

# MAINE PUBLIC EMPLOYEES RETIREMENT SYSTEM

## Minutes

Board of Trustees  
Board Meeting  
September 12, 2024

MainePERS  
Augusta  
9:00 a.m.

*The Board of Trustees met at MainePERS, 139 Capitol Street, Augusta, ME 04330 at 9:00 a.m. on September 12, 2024. Brian Noyes, Chair, presided. Other Trustees participating were: Dick Metivier, Vice Chair; Henry Beck, State Treasurer; John Beliveau; Shirrin Blaisdell; Nate Burnett; Kirk Duplessis; and John Kimball. 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; Scott Lupkas, Deputy Chief Investment 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 William Proom, Managing Director; Stuart Cameron, Cambridge Associates; Mark White, Sean Crawford, and Will Greenwood, Albourne; and Tom Lynch and George Bumeder, Cliffwater.*

Brian Noyes called the meeting to order at 9:00 a.m. Henry Beck participated through video remote access pursuant to 1 M.R.S. § 403-B, having been excused from in-person attendance. All other Trustees were in-person.

### **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 August 8, 2024
- Action. Dick Metivier made the motion, seconded by Nate Burnett, to approve the Consent Calendar. Unanimously voted in favor by seven Trustees (Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, and Noyes).

*Henry Beck joined the meeting at 9:05.*

### **PRIVATE MARKETS ACTION**

#### **ShoreView Capital Partners V**

Scott Lupkas presented the Investment Team's recommendation and reported that the Investment Team believes that a commitment to ShoreView Capital Partners V is unlikely to involve any investment in stocks, securities, or other obligations of fossil fuel or for-profit prison companies.

- Action. Shirrin Blaisdell made the motion, seconded by Dick Metivier, that MainePERS make a commitment of up to \$25 million to ShoreView Capital Partners V, subject to final due diligence, legal review and negotiations, and authorize the Board authorize the Chief Executive Officer, Chief Investment Officer, and General Counsel as signatories to execute the documents in connection with this commitment. Unanimously voted in favor by eight Trustees (Beck, Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, and Noyes).

## **Summit Partners Growth Equity Fund XII**

Scott Lupkas presented the Investment Team's recommendation and reported that the Investment Team believes that a commitment to Summit Partners Growth Equity Fund XII is unlikely to involve any investment in stocks, securities, or other obligations of fossil fuel or for-profit prison companies.

- **Action.** Nate Burnett made the motion, seconded by John Beliveau, that MainePERS make a commitment of up to \$25 million to Summit Partners Growth Equity Fund XII, subject to final due diligence, legal review and negotiations, and authorize the Board authorize the Chief Executive Officer, Chief Investment Officer, and General Counsel as signatories to execute the documents in connection with this commitment. Unanimously voted in favor by eight Trustees (Beck, Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, and Noyes).

## **INVESTMENT REVIEW**

### **Investment Monthly Review**

Jim Bennett reported that as of August 31, 2024, the MainePERS fund had a preliminary market value of \$20.0 billion, the preliminary return for the month was 0.9%, and the preliminary calendar year-to-date return was 6.0%.

## **PRIVATE MARKETS REVIEW**

### **Private Markets Activity**

Scott Lupkas reviewed the table of private market funds and co-investments that had closed during the past 12 months. Scott shared the next manager meeting is scheduled for Tuesday, September 24, 2024, in Portland, with presentations by Farallon Capital Management at 10:00 a.m. and Bridgewater Associates at 11:15 a.m.

## **QUARTERLY INVESTMENT EDUCATION**

Mark White made a presentation on the energy transition, including the history of energy transitions, the evolving demand for energy, and potential market opportunities related to the current energy transition. Mark answered questions from the Trustees.

## **MaineSTART**

### **Cambridge Review**

Stuart Cameron presented Cambridge's update and review of the defined contribution program's investment options with the Trustees. Stuart answered questions from the Trustees.

### **Quarterly Report**

Michael Colleran presented the MaineSTART Quarterly Review for the quarter ending 6/30/24.

## **RULEMAKING**

### **Repeal and Replace of Rule Chapter 201**

Michael Colleran summarized the proposed repeal and replacement of Rule Chapter 201, the rulemaking process, and the staff's recommendation.

- **Action.** Nate Burnett made the motion, seconded by Kirk Duplessis that the Board repeal and replace Rule Chapter 201 and adopt the replacement rule's basis statement. Unanimously in favor by eight Trustees (Beck, Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, and Noyes).

## **CEO REPORT**

### **Board Education**

Dr. Rebecca Wyke shared with the Trustees the Board Education Plan for 2024-2025. She stated one of the outcomes from the Board's self-evaluation was to have their Value Statement at the forefront. Dr. Wyke stated the statement will be the first item in the agenda going forward.

### **Low Carbon Target Index Investments**

Jim Bennett shared a presentation reviewing the MSCI Low Carbon Target (LCT) Index. Jim described the methodology used to construct the index and presented statistics comparing the index's performance relative to the overall market and to MainePERS' Public Equity asset class. Jim discussed how MainePERS' current investment strategy of holding the overall market remained the optimal approach for the System's public equity investments as it provides diversification, cost, and other benefits relative to the LCT. Jim and Stuart Cameron from Cambridge answered Trustee questions.

### **Risk Management**

Michael Colleran shared the annual report of the Enterprise Risk Management Program with the Trustees. Michael highlighted the top risks, the mitigation steps in place, and additional mitigation steps that are planned. Michael answered questions from the Trustees.

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

Chip Gavin shared the PAS project is on track with a decision planned for this fall. Chip stated a mission moment presentation will be provided to the Trustees at a future meeting that will show approaches we have implemented to reduce the preliminary to final benefit processing time.

Sherry Vandrell reported an increase of eight employer accounts being fully reconciled. She also stated the transition of the Group Life Insurance invoice reconciliation from Survivor Services to Employer Reporting has been completed. Sherry shared audited financial statements will be presented to the Board next month.

Michael Colleran shared that IT completed the email migration to O365, installed modernized Exagrid back-up hardware, and filled the new Project Manager position. He stated Facilities has completed the first of two phases of work space reconfigurations. Michael reported 18 proposals were received in response to the RFP for securities litigation and monitoring services. He stated negotiations on collective bargaining agreements with the three units has begun.

### LITIGATION UPDATE

Betsy Stivers shared the dismissal was received from the Superior Court on the disability matter. The litigant has time to appeal to the Law Court. She stated the Stoddard overpayment is still in discovery until the end of October.

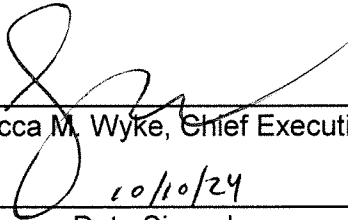
### ADJOURNMENT

- Action. John Kimball made the motion, seconded by Shirrin Blaisdell that the September meeting adjourn. Unanimously voted by eight Trustees (Beck, Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, and Noyes).

The meeting adjourned at approximately 12:15 p.m.

10/10/24

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Date Approved by the Board

  
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Dr. Rebecca M. Wyke, Chief Executive Officer

10/10/24  
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Date Signed