

AGENDA

MEETING OF THE CORPORATE GOVERNANCE COMMITTEE and BOARD OF INVESTMENTS*

**LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION
300 North Lake Avenue - 8th Floor
Pasadena, CA 91101**

**Wednesday, March 13, 2013
9:00 a.m.****

COMMITTEE MEMBERS:***

**WILLIAM PRYOR, CHAIR
MARK SALADINO
HERMAN SANTOS
CAROLYN WIDENER**

I. APPROVAL OF THE MINUTES

- A. APPROVAL OF THE MINUTES OF THE CORPORATE GOVERNANCE COMMITTEE MEETING OF THE BOARD OF INVESTMENTS OF DECEMBER 12, 2012.**

II. ACTION ITEMS

- A. Approve LACERA's Corporate Governance Policy and revisions to LACERA's Corporate Governance Principles.**
- B. Approve updates to LACERA's U.S. and Non-U.S. Proxy Voting Guidelines.**

III. REPORTS

- A. 2013 Proxy Season Preview, Carol Bowie, Head of Research - Americas, Institutional Shareholder Services, Inc.**
- B. Presentation on Executive Compensation, Robert McCormick, Chief Policy Officer, Glass Lewis & Co., LLC**
- C. Update on Corporate Governance related to legislative and regulatory activities.**

D. Discussion on development of a policy to address environmental, social, and political risks.

IV. PUBLIC COMMENT

V. GOOD OF THE ORDER

(For discussion purposes only)

VI. 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.**

****Although the meeting is scheduled for 9:00 a.m., it can start anytime thereafter, depending on the length of the Board of Investments meeting. Please be on call.**

*****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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