

# MAINE PUBLIC EMPLOYEES RETIREMENT SYSTEM

## Minutes

Board of Trustees  
Board Meeting  
December 14, 2023

MainePERS  
Portland  
9:00 a.m.

*The Board of Trustees met at MainePERS, 139 Capitol Street, Augusta, ME 04330 at 9:00 a.m. on December 14, 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; James Bennett, Chief Investment Officer; Sherry Vandrell, Chief Financial Officer; Chip Gavin, Chief Services 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 Mara McGowen, Assistant Director of Member Services; Stephanie Whitney, Disability Retirement Business Leader; Brian McDonnell, Cambridge Associates; Tom Lynch and George Bumeder, Cliffwater; and William Greenwood, Albourne.*

Brian Noyes called the meeting to order at 9:00 a.m.

### **CONSIDERATION OF THE CONSENT CALENDAR**

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

- Minutes of November 9, 2023
- Decision, R.Z. Appeal
  
- Action. Dick Metivier made the motion, seconded by Shirrin Blaisdell, to approve the Consent Calendar. Voted by seven Trustees in approval (Beck, Blaisdell, Brunton, Metivier, Noyes, and Williams) and one abstention (Kimball).

### **RULEMAKING**

#### **Public Hearing on Proposed Amended Rule Chapter 803**

Michael Colleran summarized the proposed amendments of Rule Chapter 803 (a one-time, non-cumulative cost of living payment in the amount of 0.5% for PLD Consolidated Plan retirees and removal of special plan 4N as an option effective February 1, 2024).

Brian Noyes reviewed the process for in-person and virtual attendees from the public to participate and comment during the public hearing on the proposed amendments. There were no public comments offered during the hearing.

Brian Noyes stated written public comments may be submitted until 4:00 p.m. on December 26, 2023.

## **PRIVATE MARKETS ACTION**

### **Wynnchurch Capital Partners VI**

- **Action.** Dick Metivier made the motion, seconded by Henry Beck, that MainePERS make a commitment of up to \$40 million to Wynnchurch Capital Partners VI, subject to final due diligence, legal review and negotiations, and authorize the Chief Executive Officer, Chief Investment Officer, and General Counsel as signatories to execute documents in connection with this commitment. Unanimously voted by eight Trustees (Beck, Beliveau, Blaisdell, Brunton, Kimball, Metivier, Noyes, and Williams).

### **Bain Capital Real Estate III**

- **Action.** Shirrin Blaisdell made the motion, seconded by Mark Brunton, that MainePERS make a commitment of up to \$35 million to Bain Capital Real Estate III, subject to final due diligence, legal review and negotiations, and authorize the Chief Executive Officer, Chief Investment Officer, and General Counsel as signatories to execute documents in connection with this commitment. Unanimously voted by eight Trustees (Beck, Beliveau, Blaisdell, Brunton, Kimball, Metivier, Noyes, and Williams).

## **PRIVATE MARKET REVIEW**

### **Private Market Activity**

Jim Bennett reviewed the table of private market funds and co-investments that had closed during the past 12 months. Jim stated there are no manager meetings for December.

## **INVESTMENT REVIEW**

### **Investment Monthly Review**

Jim Bennett reported that as of November 30, 2023 the MainePERS fund had a preliminary market value of \$18.8 billion, the preliminary return for the month was 2.6%, and the preliminary calendar year-to-date return was 6.0%.

## **QUARTERLY INVESTMENT EDUCATION**

### **Pacing Private Market Investments**

Jim Bennett made a presentation on private market commitment pacing. The presentation reviewed the methodology used for developing private market pacing plans and capital budgeting. Jim answered questions from the Trustees.

## **DIVESTMENT REPORT**

Dr. Rebecca Wyke provided the Trustees with an overview of the annual Divestment Report required by the Legislature by January 1, 2024. Jim Bennett shared a presentation with the Trustees covering the System's exposures to fossil fuel and for-profit prison investments as of June 30, 2023. Dr. Wyke and Jim answered questions from the Trustees.

## **ENVIRONMENTAL, SOCIAL, AND GOVERNANCE FACTORS**

### **Review of Board Policy 2.6 - ESG**

Dr. Rebecca Wyke and Jim Bennett shared and discussed the 2023 ESG Report, which highlights ESG-related aspects of various public and private investments. Dr. Wyke stated the ESG report includes Board Policy 2.6, which Jim and the Investment Team have reviewed and recommend no changes.

## **MAINESTART QUARTERLY REPORT**

Michael Colleran shared the MaineSTART Quarterly Review for the quarter ending 9/30/2023. Michael reviewed the number of participants, market value, participation and value, and investment fees associated with the MaineSTART Program with the Trustees. Michael, Dr. Wyke, and Chip Gavin answered questions from the Trustees.

## **MEMBER SERVICES, FINANCE, AND OPERATIONS REPORT**

Chip Gavin shared the special one-time COLA for state-sponsored plans was included with the November payroll. Chip stated registrations continue to increase on the Member Portal. He updated the Trustees on the Pension Administration System (PAS) Project. Chip also shared Member Services staffing continues to improve.

Sherry Vandrell reported that one of the two employers who had fallen behind in reporting is now current. She stated a third employer has fallen behind due to staffing and payroll upgrades.

Michael Colleran stated there have been no employee terminations since July. He shared that Rebecca Grant will be retiring after 33 years of service at the end of the month and Lynn Clark has been promoted to Director of Human Resources and Administration.

## **CEO REPORT**

### **Disability Retirement Services Compassionate Allowance List**

Dr. Rebecca Wyke shared with the Trustees that effective January 1, 2024, MainePERS will use the Social Security Administration's (SSA) compassionate allowance list for expedited processing for disability retirement. Dr. Wyke introduced Mara McGowen, Assistant Director of Member Services and Stephanie Whitney, Disability Retirement Business Leader, who provided an overview of the new process. Mara and Stephanie discussed and answered questions from the Trustees.

### **Appeals Program**

Michael Colleran provided an overview of the Appeals Program. He reviewed the process that occurs prior to the decisions being brought before the Board for consideration. Michael answered questions from the Trustees.

Dr. Rebecca Wyke congratulated Rebecca Grant on her 33 years of service to MainePERS. Dr. Wyke and the Board thanked Rebecca for her dedication and wished her well in her retirement.

**CHIEF EXECUTIVE OFFICER COMPENSATION**

- Action. Ken Williams made the motion, seconded by John Kimball to enter into executive session pursuant to 1 M.R.S. §405(6)(A) to discuss compensation of an employee. Unanimously voted by eight Trustees (Beck, Beliveau, Blaisdell, Brunton, Kimball, Metivier, Noyes, and Williams).

*The Board moved out of executive session.*

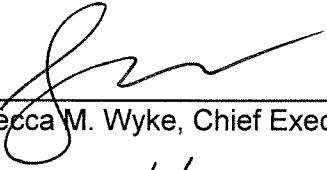
- Action. Ken Williams made the motion, seconded by Mark Brunton, that the Board authorize porting of the Chief Executive Officer's service credit from the State/Teacher Plan to the PLD Consolidated Plan in the amount of \$20,000 in recognition of the Chief Executive Officer's performance; authorize porting of an additional amount effective January 1, 2024 equal to 3% of the Chief Executive Officer's annual salary as a cost of living adjustment to her compensation; and authorize the Chief Operating Officer and General Counsel and Chief Financial Officer to sign any documents related to effecting this action. Unanimously voted by eight Trustees (Beck, Beliveau, Blaisdell, Brunton, Kimball, Metivier, Noyes, and Williams).

**ADJOURNMENT**

- Action. Ken Williams made the motion, seconded by Mark Brunton to adjourn the December meeting of the Board of Trustees. Unanimously voted by eight Trustees (Beck, Beliveau, Blaisdell, Brunton, Kimball, Metivier, Noyes, and Williams).

The meeting adjourned at approximately 12:40 p.m.

1/11/24  
Date Approved by the Board

  
Dr. Rebecca M. Wyke, Chief Executive Officer  
11/11/24  
Date Signed