MINUTES

DIRECTORS PRESENT: William W. Wilson, Chair, Public Member
Tracy Towne, Vice Chair, Safety Employee Member
Judge Steven Hintz, Treasurer-Tax Collector
Peter C. Foy, Public Member
Albert G. Harris, Public Member
Joseph Henderson, Public Member
Tom Johnston, General Employee Member
Robert Hansen, General Employee Member
Arthur E. Goulet, Retiree Member
Chris Johnston, Alternate Employee Member

DIRECTORS ABSENT: Will Hoag, Alternate Retiree Member

STAFF PRESENT: Donald C. Kendig, Retirement Administrator
Henry Solis, Chief Financial Officer
Lori Nemiroff, Assistant County Counsel
Chantell Garcia, Program Assistant

PLACE: Ventura County Employees' Retirement Association
Second Floor Boardroom
1190 South Victoria Avenue
Ventura, CA 93003

TIME: 9:01 a.m.

ITEM:

I. INTRODUCTION OF MEETING

Chairman Wilson called the Business Meeting of March 19, 2012, to order at 9:01 a.m.
II. APPROVAL OF AGENDA

MOTION: Mr. Goulet moved, seconded by Mr. Harris, to move items V.C.3. c. & d. to the start of Old Business and to move V.C.3. f. to the start of New Business.

Motion passed unanimously. Mr. Hoag absent.

III. APPROVAL OF MINUTES

A. Business Meeting of February 27, 2012.

Mr. Goulet proposed a correction to page 17 of the minutes adding “did” after “Mr. Solis” in the second to last sentence of the page just under item X. Board Member comment.

MOTION: Mr. Goulet moved, seconded by Mr. T. Johnston, to approve the minutes of February 27, 2012 as corrected.

Motion passed unanimously. Mr. Hoag absent.

B. Disability Meeting of March 5, 2012.

Mr. Goulet proposed a correction to page 5, of the first sentence of the fourth paragraph, of the minutes deleting “did not”, and adding a “d” to “believe.”

Motion passed unanimously. Mr. Hoag absent.

IV. CONSENT AGENDA

THE FOLLOWING ITEMS ARE ANTICIPATED TO BE ROUTINE AND NON CONTROVERSIAL. CONSENT ITEMS WILL BE APPROVED WITH ONE MOTION IF NO MEMBER OF THE BOARD WISHES TO COMMENT OR ASK QUESTIONS. IF COMMENT OR DISCUSSION IS DESIRED, THE ITEM WILL BE REMOVED FROM THE CONSENT AGENDA AND TRANSFERRED TO THAT SECTION OF THE AGENDA DEEMED APPROPRIATE BY THE CHAIR.

A. Regular and Deferred Retirements and Survivors Continuances for the Month of February 2012.

B. Report of Checks Disbursed in February 2012.

C. Asset Allocation as of February 2012.
IV. **CONSENT AGENDA (continued)**


**MOTION:** Mr. Towner moved, seconded by Mr. Harris, to approve the Consent Agenda.

Motion passed unanimously. Mr. Hoag absent.

V. **INVESTMENT INFORMATION**

A. Adams Street Partners Investors Annual Investment Presentation, Kevin Callahan, CFA and Scott Hazen, CFA.

**RECEIVED:** NO ACTION TAKEN.

B. Pantheon Ventures Annual Investment Presentation, Matt Garfunkle, Partner and Jeff Lumbard, Principal.

**RECEIVED:** NO ACTION TAKEN.

C. Hewitt ennisknupp, Kevin Vandolder, CFA., Kevin Chen, and Russ Charvonia, ChFC, CFP, Esq.

1. Monthly Investment Update, February 2012.

2. Monthly Manager Updates and Manager Watchlists, February 2012.

   a. Sprucegrove
   b. Hexavest
   c. Walter Scott
   d. GMO
   e. Acadian
   f. Western
   g. Reams
   h. Loomis Sayles
   i. K2
V. INVESTMENT INFORMATION (continued)

C. Hewitt ennisknupp. (continued)

MOTION: Mr. Goulet moved, seconded by Mr. Harris, to receive and file the Monthly Investment Update, Monthly Manager Updates and Manager Watchlists for February 2012.

Motion passes unanimously. Mr. Hoag absent.

3. Highlights and Research, March 2012.

   a. Private Equity Market Overview
   b. Capital Market Assumptions
   c. HEK Client Conference Agenda

MOTION: Mr. Hansen moved, seconded by Mr. Harris, to receive and file the Private Equity Market Overview, Capital Market Assumptions, HEK Client Conference Agenda, and Transition in Relationship Manager memo.

Motion passes unanimously. Mr. Hoag absent.

MOTION: Mr. Hansen moved, seconded by Mr. Harris, to approve attendance at the HEK client conference by the Retirement Administrator and all interested trustees, within the Trustee Education and Board Travel policy.

Motion passes unanimously. Mr. Hoag absent.

VI. NEW BUSINESS

A. Transition in Relationship Manager.

   Received and filed per motion under item V. C. 3.

B. Due Diligence Review of Investment Consultant.

MOTION: Mr. Goulet moved, seconded by Mr. Towner, to send the Request for Information (RFI) to HEK and defer action on the other items.

Motion passes unanimously. Mr. Hoag absent.
VI. **NEW BUSINESS** (continued)

C. VCERA Board Minutes.

**DIRECTION:** Board direction given to staff to simplify minutes incorporating Trustee concerns.

D. Responses to Questions Regarding Actuarial Valuation dated June 30, 2011.

**RECEIVED:** NO ACTION TAKEN.

E. Authorized Signatories.

1. Clifton Group Investment Management Company
2. Bank of America

**MOTION:** Mr. Towner moved, seconded by Mr. Harris, to approve and authorize the Chairman to sign the forms for The Clifton Group and Bank of America certifying Donald C. Kendig, as Retirement Administrator, and Henry C. Solis, as Chief Financial Officer, both as authorized signatories.

Motion passes unanimously. Mr. Hoag absent.

F. Appointment of Personnel Review Committee.

**APPOINTMENT:** Chairman Wilson appointed Judge Hintz as Chair of the Personnel Review Committee, along with Mr. Chris Johnston, and Mr. Hoag.

G. VCERA Office Remodel Status Report.

**MOTION:** Mr. Towner moved, seconded by Mr. Harris, to approve and/or receive items G. VCERA Office Remodel Status Report, H. SACRS 2012 Spring Conference Items., I. Request to Attend the Pension Bridge Annual Conference by Administrator Donald Kendig, J. Request to attend the CRCEA Conference by Trustee Art Goulet, K. Conference Report; LA Trustees Round-Up by Trustee Tom Johnston, and L. Conference Report; CALAPRS General Assembly by Trustee Art Goulet.

Motion passes unanimously. Mr. Hoag absent.
VI. **NEW BUSINESS** (continued)

H. SACRS 2012 Spring Conference Items.

**APPOINTMENT:** Chairman Wilson appointed Mr. Hoag as SACRS voting delegate.

Received per motion under item G.

I. Request to Attend the Pension Bridge Annual Conference – Administrator Donald Kendig.

Approved per motion under item G.

J. Request to Attend the CRCEA Conference – Trustee Art Goulet.

Approved per motion under item G.


Received per motion under item G.

L. Conference Report; CALAPRS General Assembly – Trustee Art Goulet.

Received per motion under item G.

VII. **OLD BUSINESS**

A. BlackRock Update.

**MOTION:** Mr. Hintz moved, seconded by Mr. Harris, to approve the revised BlackRock Guideline and Fee Agreement and delegate authorization to execute final agreement to Retirement Administrator subject to Retirement Administrator’s satisfactory review and acceptance and to report back to the Board once completed.

Motion passes unanimously. Mr. Foy and Mr. Hansen absent for item. Mr. Hoag absent. Mr. C. Johnston voting.

**MOTION:** Mr. Hintz moved, seconded by Mr. Harris, to approve the transitioning of assets from Acadian to BlackRock Global, delegating the transitioning to staff to be completed as prudently practical with a report back to the Board when completed.

Motion passes unanimously. Mr. Foy and Mr. Hansen absent for item. Mr. Hoag absent. Mr. C. Johnston voting.
VII. OLD BUSINESS (continued)

B. PIMCO Update.

Trustees discussed the proposed PIMCO Investment Management Agreement (IMA) and stated that the exhibits did not address the Board's previous concerns.

Chairman Wilson stated that this item would be carried over to the April 2, 2012, Disability meeting to allow the Board's raised issues to be incorporated into the IMA.

Mr. Goulet offered to provide staff and HEK his PIMCO IMA edits after the meeting to be incorporated into the revised IMA.

C. Pension Administration System (PAS) Project.

1. Approve and Execute Contract/Agreement with Vitech Systems Group Hosting Services, Inc.

MOTION: Mr. Goulet moved, seconded by Mr. Henderson, to authorize the Chairman of the Board to execute and sign the contract/agreement with Vitech Systems Group Hosting Services, Inc. with an effective date of February 27, 2012.

Motion passes unanimously. Mr. Foy and Mr. Hansen absent for item. Mr. Hoag absent. Mr. C. Johnston voting.

VIII. PUBLIC COMMENT

Mr. Kendig stated that he had not secured letter of assurance from the Auditor-Controller but was working to obtain the document.

IX. BOARD MEMBER COMMENT

NO ACTION TAKEN.
X. ADJOURNMENT

Mr. Henderson moved, seconded by Mr. Harris, to adjourn the meeting. Meeting adjourned at 12:03 p.m.

Respectfully submitted,

DONALD C. KENDIG, CPA, Retirement Administrator

Approved,

WILLIAM W. WILSON, Chairman