



## **MINUTES**

**Meeting of the Corporate Governance Committee  
of the Board of Trustees of the  
State Universities Retirement System  
2:30 p.m., Thursday, February 4, 2010  
Ennis Knupp & Associates  
10 South Riverside Plaza  
Michigan Room  
Chicago, Illinois 60606**

The following Trustees were present: Mr. Mitchell Vogel, Chair; Dr. Jeffrey Beaulieu, Ms. Patricia Cassidy, Dr. John Engstrom, Dr. J. Fred Giertz, Ms. Carrie Hightman, Ms. Dorinda Miller, and Mr. Antonio Vasquez.

Others present were: Ms. Judith A. Parker, Interim Executive Director; Mr. Daniel L. Allen, Chief Investment Officer; Mr. Douglas C. Wesley, Deputy Chief Investment Officer; Ms. Kimberly Pollitt, Senior Investment Officer; Ms. Lou Ann Fillingham and Mr. Tony Lee, Investment Officers; Ms. Marilyn Branson, Investment Governance and Compliance Officer; Ms. Lori Kern, Ms. Stacy Smith and Ms. Stefanie Rice, Executive Assistants; Ms. Mary Pat Burns, Burke, Burns & Pinelli; Ms. Laurel Nicholson, Ennis Knupp & Associates; Ms. Patti Somerville-Koulouris, The Northern Trust Company; Mr. Edgar Hernandez, Service Employees International Union; Mr. Greg Kinczewski, Marco Consulting Group; Ms. Mary Hobson, EFL Associates; and Mr. Barry Burr, Pensions & Investments.

Trustee Mitchell Vogel called the meeting to order at approximately 2:30 p.m.

Roll call attendance was taken. Trustee Beaulieu, present; Trustee Berns, absent; Trustee Cassidy, present; Trustee Engstrom, present; Trustee Giertz, present; Trustee Hightman, present; Trustee Miller, present; Trustee Rogers, absent; Trustee Vasquez, present; Trustee Vogel, present; Trustee Williams, absent.

**APPROVAL OF THE MINUTES OF THE DECEMBER 1, 2009  
CORPORATE GOVERNANCE COMMITTEE MEETING**

Trustee Vogel presented the Minutes from the Corporate Governance Committee meeting of December 1, 2009. Trustee Vasquez moved that:

- The Minutes from the December 1, 2009, Corporate Governance Committee meeting be approved as presented.

Motion seconded and carried with all trustees present voting in favor.

**CHAIRPERSON'S REPORT**

Trustee Vogel suggested the Trustees review the report on financial regulatory reform sponsored by the CFA Institute Centre for Financial Market Integrity and the Council of Institutional Investors (CII) in order to discuss at the March meeting. Trustee Vogel noted that CII's General Counsel, Jeff Mahoney, will present at the educational forum on February 5, 2010, and that CII has two upcoming meetings – April 11-13 in Washington DC and September 19-21 in Los Angeles, CA.

**RECAP OF THE 2009 PROXY VOTING SEASON AND  
APPROVAL OF PROXY POLICY STATEMENT**

Mr. Greg Kinczewski of Marco Consulting Group provided a presentation recapping the 2009 proxy voting season and he discussed recommended changes to the Proxy Policy Statement. A copy of The Marco Consulting Group's SURS Executive Summary 2009 Proxy Report is incorporated as a part of these Minutes as [Exhibit 1](#).

Trustee Hightman indicated that the SURS proxy policy statement was approved in 2007 and revised in March of 2009. Mr. Daniel Allen explained that each February the Proxy Policy Statement is brought to the Board for review. After much discussion and consideration, it was agreed that a thorough review of the proxy policy statement would be conducted at the June meeting.

Trustee Giertz moved that:

- The revised Marco Consulting Group Proxy Policy Statement as customized for SURS be approved as presented with the understanding that the entire policy will be reviewed in June.

Motion seconded and carried with all trustees present voting in favor.

A copy of staff's memorandum entitled "Review of the Marco Consulting Group Proxy Policy Statement" is incorporated as a part of these Minutes as [Exhibit 2](#). A copy of The Council of Institutional Investors Corporate Governance Policies is incorporated as a part of these Minutes as [Exhibit 3](#).

Ms. Marilyn Branson advised that SURS signed onto a letter sent to Senator Christopher Dodd and Senator Richard Shelby to advocate self-funding for the Securities and Exchange Commission (SEC). A copy of the letter dated December 16, 2009, is incorporated as a part of these Minutes as [Exhibit 4](#). Ms. Branson also noted that a letter was sent to the SEC in support of the proxy access proposal together with the comment letter submitted by the Council of Institutional Investors dated January 14, 2010. A copy of the letter dated January 19, 2010, is incorporated as a part of these Minutes as [Exhibit 5](#).

Discussion of the current policy regarding such communications followed. It was decided that further discussion of the matter will be held at the June meeting along with the review of the proxy policy statement.

There being no further business to come before the Committee, the meeting adjourned.

Respectfully submitted,

A handwritten signature in cursive script that reads "Judith A. Parker".

Ms. Judith A. Parker  
Secretary, Board of Trustees

JAP:ssr