

# MAINE PUBLIC EMPLOYEES RETIREMENT SYSTEM

## Minutes

Board of Trustees  
Board Meeting  
November 14, 2024

MainePERS  
Portland  
9:00 a.m.

*The Board of Trustees met at MainePERS, One City Center, 8<sup>th</sup> Floor, Portland, ME 04101 at 9:00 a.m. on November 14, 2024. Brian Noyes, Chair, presided. Other Trustees participating were: Dick Metivier, Vice Chair; Greg Olson, Deputy 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 Seth Keller, Asset Class Head; Justin Hodgkins, Sr. Analyst Operations; Stuart Cameron, Cambridge Associates; Sean Crawford, Albourne; Tom Lynch and George Bumeder, Cliffwater; and, Amy McDuffee, Mosaic Governance Advisors.*

Brian Noyes called the meeting to order at 9:05 a.m. Greg Olson participated through video remote access pursuant to 1 M.R.S. § 403-B, having been excused from in-person attendance. All other Trustees attended 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 October 10, 2024
- Dismissal, Colello Appeal
- Action. Dick Metivier made the motion, seconded by Shirrin Blaisdell, to approve the Consent Calendar. Unanimously voted in favor by eight Trustees (Blaisdell, Burnett, Beliveau, Duplessis, Kimball, Metivier, Noyes and Olson).

### **BOARD ELECTIONS**

- Action. Shirrin Blaisdell made the motion, seconded by John Beliveau, that the Board elect Brian Noyes as Chair for the next year. Voted in favor by seven Trustees (Beliveau, Blaisdell, Burnett, Duplessis, Metivier, and Noyes) with one abstention (Kimball).
- Action. Shirrin Blaisdell made the motion, seconded by John Beliveau, that the Board elect Dick Metivier as Vice Chair for the next year. Voted in favor by seven Trustees (Beliveau, Blaisdell, Burnett, Duplessis, Metivier, and Noyes) with one abstention (Kimball).

### **PRIVATE MARKETS ACTION**

- Action: Dick Metivier made the motion, seconded by Shirrin Blaisdell, that the Board enter into executive session pursuant to 1 M.R.S. §§402(3)(B), 405(6)(F); 5 M.R.S. §17057(4) to discuss private market investment information and trade secrets contained

in non-public documents. Voted unanimously by eight Trustees (Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, Noyes, and Olson).

### **Garda Fixed Income Relative Value Opportunity (FIRVO) Fund**

Jim Bennett reported that the Investment Team believes that a commitment to Garda FIRVO Fund is unlikely to involve any investment in stocks, securities, or other obligations of fossil fuel or for-profit prison companies.

Seth Keller presented a recommendation to make a commitment to Garda FIRVO Fund.

- **Action.** Shirrin Blaisdell made a motion, seconded by John Beliveau that MainePERS make a commitment of up to \$100 million to Garda FIRVO Fund, 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 the documents in connection with this commitment. Unanimously voted in favor by eight Trustees (Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, Noyes, and Olson).

### **Brookfield Infrastructure Debt Fund IV**

Jim Bennett reported that the Investment Team believes that a commitment to Brookfield Infrastructure Debt Fund IV is unlikely to involve any investment in stocks, securities, or other obligations of for-profit prison companies, but would likely involve exposure to fossil fuel assets, though such investments were expected to represent a minority of the fund.

Seth Keller presented a recommendation to make a commitment to Brookfield Infrastructure Debt Fund IV.

- **Action:** Dick Metivier made a motion, seconded by Kirk Duplessis, that MainePERS make a commitment of up to \$100 million to Brookfield Infrastructure Debt Fund IV, 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 the documents in connection with this commitment. Unanimously voted in favor by eight Trustees (Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, Noyes, and Olson).

## **INVESTMENT REVIEW**

### **Investment Monthly Review**

Jim Bennett reported that as of October 31, 2024, the MainePERS fund had a preliminary market value of \$20.2 billion, the preliminary return for the month was -0.9%, and the preliminary calendar year-to-date return was 6.9%.

### **RHIT/GLI/OPEB Quarterly Review**

Jim Bennett presented the RHIT/GLI/OPEB Quarterly Review as of September 30, 2024. Jim answered questions from the Trustees.

### **Investment Quarterly Review**

Stuart Cameron presented the third quarter performance review as of September 30, 2024. Stuart answered questions from the Trustees.

### **PROXY VOTING REVIEW**

Jim Bennett reviewed the process for proxy voting with the Trustees. Scott Lupkas provided and discussed updated options on proxy voting for commingled holdings with the Trustees. Jim recommended changes to Board Policy 2.7 – Engagement. Jim and Scott answered questions from the Trustees.

### **PRIVATE MARKETS REVIEW**

#### **Private Markets Activity**

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

#### **Albourne Quarterly Review**

Sean Crawford provided overview of the Infrastructure, Natural Resources, and Real Estate portfolios as of June 30, 2024. Sean answered questions from the Trustees.

#### **Cliffwater Quarterly Review**

Tom Lynch and George Bumeder shared a presentation of the Private Equity and Alternative Credit portfolios as of June 30, 2024. Tom and George answered questions from the Trustees.

### **RISK DIVERSIFIERS QUARTERLY REVIEW**

Stuart Cameron reviewed the Risk Diversifiers quarterly report with the Trustees. Stuart answered question from the Trustees.

### **FINANCE AND AUDIT COMMITTEE REPORT**

Shirrin Blaisdell shared the Finance and Audit Committee met prior to the Board meeting. The Committee was joined by Shannon McIntosh of Wipfli, who provided the findings of the Business Continuity Program audit. Shirrin stated the Committee also received a report on a series of attempts to obtain fraudulent refunds or benefits and what the System has done in response. This included retaining BerryDunn to review the System's fraud prevention practices and recommend any additional practices. BerryDunn's recommended additional practices have been implemented or are under consideration.

## **CEO REPORT**

### **Pension Administration System (PAS) Update**

Dr. Wyke reminded the Trustees that the contract was awarded to Sagitec. The appeals timeline has ended with no appeals being reported. She shared the project will begin the first quarter of the new year.

### **Employer Satisfaction Survey Results**

Dr. Wyke reviewed the third employer satisfaction survey results that was sent in October. Overall the third survey responses were consistent with the previous two.

### **Recognition Award for Funding**

Dr. Wyke shared that MainePERS has received the Public Pension Coordinating Council (PPCC) Recognition Award for Funding for the seventeenth consecutive year.

### **Participating Local District (PLD) Advisory Committee**

Dr. Wyke stated the PLD Advisory Committee met and voted unanimously on recommended rates for FY2026, based on the rate of 19.2% from the FY2024 valuation of the plan.

## **BOARD 2025 CALENDAR AND WORK PLAN**

Dr. Wyke reviewed the Board meeting 2025 calendar and annual work plan with the Trustees.

- **Action:** Nate Burnett made the motion, seconded by John Beliveau, that the Board approve the proposed MainePERS 2025 Board Calendar and Annual Board Work Plan. Unanimously voted in favor by eight Trustees (Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, Noyes, and Olson).

## **GOVERNANCE**

Michael Colleran stated that eleven Board policies were reviewed this year as part of the three-year review cycle and recommended substantive amendments to four of the policies. He shared an annual review of the Board Charter was also conducted and there is one recommended change. Michael explained the recommendations.

- **Action.** Shirrin Blaisdell made the motion, seconded by Kirk Duplessis, that the Board approve amended Board Policies 1.5, 2.1-C, 2.2, and 2.7 and the amended Board Charter. Voted unanimously by eight Trustees (Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, Noyes, and Olson).

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

Chip Gavin shared the month of October was busy with member and employer education events. Chip stated the report included the updated format for the supplemental metrics and will use this format going forward.

Sherry Vandrell stated 87% of employer payrolls were submitted on time in October. She reported work continues with Portland Public Schools on the payroll reporting issues. Sherry shared employer auditing opened three audits and closed two in October, and the internal audit of the Business Continuity Program is complete with only a few administrative findings to be addressed.

Michael Colleran stated a tentative agreement has been reached on the collective bargaining contracts. The tentative agreement will be presented to the Board for approval next month.

### **LITIGATION UPDATE**

Betsy Stivers shared the discovery period has ended in the Stoddard overpayment case. She stated a motion for summary judgment is in the process of being drafted. If the summary judgment motion is unsuccessful, it will take up to 90 days before it goes to trial.

### **CEO ANNUAL REVIEW**

Brian Noyes welcomed Amy McDuffee to the meeting.

- Action. Dick Metivier made the motion, seconded by John Beliveau that the Board enter into executive session pursuant to 1 M.R.S. §405(6)(A) to discuss evaluation of an employee. Unanimously voted by eight Trustees (Beliveau, Blaisdell, Burnett, Duplessis, Kimball, Metivier, Noyes, and Olson).

*John Believau left the meeting at 1:40 p.m. The Board moved out of executive session.*

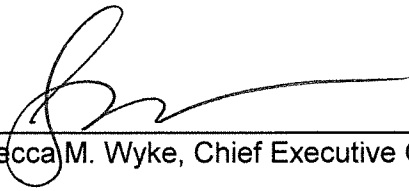
- Action. Shirrin Blaisdell made the motion, seconded by John Kimball that Brian Noyes and Dick Metivier take the input from the discussion in executive session from the Board to Dr. Wyke for further consideration. Unanimously voted by seven Trustees (Blaisdell, Burnett, Duplessis, Kimball, Metivier, Noyes, and Olson).

### **ADJOURNMENT**

- Action. Brian Noyes made the motion, seconded by Dick Metivier that the November meeting adjourn. Unanimously voted by seven Trustees (Blaisdell, Burnett, Duplessis, Kimball, Metivier, Noyes, and Olson).

The meeting adjourned at approximately 1:45 p.m.

12/12/24  
Date Approved by the Board

  
Dr. Rebecca M. Wyke, Chief Executive Officer  
12/12/24  
Date Signed