



MINUTES

**Meeting of the Corporate Governance Committee
of the Board of Trustees of the
State Universities Retirement System
4:35 p.m., Wednesday, March 10, 2010
President Abraham Lincoln Hotel & Conference Center
701 East Adams Street, Springfield, Illinois 62701**

The following Trustees were present: Mr. Mitchell Vogel, Chair; Dr. Jeffrey Beaulieu, Mr. Matthew Berns, Ms. Patricia Cassidy, Dr. John Engstrom, Dr. J. Fred Giertz, Ms. Carrie Hightman, Ms. Dorinda Miller, Mr. Steven Rogers (via teleconference), and Mr. Antonio Vasquez.

Others present were: Ms. Judith 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, Mr. Tony Lee, and Mr. Joe Duncan, Investment Officers; Ms. Marilyn Branson, Investment Governance and Compliance Officer; Ms. Stefanie Rice, Executive Assistant; Mr. Terrin Krantz, Director of Human Resources; Ms. Mary Pat Burns, Burke, Burns & Pinelli; Ms. Shelley Porter, Chief Financial Officer; Ms. Angie Lieb, Director of Member Services; Mr. Douglas Steele, Application Development Manager; Mr. Chris Hansen, Information Systems & Building Services Manager; Mr. Michael Sheppard, Assistant Deputy Director of the Self-Managed Plan; Mr. Steve Hayward, Director of Internal Audit; Mr. Russell Ivinjack, Ms. Laurel Nicholson, Ennis Knupp & Associates; Ms. Leslie Thompson, Gabriel, Roeder, Smith & Company; Ms. Patti Somerville-Koulouris, The Northern Trust Company; and Mr. Steve Zahn, Governmental Consulting Solutions.

Trustee Vogel called the meeting to order at approximately 4:35 p.m.

APPROVAL OF THE MINUTES OF THE FEBRUARY 4, 2010 CORPORATE GOVERNANCE COMMITTEE MEETING

Trustee Vogel presented the Minutes from the Corporate Governance Committee meeting of February 4, 2010. Trustee Giertz moved that:

- The Minutes from the February 4, 2010, Corporate Governance Committee meeting be approved as presented.

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

CHAIRPERSON'S REPORT

Trustee Vogel provided a brief overview of the history of the Board's corporate governance policies which will be reviewed by the Board at the June meeting. A representative from the Council of Institutional Investors (CII) will be invited to the meeting to present before the Board and to assist in the review and discussion of these policies. A copy of staff's memorandum entitled "Investors Working Group Report" is incorporated as a part of these Minutes as [Exhibit 1](#).

CFA/CII REPORT – U.S. FINANCIAL REGULATORY REFORM: THE INVESTORS PERSPECTIVE

Ms. Marilyn Branson noted that three items have been provided for the Committee's review in June – the "U.S. Financial Regulatory Reform: The Investors' Perspective" report, the CII Corporate Governance Policies, and the SURS Proxy Policy Statement, incorporated as a part of these Minutes as [Exhibit 2](#), [Exhibit 3](#), and [Exhibit 4](#), respectively.

Ms. Branson presented the 4th quarter 2009 and the annual 2009 Issue Summary Reports, noting that 4th quarter support for board nominees fell below the annual percentage of 58% and that SURS supported only 17% of management's recommendations on compensation matters because the performance standards used for stock and cash awards were often not provided. Copies of Marco Consulting Group's executive summary and the Issue Summary Reports are incorporated as a part of these Minutes as [Exhibit 5](#), [Exhibit 6](#), and [Exhibit 7](#).

INFORMATIONAL ITEMS NOT REQUIRING COMMITTEE ACTION

1. [Exhibit 8](#) - Staff's memorandum entitled "Marco Consulting Group Proxy Voting Summary Reports."

There being no further business to come before the Committee, Trustee Berns moved that the meeting be adjourned. The motion was seconded and carried.

Respectfully submitted,



Ms. Judith A. Parker
Secretary, Board of Trustees

JAP:ssr