

**THE CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF TRUSTEES
MARYLAND STATE RETIREMENT AND PENSION SYSTEM**

MINUTES OF MEETING

November 7, 2018

The Corporate Governance Committee met on Wednesday, November 7, 2018. The meeting was held in the Board Room on the 16th floor of the State Retirement Agency, 120 E. Baltimore Street, Baltimore, MD 21202 and via conference call.

Members Attending:	David Brinkley (via phone)	Charles Johnson (via phone)
	James Harkins (via phone)	Nancy K. Kopp (via phone)
	Sheila Hill, Chairman (via phone)	

Also Attending:	Susanne Brogan (via phone)	Alex Harisiadis (OAG)
	Rachel Cohen (OAG)	Dean Kenderdine
	Anne Gawthrop	Andrew Palmer
	Michael Golden	Jody Shaw (OAG)
		Toni Voglino

Ms. Hill called the meeting to order at 4:04 p.m.

Minutes

On a motion made by Mr. Johnson and seconded by Mr. Harkins, the minutes from the August 21, 2018 meeting were ratified by the Committee.

Motion by the Committee to Meet in Closed Session

On a motion made by Ms. Hill and seconded by Mr. Brinkley, the Committee voted to meet in closed session beginning at 4:05 p.m. for the purpose of:

- a) reviewing the August 21, 2018 Closed Session minutes, pursuant to General Provisions Art., § 3-103(a)(1)(i), the exercise of an administrative function; and
- b) considering a request to participate in a corporate governance/shareholder engagement activity in connection with System investments in a particular industry, pursuant to Md. Code Ann., General Provisions Art., § 3-305(b)(13), to comply with a specific statutory imposed requirement that prevents public disclosure about a particular proceeding or matter, namely General

Provisions Art., § 4-335, to protect confidential commercial information obtained from any person or governmental unit.

Closed Session

Members Attending:	David Brinkley (via phone) James Harkins (via phone) Sheila Hill, Chairman (via phone)	Charles Johnson (via phone) Nancy K. Kopp (via phone)
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Also Attending:	Susanne Brogan (via phone) Rachel Cohen (OAG) Anne Gawthrop Michael Golden	Alex Harisiadis (OAG) Dean Kenderdine Andrew Palmer Jody Shaw (OAG) Toni Voglino
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Closed Session Adjournment

On a motion made by Ms. Kopp and seconded by Mr. Brinkley, the Committee returned to open session at 4:35 p.m.

Adjournment

There being no further business before the Committee, on a motion made by Mr. Johnson and seconded by Mr. Brinkley, the meeting adjourned 4:35 p.m.

Toni Voglino