

**Corporate Governance and Securities Litigation Committee Meeting**

Maryland State Retirement and Pension System  
120 E. Baltimore Street, 16th Floor, Board Room  
Baltimore, Maryland 21202

Tuesday, 5/21/2024  
8:00 - 9:00 AM ET

INFORMATION 1. Call Meeting to Order

ACTION ITEM 2. Ratify Approval for the Open Session Meeting Minutes from the Special February 14, 2024 Meeting  
*Corporate Governance and Securities Litigation Committee Special Meeting Minutes 02-14-2024 - Page 3*

APPROVE.....DISAPPROVE.....DEFER

ACTION ITEM 3. Ratify Approval for the Open Session Meeting Minutes from the February 20, 2024 Meeting  
*Corporate Governance and Securities Litigation Committee Open Meeting Minutes 02-20-2024 - Page 5*

APPROVE.....DISAPPROVE.....DEFER

ACTION ITEM 4. Proxy Voting Agent Contract  
*ISS Contract Renewal Memo - May 2024 - Page 9*

APPROVE.....DISAPPROVE.....DEFER

ACTION ITEM 5. Iran and Sudan Data Contract  
*MSCI ESG Contract Renewal Memo - May 2024 - Page 10*

APPROVE.....DISAPPROVE.....DEFER

INFORMATION 6. Proxy Policy and Process Discussion  
*Excerpt from Investment Policy Manual -Proxy Voting Policy - Page 11*

ACTION ITEM 7. Motion by the Committee to meet in closed session for the purpose of:  
(a) reviewing the closed session Board minutes, pursuant to General Provisions Art., § 3-103(a)(1)(i), the exercise of an administrative function and General Provisions Art., § 3-305(b)(13), to comply with a specific statutory requirement that prevents public disclosure, namely, General Provisions Art., § 3-306(c)(3)(ii), requiring that the minutes of a closed session be sealed and not be open to public inspection; and

(b) reviewing ISS Proxy Analysis & Benchmark Policy Voting Recommendations, pursuant to General Provisions Art., § 3-305(b)(13), to comply with a specific

statutory requirement that prevents public disclosure, namely, General Provisions Art., § 4-335, requiring the denial of inspection of confidential commercial information, confidential financial information, and trade secrets provided by any person to a governmental unit.

APPROVE.....DISAPPROVE

CLOSED SESSION

- ACTION ITEM 8. Approval of the Closed Session Minutes from the February 20, 2024 Meeting  
*Corporate Governance and Securities Litigation Committee Meeting Closed Session Minutes 2-20-24 - Page 12*

APPROVE.....DISAPPROVE.....DEFER

- INFORMATION 9. Discussion of Proxy Vote Analysis  
*Walt Disney Vote and ISS Research - Page 14*  
*Norfolk Southern Corporation-Vote Record and ISS Research - Page 84*  
*Dollar General-PROPOSED Vote and ISS Research - Page 142*  
*Exxon-PROPOSED Vote and ISS Research - Page 171*

APPROVE.....DISAPPROVE.....DEFER

- ACTION ITEM 10. Motion by the Committee to Adjourn Closed Session and Return to Open Session

APPROVE.....DISAPPROVE

OPEN SESSION

- ACTION ITEM 11. Motion by the Committee to Adjourn Meeting

APPROVE.....DISAPPROVE