

MAINE PUBLIC EMPLOYEES RETIREMENT SYSTEM

Minutes

Board of Trustees
Board Meeting
December 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 December 12, 2024. Brian Noyes, Chair, presided. Other Trustees participating were: Dick Metivier, Vice Chair; Henry Beck, State Treasurer, Greg Olson, Deputy State Treasurer; John Beliveau; Shirrin Blaisdell; Nate Burnett; 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; Joseph Perry, Treasurer-Elect; and Betsy Stivers, Assistant Attorney General and Board Counsel. The Board also was joined for select portions of the meeting by Shelley O'Brian, Assistant Director of Member Services, Andrew Black, Assistant Attorney General; Stuart Cameron, Cambridge Associates; William Greenwood, Albourne; and Tom Lynch and George Bumeder, Cliffwater.

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.

Brian Noyes introduced and welcomed Treasurer-Elect, Joseph Perry, to the Trustees. Mr. Perry shared he was looking forward to working with the Trustees as he takes on his new endeavor.

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 14, 2024
- Dismissal, Dawe Appeal
- Action. Dick Metivier made the motion, seconded by Nate Burnett, to approve the Consent Calendar. Unanimously voted in favor by seven Trustees (Blaisdell, Burnett, Beliveau, Kimball, Metivier, Noyes and Olson).

FINANCE AND AUDIT COMMITTEE APPOINTMENTS

- Action. Brian Noyes made the motion, seconded by John Kimball, that the Board concurs with the Board Chair's appointments of Shirrin Blaisdell, Dick Metivier, and Brian Noyes to the Finance and Audit Committee. Unanimously voted by seven Trustees (Beliveau, Blaisdell, Burnett, Kimball, Metivier, Noyes, and Olson).

INVESTMENT REVIEW

Investment Monthly Review

Jim Bennett reported that as of November 30, 2024, the MainePERS fund had a preliminary market value of \$20.3 billion, the preliminary return for the month was 1.0%, and the preliminary calendar year-to-date return was 7.8%.

PRIVATE MARKETS REVIEW

Private Markets Activity

Scott Lupkas reviewed the private market funds and co-investments that had closed during the past 12 months. Scott shared there is no manager meeting scheduled for December.

RISK DIVERSIFIERS REVIEW

Scott Lupkas shared the Investment Team and Cambridge Associates are reviewing the Risk Diversifiers asset allocation and will provide an update at the January meeting.

MaineSTART QUARTERLY REVIEW

Michael Collieran presented the MaineSTART Quarterly Review for the quarter ending 9/30/24. Michael answered questions from the Trustees.

CEO REPORT

Meeting with Ms. Hawes

Dr. Wyke provided the Trustees with an update from the latest meeting with Ms. Hawes regarding the disability program.

Pension Administration System

Dr. Wyke shared the project will begin in early 2025 and MainePERS will provide the Trustees with multi-year cost projections.

Preliminary Benefit to Final Mission Moment

Chip Gavin and Shelley O'Brian reviewed the steps taken to streamline the process of going from a preliminary benefit to a final benefit. Chip and Shelley answered questions from the Trustees. Brian Noyes thanked Chip, Shelley and her team for all of their hard work.

Henry Beck joined the meeting at 9:50 a.m.

MEMBER SERVICES, FINANCE, AND OPERATIONS REPORT

Chip Gavin stated that behind the scenes work on the PAS Project by staff continues while the Sagitec contract discussions are in progress. Chip shared the new supplemental metrics format for finalizing benefits with the Trustees. He also shared new educational videos have been launched providing an overview of the Group Life Insurance (GLI) program.

Sherry Vandrell stated 95% of employer payrolls were submitted on time in November. She reported staff continues work on the unreconciled accounts. Progress continues with Portland Public Schools on the payroll reporting issues. Sherry shared the Annual Comprehensive Financial Report (ACFR) is near completion and copies will be provided when ready.

Michael Collieran shared RFP processes have been completed for two cybersecurity contracts. Tyler Technologies was the top scoring bidder for both, and contract negotiations have begun. Michael stated a system bill was submitted to the Legislature by the December 4th cloture date. He reviewed with the Trustees some of the changes included in the bill.

Brian Noyes read a sentiment recognizing and thanking Henry Beck for his service on the Board and wished him well. Henry Beck thanked the Chair and Trustees for the great work that is done by the Board on behalf of its members.

COLLECTIVE BARGAINING

- Action. Dick Metivier made the motion, seconded by Shirrin Blaisdell that the Board enter into executive session pursuant to 1 M.R.S. §405(6)(D) to discuss contract negotiations. Unanimously voted by seven Trustees (Beck, Beliveau, Blaisdell, Burnett, Kimball, Metivier, and Noyes).

The Board moved out of executive session.

- Action. Shirrin Blaisdell made the motion, seconded by Nate Burnett that the Board approve the Administrative, Professional/Technical, and Supervisory collective bargaining agreements negotiated by the staff and authorize the Chief Executive Officer, Chief Operating Officer and General Counsel, and Director of Human Resources and Administration as signatories to execute the agreements. Unanimously voted by seven Trustees (Beck, Beliveau, Blaisdell, Burnett, Kimball, Metivier, and Noyes).

LITIGATION UPDATE

Betsy Stivers shared no new information from last month in the Stoddard overpayment case.

QUARTERLY INVESTMENT EDUCATION

Fossil Fuel Divestment

Dr. Wyke introduced the refresher education on fossil fuel divestment. She discussed plan funding and the importance of investment earnings to providing benefits earned by members. She discussed the constitutional amendments adopted by Maine voters to protect plan assets so they are available to pay retirement benefits. Michael Collieran provided the Trustees with an overview of the 2021 law regarding fossil fuel investments. Jim Bennett shared a presentation covering the System's exposures to fossil fuel and for-profit prison investments. Jim answered questions from the Trustees.

- Action: Shirrin Blaisdell made the motion, seconded by John Kimball that the Board enter into executive session pursuant to 1 M.R.S. §405(6)(E) to consult with legal counsel

concerning the Board's legal rights and duties. Unanimously voted by seven Trustees (Beck, Beliveau, Blaisdell, Burnett, Kimball, Metivier, and Noyes).

The Board moved out of executive session.

ESG FACTORS

ESG Policy Review

Jim Bennett stated the ESG report includes Board Policy 2.6, which has been reviewed by Jim and the Investment Team. They recommend no changes.

ESG Report

Jim Bennett and Scott Lupkas shared and discussed with the Trustees the 2024 ESG Report.

CEO ANNUAL REVIEW

- Action. Nate Burnett made the motion, seconded by Dick Metivier 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 seven Trustees (Beck, Beliveau, Blaisdell, Burnett, Kimball, Metivier, and Noyes).

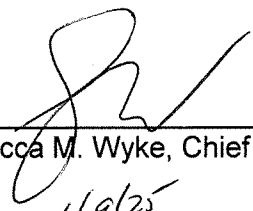
The Board moved out of executive session.

ADJOURNMENT

- Action. Shirrin Blaisdell made the motion, seconded by Nate Burnett that the December meeting adjourn. Unanimously voted by seven Trustees (Beck, Beliveau, Blaisdell, Burnett, Kimball, Metivier, and Noyes).

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

1/9/25
Date Approved by the Board



Dr. Rebecca M. Wyke, Chief Executive Officer
1/9/25

Date Signed