

January 11, 2011 NHRS Governance Committee Meeting

These minutes were approved at the March 8, 2011 Committee meeting.

**Governance Committee
of the
Board of Trustees
January 11, 2011**

PUBLIC MINUTES

**New Hampshire Retirement System
54 Regional Drive
Concord, NH**

Committee Members: Justin Cutting, *Chair*; Cathy Provencher; Sam Giarrusso.

Staff: Kim France, *Interim Executive Director*; Larry Johansen, *Director of Investments*; Tim Crutchfield, *Chief Legal Counsel*.

Trustee Cutting opened the meeting following the regular Board Meeting. Trustee Giarrusso moved and Trustee Provencher seconded, that the minutes from the September 14, 2010 Committee meeting be approved. A unanimous vote followed.

Ian Lanoff, fiduciary attorney in the Groom Law Group, called into the meeting to discuss the draft revisions to the Indemnification Policy and other fiduciary points raised by Atty. Wells' letter of October 26, 2010. The Committee agreed that the non-Trustee members of the IIC should have the same level of indemnification as Trustees. Among the points discussed were: indemnification under the Policy when an individual was acting in the best interests of the members and beneficiaries; the applicability of the state indemnification statute under RSA 99 to the Board and non-Board IIC members; and possible clarifying revisions to RSA 100-A:15.

Moved by Ms. Provencher, seconded by Mr. Giarrusso, the Committee voted unanimously that the Indemnification Policy, as amended, be presented to the full Board for approval.

While the Committee determined that RSA 100-A:15, IX, covered the non-Board IIC members to the same extent as the Board members,

statutory clarification was recommended. Therefore, Ms. Provencher moved, and Mr. Giarrusso seconded, that the following amendments to RSA 100-A:15 be presented to the Board for approval: in RSA 100-A:15, I, the third sentence would read: “The board of trustees **and members of the independent investment committee** shall have the powers, privileges, and immunities of a corporation”; and the first sentence of RSA 100-A:15, IX, would read: “The non-trustee members of the independent investment committee shall be afforded the same liability insurance, **and** indemnification, **and statutory protections** as board members.” The motion passed unanimously.

Following a general discussion of trustee training due to a number of new Trustees joining the Board recently, Ms. Provencher moved to adjourn, seconded by Mr. Giarrusso, and the vote was unanimous.

Respectfully submitted,
Shannan Hudgins