

**Minutes of the Finance & Member Services Committee Meeting
December 1, 2020**

Via Microsoft Teams and SERS LIVESTREAM ACCESS: <https://www.pacast.com/live/sers>

Attendees:

Committee Members and Designees

Ms. Mary A. Soderberg (Chair)
Senator John M. DiSanto
Mr. David R. Fillman
Mr. Gregory C. Thall (Asst. Chair)
Ms. Jill Vecchio (Designee for Representative Michael Tobash)
Ms. Susan Boyle (Designee for Representative Michael Tobash)

Other Board Members and Designees

Mr. Glenn E. Becker
Mr. Charles Erdman (Designee for Senator John M. DiSanto)
Mr. Dan Ocko (Designee for Representative Dan B. Frankel)
Mr. Patrick Shaughnessy (Designee for Representative Dan B. Frankel)
Mr. Gregory K. Jordan
Mr. Christopher Craig (Designee for Treasurer Joseph M. Torsella)
Mr. Lloyd Ebright (Designee for Treasurer Joseph M. Torsella)
Mr. James Bloom (Designee for Acting Secretary Richard Vague)
Mr. Alan Flannigan (Designee for Acting Secretary Richard Vague)

Executive Staff

Seth Kelly, Chief Investment Officer
N. Joseph Marcucci, Chief Counsel
Sara McSurdy, Chief Financial Officer
Terrill Sanchez, Board Secretary
Joseph Torta, Deputy Executive Director for Member and Participant Services
Christopher Houston, Deputy Executive Director for Administration, Acting Chief Compliance Officer
Cathy Nolan, Committee Counsel
Jeff McCormick, Committee Counsel

1. Call to Order

Chair Soderberg called the meeting to order at 8:32 A.M.

2. Welcome and Roll Call

Chief Financial Officer, Sara McSurdy, conducted a roll call of Committee members and designees who were on the video conference call.

3. Approval of Minutes

By motion of Mr. Thall, seconded by Mr. Fillman, and approved unanimously by Committee members, it was RESOLVED that this Committee approves the minutes of the September 29, 2020 Finance and Member Services Committee meeting.

4. Old Business

None

5. Special Presentations

None

6. New Business/Discussion Items Only**a. Board Delegation of Authority for Procurements Issued Pursuant to the Procurement Code**

Deputy Executive Director for Administration, Chris Houston, provided details regarding this agenda topic as follows:

- The Board has a role in the Procurement Code and Procurement Handbook as “head of the purchasing agency” in the Request for Proposal Process and Bid Protest Process, as well as the authority to delegate that role to the Board Secretary.
- As such, it was recommended that the Board delegate this authority to the Board Secretary, who may further delegate to other employees of the Board, the authority to take all actions permitted and authorized by the Procurement Code and the Procurement Handbook.
- This is particularly important due to the fast-moving nature of procurements and the limited number of Board meetings that occur throughout the year.
- The delegation would be limited to actions not related to investments.

After some deliberation, the Committee unanimously agreed to move forward with the Board Delegation of Authority for Procurements Issued Pursuant to the Procurement Code as follows:

- By motion of Mr. Fillman, seconded by Mr. Thall, and approved unanimously by Committee Members, it was RESOLVED that this Committee recommend that the State Employees' Retirement Board:

Delegate to the Board Secretary the authority to take all actions permitted and authorized by the Commonwealth Procurement Code, 62 Pa. C.S. §§ 101-4604, and the Department of General Services Procurement Handbook, to be taken by the Board as the head of a purchasing agency, and who shall have the authority to further delegate to such other employees of the Board the authority granted hereby as is necessary, expedient, or appropriate for the sound administration of the Board.

The roll call vote tabulation was as follows:

Yes: Ms. Soderberg (Committee Chair), Senator DiSanto, Mr. Fillman, Mr. Thall, Ms. Vecchio (Designee for Representative Michael Tobash)

b. Authorized Securities Signatories

Mr. Houston provided details regarding this agenda topic as follows:

- Pursuant to Resolution Number 2012-03, there exists a Board-approved listing of signatories by title, any two of which acting jointly (along with two representatives of the Pennsylvania Department of the Treasury) could affect transactions in securities held by or in the name of SERS.
- The Board Secretary certifies the names of the individuals having those titles from time-to-time.
- The Committee should recommend that the Board adopt a resolution to abolish previous authorized signature lists and establish a new listing, which adds the title of Deputy Executive Director for Administration and revises the title of Director of Member Services to Deputy Executive Director for Member and Participant Services.

After some deliberation, the Committee unanimously agreed to move forward with the recommendation to update the Authorized Securities Signatories and made the following motion:

- By motion of Mr. Fillman, seconded by Mr. Thall, and approved unanimously by Committee Members, it was RESOLVED that this Committee recommend that the State Employees' Retirement Board:

Authorize any two or more of the following representatives of the Board, from at least two of the following offices within the State Employees' Retirement System (SERS):

- Executive Office
 - Executive Director
- Office of Administration
 - Deputy Executive Director for Administration
- Office of Member and Participant Services
 - Deputy Executive Director for Member and Participant Services
- Investment Office
 - Chief Investment Officer
 - Deputy Chief Investment Officer
 - Investment Portfolio Managers
- Office of Financial Management
 - Chief Financial Officer
 - Assistant Chief Financial Officer
 - Investment Accountants

and such other titles as may be adopted from time to time, acting together with two representatives designated by the Pennsylvania Department of Treasury, to serve as signatories for the following purposes:

- (1) to sell, transfer or request payment of any obligation of the United States of America or of any other security registered in the name of or held by the Board in any capacity, including the SERS, the State Employees' Defined Contribution Plan, the Benefits Completion Plan, or the Deferred Compensation Plan; and

- (2) to appoint one or more attorneys-in-fact to affect any such sale, transfer, or request for payment.

Furthermore, each such Board representative hereby is authorized:

- (1) to make certifications in relation to any such sale, transfer, or request for payment to warrant propriety of same; and
- (2) to agree, in any case where the Uniform Fiduciaries Act may not afford full protection for any such disposition, to reimburse the issuer of such obligation or security and its transfer agent the reasonable costs, including counsel fees, which either may bear in connection with such disposition of any obligation or security held in the name of SERS & CO. or any other name.

Further, that all prior authorized securities signature lists established by the Board will no longer be effective, including, but not limited to, those established by Resolution Number 2012-03.

The roll call vote tabulation was as follows:

Yes: Ms. Soderberg (Committee Chair), Senator DiSanto, Mr. Fillman, Mr. Thall, Ms. Vecchio (Designee for Representative Michael Tobash)

7. New Business/Informational Items Only

The Committee also was provided with the following informational items to review at its convenience:

- a. Directed Commissions (July and August)
- b. Total Commissions (July and August)
- c. Membership and Benefits lists (July and August)

8. Executive Session

The Committee then entered Executive Session to review and discuss the SERIS 2.0 maintenance and support strategy. If conducted in public session, such discussion would lead to the disclosure of information that is confidential or otherwise protected by law, and, thus, was appropriate for Executive Session.

9. Board Comments/Concerns/Questions

None

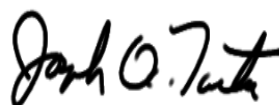
10. Motion to Adjourn

By motion that was moved, seconded, and approved unanimously by Committee members, it was RESOLVED that this meeting be adjourned at 9:24 A.M.

Respectfully submitted,



Sara McSurdy
Chief Financial Officer



Joseph A. Torta, Deputy Executive Director
Member and Participant Services