

February 12, 2019 NHRS Board of Trustees, Governance Committee

**Note:** These minutes from the February 12, 2019 Governance Committee meeting were approved and executed at the March 7, 2019 meeting.

**Governance Committee**  
Board of Trustees  
New Hampshire Retirement System  
54 Regional Drive  
Concord, NH 03301

**February 12, 2019**  
**Public Minutes**

*Governance Committee Members: Trustees Bill Dwyer, Richard Gustafson, Robert Maloney.*

*Staff: George Lagos, Executive Director; Frank Clough, IT Director; Mark Cavanaugh, Associate Counsel and Compliance Officer; Tim Crutchfield, Chief Legal Counsel; Larry Johansen, Director of Investments; Gerard Murphy, Director of Finance; and Margaret Astles, Executive Assistant.*

Trustee Gustafson, Acting Chair, called the meeting to order at 12:10 p.m.

Having established a quorum, on a motion by Trustee Maloney, seconded by Trustee Dwyer, the Governance Committee unanimously approved the minutes of the January 8, 2019 Committee meeting.

Chief Legal Counsel Crutchfield updated the Governance Committee on the possible transition to paperless Board meetings. He noted that he sent out five RFIs to specific providers that were identified through the Board survey as well as outreach to four public plans that have implemented paperless Board meetings. NHRS received only two responses, from Diligent and Convene, both well-known providers. Mr. Crutchfield stated that the Governance Committee could expect presentations from both Diligent and Convene at a future meeting.

Mr. Crutchfield noted that NHRS received five responses to the RFP for fiduciary, tax, benefit and legislative counsel services. The Legal team is currently reviewing the RFP responses and will provide a recommendation to the Committee at its next meeting. Trustee Gustafson asked how the proposed pricing from the respondents compares to Groom Law, our current counsel for these services. Mr. Crutchfield replied that the respondents from the Midwest have significantly lower hourly rates than Groom, as well as the respondents from Washington, DC and New York. However, he added that staff would pay more attention to the discounted or blended rates offered which narrows the pricing differences.

Trustee Gustafson introduced discussion regarding the Data Security Policy, which had been presented to the Committee last month for the typical one-month review period. Mr. Crutchfield noted that Trustee Dwyer had submitted recommendations to

move the definitional section of the policy, adding that no substantive changes were proposed. Trustee Dwyer also had IT-related questions regarding the keeping of logs, which Director of IT Frank Clough addressed to Trustee Dwyer's satisfaction. Trustee Gustafson asked Mr. Clough if he agreed with the content of the Data Security Policy and Mr. Clough replied that he did.

On a motion by Trustee Dwyer, seconded by Trustee Maloney, the Committee unanimously voted to recommend to the full Board that it adopt the Data Security Policy.

Trustee Gustafson noted that next month, we would be addressing the Board Self Evaluation as best practice.

With no further business to discuss, on a motion by Trustee Maloney, seconded by Trustee Dwyer, the Governance Committee unanimously voted to adjourn.

Respectfully submitted,

Margaret M. Astles  
Executive Assistant