

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
Dollar General Proposed Vote - Page 14
Dollar General ISS Research - Page 15
Exxon Proposed Vote - Page 43
Exxon ISS Research - Page 44

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