

**CORPORATE GOVERNANCE AND SECURITIES LITIGATION COMMITTEE
MEETING - CONFERENCE CALL ***

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

Tuesday, 2/16/2021
9:00 - 9:30 AM ET

***NOTE: Participation via Conference Call is for Trustees, Agency Staff and Presenters Only. Public attendees can hear a live audio-stream of the meeting by clicking on the link in the meeting schedule section on the Agency's website.**

ACTION ITEM 1. Ratify Vote for the Meeting Minutes from the September 22, 2020 Meeting
Corporate Governance Committee Meeting Minutes Open Session-9-22-20 - Page 3

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

ACTION ITEM 2. Update and Review of Iran-Sudan Divestment
Iran Sudan Memo Feb 16 2021 - Page 7

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

ACTION ITEM 3. Review and Update of Proxy Voting Guidelines
2021 Proxy Voting Guidelines - Update Memo February 16 2021 - Page 15

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

ACTION ITEM 4. Ratify the Vote for the Corporate Governance and Securities Litigation Committee Meeting Schedule for 2021

February 16, 2021 at 9:00 a.m.
May 18, 2021 at 9:00 a.m.
September 21, 2021 at 9:00 a.m.
November 16, 2021 at 9:00 a.m.

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

ACTION ITEM 5. Motion by the Committee to Meet in Closed Session
Motion by the Corporate Governance and Securities Litigation Committee to meet in Closed Session for the purposes 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) receiving legal advice and consulting with staff regarding a pending litigation matter, pursuant to General Provisions Art., Section 3-305(b)(7), to consult with counsel to obtain legal advice, and Section 3-305(b)(8), to consult with staff, consultants, or other individuals about pending or potential litigation.

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

Closed Session

ACTION ITEM 6. Ratify the Vote for the Closed Session Minutes from September 22, 2020
Corporate Governance Committee Meeting Closed Session Minutes 9-22-20 - Page 23

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

ACTION ITEM 7. Goldman Sachs Group Inc. v. Arkansas Teacher Retirement System

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

ACTION ITEM 8. Motion by the Committee to Adjourn Closed Session and Return to Open Session

APPROVE.....DISAPPROVE

ACTION ITEM 9. Motion by the Committee to Adjourn Meeting

APPROVE.....DISAPPROVE

INFORMATION 10. Next Corporate Governance and Securities Litigation Committee Meeting - May 18, 2021