value of \$18.4 billion, the preliminary return for the month was 0.9%, and the preliminary calendar year-to-date return was 2.2%.

Liquidity Portfolio Review

Jim Bennett provided a review of the liquidity portfolio. Jim reviewed the portfolio and discussed the program's rationale, guidelines, implementation, monitoring, and outcomes. Jim answered questions from the Trustees and noted that additional details concerning program implementation would be provided at a subsequent meeting.

FIDUCIARY DUTY EDUCATION

Amy McDuffee, Mosaic Governance Advisors, facilitated the Trustees' annual fiduciary duty education.

MEMBER SERVICES, FINANCE, AND OPERATIONS REPORT

Michael Collieran reported that all required minimum distributions were processed by the April 1st deadline. He thanked all those involved in making this process go smoothly.

Sherry Vandrell shared the Employer Reporting Unit continues to work with employers in submitting the defined benefit payrolls on time. She stated five audits were opened and three were completed for the month of March.

Shelley O'Brien shared Focus Fridays began on April 7th in an effort to speed processing of member service requests. Shelley stated communication regarding this temporary change in public business hours occurred throughout the month of March. She shared that metrics tracking will be added to the Operations Report starting in May.

Shelley stated the one-time 1% State and Teacher COLA will be included in the April 2023 payroll. She shared RFP's and RFI's have been issued to begin the upgrade to the current line of business software. Shelley shared the online benefit estimator continues to receive a number of views per week. She also stated member education sessions are being scheduled for new and mid-career members. Shelley shared an RFP has been done to solicit proposals for a third party administrator for the group life insurance program.

LEGISLATIVE UPDATE

Kathy Morin provided an update on the status of legislative bills. Kathy shared a number of public hearings have been scheduled as well as confirmation hearings for two of the Trustees. She reported that work continues on a number of special plan bills.

LITIGATION UPDATE

- Action. Dick Metivier made the motion, seconded by Henry Beck, to enter into executive session pursuant to 1 M.R.S. §405(6)(E) to consult with counsel regarding legal rights and duties. Voted unanimously by eight Trustees (Beck, Beliveau, Blaisdell, Brunton, Kimball, Metivier, Noyes, and Williams).

Henry Beck left the meeting at 12:20 p.m.

The Board moved out of executive session.

ADJOURNMENT

- Action. Shirrin Blaisdell made a motion, seconded by John Kimball, to adjourn the April Board of Trustees meeting. Voted unanimously by seven Trustees (Beliveau, Blaisdell, Brunton, Kimball, Metivier, Noyes, and Williams).

The meeting adjourned at approximately 12:30 p.m.

5/11/23
Date Approved by the Board



Dr. Rebecca M. Wyke, Chief Executive Officer
5/11/23

Date Signed