

**THE CORPORATE GOVERNANCE AND  
SECURITIES LITIGATION COMMITTEE OF  
THE  
BOARD OF TRUSTEES**

**MARYLAND STATE RETIREMENT AND  
PENSION SYSTEM**

**MINUTES OF OPEN MEETING**

**September 17, 2024**

The Corporate Governance and Securities Litigation Committee (the “Committee”) for the Maryland State Retirement and Pension System (the “System”) convened for an in-person meeting of the committee, with the host site at the Truist Building, 120 East Baltimore Street, 16th Floor, Board Room, Baltimore, Maryland.

Mr. Prouty called the meeting to order at approximately 8:11 a.m.

Committee Members Present:	James Daly Charles Hopkins (virtual) Helene Grady Sheila Hill	Brooke Lierman Douglas Prouty Robert Sandlass
Agency Staff Present:	Robert Burd Linda Daily Anne Gawthrop Lisa Jordan Larry Katsafanas Courtney Key Thomas Kim Chris Mannino	Katherine Morris Martin Noven Andrew Palmer Benjamin Robb David Rongione Cheryl Davis-Shaw Toni Voglino
Assistant Attorneys General Present:	Rachel Cohen Alex Harisiadis	
Other Attendees:	Dani DiPietro (Comptroller’s Office) Cyril Espanol Gina Gambetta	Megan Schutz (Treasurer’s Office) Valerie Sullivan (ISS) Dominic Webb

**Action Item #2: Ratify Approval for the Open Session Meeting Minutes from the May 21, 2024 Meeting**

On a motion made by Trustee Sandlass and seconded by Trustee Hopkins, the Committee voted unanimously to approve the minutes from the May 21, 2024, meeting.

**Action Item #3: Ratify Approval for the Open Session Meeting Minutes from the August 9, 2024, Meeting**

On a motion made by Trustee Daly and seconded by Trustee Sandless, the Committee voted unanimously to approve the minutes from August 9, 2024, meeting.

**Action Item #4: Iran and Sudan Divestment**

The Committee considered staff's recommendation to approve the proposed Iran and Sudan Restricted List. Ms. Voglino detailed that there are six (6) companies that are recommended for removal from the restricted list due to no longer meeting the divestment requirements of the statute. The companies recommended for removal from the restricted list were Bharat Heavy Electricals Limited, Petronas Capital Limited, Sinopec Group Overseas Development (2012) Limited, Sinopec Group Overseas Development (2014) Limited, Siemens Energy AG, and Siemens Aktiengesellschaft.

Ms. Voglino explained the divestment analysis performed by the investment consultant Meketa and that they determined the opportunity cost of divestment to be minimal with an estimated impact between 1 and 7 basis points.

On a motion by Trustee Sandlass and seconded by Trustee Daly, the Committee approved the Iran and Sudan Restricted List.

**Action Item #5: Russia Divestment**

The Committee considered staff's recommendation to approve the proposed Russia Restricted List. Ms. Voglino detailed the requirements for divestment and that there are 1,417 companies listed on the restricted list.

Ms. Voglino explained the divestment analysis performed by the investment consultant Meketa and that they estimated the opportunity cost of divestment to be insignificant.

On a motion by Trustee Daly and seconded by Trustee Sandlass, the Committee approved the Russia Restricted List.

**Information Item #6: Proxy Vote Report**

Ms. Voglino presented to the Committee a report containing the information of upcoming proxy meetings, the ballot items to be voted and how the System is proposed to vote. The Committee decided to receive the report year-round on Monday of each week. Trustee Lierman asked if ISS could provide a peer report comparing how the System votes in comparison to our peers on executive compensation. Ms. Sullivan (ISS) responded that yes, this type of reporting should be available. Ms. Voglino commented that she would work with ISS on the report and come back to the Committee with a proposal and cost.

**Action Item #7: Motion to Meet in Closed Session**

On a motion made by Trustee Hill and seconded by Trustee Sandlass, the Committee voted unanimously to enter closed session at 8:34 a.m. for the purpose of reviewing the closed session Board Minutes, in order to comply with the requirement that closed session minutes be sealed and not open to public inspection, pursuant to General Provisions Art., § 3-103(a)(1), the exercise of an administrative function; and General Provisions Art., § 3-305(b)(13), to comply with a specific statutory constitutional, statutory, or judicially imposed requirement that prevents public disclosure about a particular proceeding or matter 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.

**Closed Session**

Committee Members Present:	James Daly Charles Hopkins (virtual) Helene Grady Sheila Hill	Brooke Lierman Douglas Prouty Robert Sandlass
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Agency Staff Present:	Robert Burd Linda Daily Anne Gawthrop Lisa Jordan Larry Katsafanas Courtney Key Thomas Kim Chris Mannino	Katherine Morris Martin Noven Andrew Palmer Benjamin Robb David Rongione Cheryl Davis-Shaw Toni Voglino
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Assistant Attorneys General Present:	Rachel Cohen Alex Harisiadis
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Other Attendees:	Dani DiPietro (Comptroller's Office) Valerie Sullivan (ISS)
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**Action Item #8 and #9:** During closed session, the Committee discussed the matters identified in the motion to meet in closed session, and acted on the following matters:

**Closed Session Minutes:**

The Committee ratified the closed session meeting minutes for the meetings held on May 21, 2024, and August 9, 2024.

**Action Item #10: Motion by the Committee to adjourn closed session and return to open session**

On a motion made by Trustee Hill and seconded by Trustee Lierman, the Committee voted unanimously to adjourn closed session and return to open session at 8:35 a.m.

**Open Session**

Committee Members Present:	James Daly Charles Hopkins (virtual) Helene Grady Sheila Hill	Brooke Lierman Douglas Prouty Robert Sandlass
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Agency Staff Present:	Robert Burd Linda Daily Anne Gawthrop Lisa Jordan Larry Katsafanas Courtney Key Thomas Kim Chris Mannino	Katherine Morris Martin Noven Andrew Palmer Benjamin Robb David Rongione Cheryl Davis-Shaw Toni Voglino
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Assistant Attorneys General Present:	Rachel Cohen Alex Harisiadis
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Other Attendees:	Dani DiPietro (Comptroller's Office) Cyril Espanol Gina Gambetta Megan Schutz (Treasurer's Office) Valerie Sullivan (ISS) Dominic Webb
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**Action Item #11: Motion to Adjourn Meeting**

There being no further business before the Committee, on a motion made by Trustee Hill and seconded by Trustee Lierman, the meeting adjourned at approximately 8:35 a.m.

Respectfully submitted,

Toni Voglino