

NOTICE OF MEETING AND AGENDA

SPECIAL MEETING OF THE CORPORATE GOVERNANCE

COMMITTEE OF BOARD OF INVESTMENTS*

LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION

300 N. LAKE AVENUE, SUITE 810, PASADENA, CALIFORNIA 91101

8:00 A.M., WEDNESDAY JUNE 14, 2017

*The Committee may take action on any item on the agenda,
and agenda items may be taken out of order.*

I. CALL TO ORDER

II. APPROVAL OF MINUTES

- A. Approval of the Minutes of the Special Corporate Governance Committee Meeting of the Board of Investments of May 10, 2017.

III. PUBLIC COMMENT

IV. CONSENT ITEMS

- A. None.

V. NON-CONSENT ITEMS

- A. Recommendation as submitted by Scott Zdrazil, Senior Investment Officer, and Dale Johnson, Investment Officer: That the Committee Approve/Advance the Development of a Committee Charter and a Consolidated Corporate Governance Procedures Policy. (Memo dated May 22, 2017)
- B. Recommendation as submitted by Scott Zdrazil, Senior Investment Officer, and Dale Johnson, Investment Officer: That the Committee Approve/Advance Updates to Corporate Governance Principles. (Memo dated May 18, 2017)

VI. REPORT

- A. Presentation: National Association of Corporate Directors (NACD): Robyn Bew, Director of Strategic Content Development
- B. Approach to Corporate Governance Principles and Proxy Policy Refreshment (Located in Discussion Guide for Corporate Governance Committee Meeting): Scott Zdrazil, Senior Investment Officer. (Memo dated May 10, 2017)

- VII. REPORT ON STAFF ACTION ITEMS
- VIII. GOOD OF THE ORDER
(For Information Purposes Only)
- IX. ADJOURNMENT

***The Board of Investments has adopted a policy permitting any member of the Board to attend a standing committee meeting open to the public. In the event five (5) or more members of the Board of Investments (including members appointed to the Committee) are in attendance, the meeting shall constitute a joint meeting of the Committee and the Board of Investments. Members of the Board of Investments who are not members of the Committee may attend and participate in a meeting of a Board Committee but may not vote on any matter discussed at the meeting. The only action the Committee may take at the meeting is approval of a recommendation to take further action at a subsequent meeting of the Board.**

The Chair of the Board of Investments may appoint alternate voting members if absences result in less than 3 voting members.

Documents subject to public disclosure that relate to an agenda item for an open session of the Corporate Governance Committee that are distributed to members of the Corporate Governance Committee less than 72 hours prior to the meeting will be available for public inspection at the time they are distributed to a majority of the Corporate Governance Committee Members at LACERA's offices at 300 N. Lake Avenue, Suite 820, Pasadena, CA 91101, during normal business hours of 9:00 a.m. to 5:00 p.m. Monday through Friday.

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