



Board Governance Committee

Item number 2 – Open session

Subject: Approval of Minutes of the September 4, 2025, Board Governance Committee Meeting – Open Session

Presenter(s): Chairperson

Item type: Consent action

Date and time: May 28, 2026– 0 minutes

Attachment(s): None

PowerPoint presentation(s): None

PROPOSED MINUTES

Teachers' Retirement Board – Board Governance Committee Meeting

September 4, 2025

OPEN SESSION

LOCATION: Board Room, 100 Waterfront Place, West Sacramento, CA 95605

COMMITTEE MEMBERS PRESENT

Michael Gunning, Chairperson

Ken Tang, Vice Chairperson

Denise Bradford

Steve Juarez

Karen Yamamoto

Frank Ruffino, representing the State Treasurer, Fiona Ma

Michele Perrault, representing the Director of Finance, Joe Stephenshaw

Dean Patterson, representing the State Superintendent of Public Instruction, Tony Thurmond

STAFF PRESENT

Cassandra Lichnock, Chief Executive Officer

Scott Chan, Chief Investment Officer

Lisa Blatnick, Chief Operating Officer

Teresa Schilling, Chief Public Affairs Officer

Julie Underwood, Chief Financial Officer

Lamont King, Deputy General Counsel
Brian Sytsma, Special Counsel
Jennifer Miszkewycz, Senior Counsel
Cheryl Cervantes-Dietz, Chief Auditor
Jeff Zimmer, Chief Benefits Officer
Melissa Norcia, Chief Administrative Officer
Dylan Pletcher, Chief Information Security Officer
Diane Stanton, Public Affairs Director
April Wilcox, Senior Investment Director

OTHERS PRESENT

Amy McDuffee, Mosaic Governance (Consultant to the Board Governance Committee)
Jon Anderson, CTA
Jennifer Baker, CalRTA
Dana Dillon, CTA/NEA-Retired
Leonard Goldberg, UTLA
Jesus Gutierrez, CTA/CCA
Mary Kay Scheid, CTA
Kathy Sharp, CTA/NEA-Retired
Don Stauffer, CTA/NEA-Retired

A quorum being present, Chairperson Gunning called the Open Session meeting of the Board Governance Committee to order at 9:00 a.m.

I. APPROVAL OF COMMITTEE AGENDA (Item 1)

MOTION duly made by Mr. Tang, seconded by Ms. Yamamoto, and carried to approve the Committee Agenda.

Members Voting	Aye	Nay	Abstain
Ms. Bradford	X		
Mr. Juarez	X		
Mr. Tang	X		
Ms. Yamamoto	X		
Mr. Ruffino, for the State Treasurer	X		
Ms. Perrault, for the Director of Finance	X		
Mr. Patterson, for the State Superintendent of Public Instruction	X		
Chairperson Gunning	X		

II. APPROVAL OF THE MINUTES OF THE MAY 8, 2025, BOARD GOVERNANCE COMMITTEE MEETING – OPEN SESSION (Item 2)

MOTION duly made by Ms. Yamamoto, seconded by Mr. Tang and carried to approve the minutes of the January 9, 2025, Board Governance Committee Meeting – Open Session.

Members Voting	Aye	Nay	Abstain
Ms. Bradford	X		
Mr. Juarez	X		
Mr. Tang	X		
Ms. Yamamoto	X		
Mr. Ruffino, for the State Treasurer	X		
Ms. Perrault, for the Director of Finance	X		
Mr. Patterson, for the State Superintendent of Public Instruction	X		
Chairperson Gunning	X		

III. DUTIES OF THE BOARD CHAIR AND VICE-CHAIR – POLICY UPDATE (Item 3)

The committee received and considered the Proposed Revisions to the Duties of the Board Chair and Vice-Chair Policy. The committee heard from Mr. Sytsma regarding incorporating the proposed revisions to the Board Governance Manual that designates the board chair, or another board member explicitly designated by the board chair, to fulfill the role of official spokesperson for the board when appropriate. Mr. Sytsma explained that the proposed policy revisions align with the best governance practices and ensure that the board communicates with a consistent unified voice.

MOTION duly made by Ms. Bradford, seconded by Mr. Tang, and carried to approve the Duties of the Board Chair and Vice-Chair – Policy Update.

Members Voting	Aye	Nay	Abstain
Ms. Bradford	X		
Mr. Juarez	X		
Mr. Tang	X		
Ms. Yamamoto	X		
Mr. Ruffino, for the State Treasurer	X		
Ms. Perrault, for the Director of Finance	X		
Mr. Patterson, for the State Superintendent of Public Instruction	X		
Chairperson Gunning	X		

IV. POLICY REVIEW POLICY – POLICY UPDATE (Item 4)

The committee received and considered proposed revisions to the Policy Review - Policy Update of the Board Governance Manual. The committee heard from Mr. Sytsma regarding the board’s extension of delegation of authority for non-substantive policy updates to include non-substantive changes to investment policies. The proposed revision would allow the Chief Investment Officer (CIO) to consult with the board’s Investment Consultant and, upon approval by the General Counsel, to make ministerial and non-substantive changes to investment policies.

The committee meeting materials provided proposed language that required the CIO to report the non-substantive changes to the Investment Committee “at its next scheduled meeting.” Mr. Sytsma proposed a modification to this proposed language which would allow the CIO to annually report any ministerial or non-substantive changes. This proposed modification resulted from recent discussions with investment staff. Mr. Sytsma provided the following proposed modified language, “The CIO shall report all Non-Substantive Changes to the Investment Committee as a part of its annual summary of investment policy updates.” This modified language aligns with current practice of annual reporting of changes to investment policies. Mr. Sytsma provided the following proposed modified language, “The CIO shall report all non-substantive changes to the Investment Committee as a part of its annual summary of investment policy updates.”

MOTION duly made by Mr. Juarez, seconded by Ms. Bradford, and carried to approve the Policy Review Policy – Policy Update.

Members Voting	Aye	Nay	Abstain
Ms. Bradford	X		
Mr. Juarez	X		
Mr. Tang	X		
Ms. Yamamoto	X		
Mr. Ruffino, for the State Treasurer	X		
Ms. Perrault, for the Director of Finance	X		
Mr. Patterson, for the State Superintendent of Public Instruction	X		
Chairperson Gunning	X		

V. GOVERNANCE CONSULTANT REQUEST FOR PROPOSAL (Item 5)

Mr. Sytsma updated the committee on a Request for Proposal for a Governance Consultant, which was released on Friday, August 29, 2025. Mr. Sytsma anticipated an evaluation of prospective candidates by late October 2025, with final interviews by the Board Governance Committee at the January 2026 committee meeting. The goal is to have a contract in place by May 2026, with a term of five (5) years and two (2) one-year options to extend.

VI. GENERAL COUNSEL’S GOVERNANCE REPORT (Item 6)

A General Counsel’s Report has been presented at each meeting for the past year, which has been used to capture ministerial changes and other issues or topics relevant to the committee. Mr. Sytsma indicated there had been no reported changes since the last meeting. Ms. McDuffee informed the committee that the board education program had been completed for this last cycle and thanked the support of CalSTRS staff during the update process. Some of the updates to the board education program included a mentorship framework and the addition of a virtual library. Ms. McDuffee indicated that the cycle was complete and that Mosaic would review the board education program in three (3) years to ensure that the program remains consistent. However, she encouraged the committee to share additional feedback on an ongoing basis.

VII. TEACHERS’ RETIREMENT BOARD CHARTER – FIRST READING (Item 7)

The committee received and considered a first reading of a proposed Teachers’ Retirement Board Charter, as developed and recommended by Mosaic and the Office of the General Counsel. The board charter is a foundational document that neatly pulls key board functions into one centralized document by providing a high-level view of the board’s functions within the context of the board’s role of engagement and principles, which sets and communicates the tone at the top, without putting limitations on the board’s authority.

Mr. Juarez commented that he had initially questioned the need for a charter, but after discussions with Ms. McDuffee, believed it would be helpful to have guidance as to the authorities and responsibilities of the board. He did not see the need for a second reading and was prepared to move forward with a vote.

Ms. Yamamoto pointed out a clerical issue with the item numbering on page three (3) of the material previously provided to the committee.

MOTION duly made by Mr. Juarez, seconded by Mr. Tang, and carried to approve the Teachers’ Retirement Board Charter.

Members Voting	Aye	Nay	Abstain
Ms. Bradford	X		
Mr. Juarez	X		
Mr. Tang	X		
Ms. Yamamoto	X		
Mr. Ruffino, for the State Treasurer	X		
Ms. Perrault, for the Director of Finance	X		
Mr. Patterson, for the State Superintendent of Public Instruction	X		
Chairperson Gunning	X		

VIII. REVIEW OF INFORMATION REQUESTS (Item 8)

There were no information requests.

IX. DRAFT AGENDA FOR NEXT COMMITTEE MEETING (Item 9)

There were no changes to the draft agenda.

X. OPPORTUNITY FOR STATEMENTS FROM THE PUBLIC (Item 10)

An individual, identified as Jody, urged the committee to immediately divest from Palantir, Caterpillar, Lockheed Marten, and Elbit.

XI. ADJOURNMENT (Item 10)

There being no further business to conduct, Chairperson Gunning adjourned the Board Governance Committee meeting at 9:22 a.m.

Cassandra Lichnock, Chief Executive Officer
And Secretary to the Teachers' Retirement Board

Michael Gunning, Chairperson

Prepared by: Karey M. Smith, Counsel