



**Milwaukee County Employees' Retirement System (ERS)  
January 19, 2022 Governance Committee Meeting  
MINUTES**

**Call to Order**

Governance Committee Chair Elena LaMendola called the Governance Committee meeting to order at 10:02a.m. on Wednesday, January 19, 2022. The meeting was held virtually due to the COVID-19 pandemic.

**Committee Members Present:**

Jeff Gollner  
Kessha Hobson  
Elena LaMendola  
Himanshu Parikh

**Others Present:**

Erika Bronikowski, Retirement Plan Services  
Jessica Culotti, Reinhart Boerner Van Deuren  
Judd Taback, Office of Corporation Counsel  
Tasha Ford, Retirement Plan Services  
Brendon Miller, Diligent Boards  
Gavin Bernstein, Diligent Boards  
Dave Hamilton, Passageways Onboard  
Jason Martinez, Nasdaq Governance Solutions  
Peter Campana, Nasdaq Governance Solutions  
Dee Sicklesteel, Aprio

**Other Pension Board Members Present:**

Davie Robles

**Committee Members Not in Attendance:**

**1. Topic: Election of Governance Committee Chairperson**

Ms. Bronikowski explained that per the MCERS Governance Committee Charter, there is an election for a Committee Chair at the first meeting of each even year.

Trustee LaMendola nominated Trustee Gollner. Trustee Parikh seconded the nominations. By a vote of four to zero, the Committee elected Trustee Gollner as the Chairperson.

**2. Topic: Chairperson's Report**

Trustee LaMendola thanked everyone for their support and appreciates the experience of chairing the Governance Committee.

**3. Topic: Board Portal Presentations**

Ms. Bronikowski explained that board portals are used for managing board operations and meeting logistics. Currently, RPS uses email and Outlook calendars for scheduling meetings, communicating with the trustees, and circulating meeting materials. Board portals can offer dedicated spaces for trustees to perform board work and enhance meetings and the administrative burden of document retention.

Ms. Bronikowski stated, for the benefit of the presenters in attendance, this meeting is a public meeting and pursuant to Wisconsin State Statutes, is publicly accessible. Information on fees will be provided to the Committee in closed session. This Committee will hear presentations and make recommendations to the Pension Board which has the final decision.

**a. Diligent Boards**

Messrs. Miller and Bernstein presented this item. They performed a demonstration of the Board Portal that they offer and described its features. The Diligent Boards portal can be accessed on any device and houses information and documents for Board meetings and operations.

In response to a question from Trustee Robles, Mr. Bernstein confirmed that trustees are able to communicate with each other using the portal and that notices from the portal are sent to external trustee emails.

Trustee Robles asked whether Diligent's portal has space for the Board to maintain information for trustees such as Rules and Ordinances.

Mr. Bernstein confirmed that the portal includes a resource center where files may be stored and accessed by trustees.

Trustee Robles noted that trustees have to make records available upon request and asked if the portal has the capability to pull data and produce records.

Mr. Bernstein explained that documents can be retained indefinitely, and the Board would set its retention policy.

#### **b. Passageways Onboard**

Mr. Hamilton presented this item. He performed a demonstration of the Board Portal that Passageways Onboard offers and described its features. The Onboard portal can be accessed on any device and houses information and documents for Board meetings and operations.

Trustee Robles noted that trustees need to be able to respond to records requests and have a method of preserving communications. He asked whether Onboard has a means of archiving documents and messaging/communications.

Mr. Hamilton explained that meetings and books are all archived and that once a meeting has happened, the Board book or Board book with annotations can be downloaded.

In response to a question from Trustee Robles, Mr. Hamilton confirmed that the Onboard portal alerts users that there is a message in the system with notifications or emails.

Trustee LaMendola asked whether there is an option to load prior meeting materials to the portal.

Mr. Hamilton confirmed that a mass upload of documents is available.

#### **c. Nasdaq Governance Solutions**

Messrs. Martinez and Campana presented this item. They performed a demonstration of the Board Portal that they offer and described its features. The Nasdaq Boardvantage Board portal can be accessed on any device and houses information and documents for Board meetings and operations.

In response to a question from Trustee Gollner, Mr. Campana confirmed that notifications in the portal are pushed to user devices through an app.

Trustee LaMendola noted that the Board may not need all of the features offered in this portal and inquired as to whether the portal modules/features can be customized.

Mr. Campana explained that any modules may be turned off but may not be renamed.

Trustee Robles asked whether the portal offers the capability to archive communications and documents within the portal in order to comply with open records laws.

Mr. Campana confirmed that everything is archived and the Board will set the retention policy.

#### **d. Aprio**

Ms. Sickelsteel presented this item. She performed a demonstration of the Board Portal that Aprio offers and described its features. The portal can be accessed on any device and houses information and documents for Board meetings and operations.

Trustee LaMendola asked if trustees could access a test environment or trial portal now to aid in their decision.

Ms. Sicklesteel confirmed that she would provide access to a trial portal for the Board to use.

Mr. Bronikowski noted that she would ask each of the presenters for access to a trial portal as well.

The Committee voted to adjourn into closed session under Section 19.85(1)(e), Wis. Stats., with regard to Item 4 for deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session.

**4. Topic: Deliberation on Board Portal Presentations**

This item was discussed in closed session and no action was taken.

**After returning to open session, a motion was made by Trustee Parikh, seconded by Trustee LaMendola, to table the selection of a Board portal vendor at this time for further clarification and follow up questions. The motion passed unanimously.**

**5. Topic: ERS/RPS 2020-2021 Strategic Plan Update**

Ms. Bronikowski provided the quarterly strategic plan update for the end of fourth quarter of 2021. She explained RPS is at the mid-point of this strategic plan as it covers 2021 and 2022. She noted the item named had a typo and should be "2021-2022 Strategic Plan Update". The next strategic plan for RPS will be developed at the end of 2022 and will cover 2023 and 2024. The RPS strategic plan is developed every other year by RPS staff and includes goals under the following categories: benefits administration, member services, financial governance, and organizational learning and development.

Ms. Bronikowski explained that 19 of 103 goals have been completed and eight are scheduled to be completed during the first quarter of 2022. These goals include: developing a unique checklist for review of pension calculations for members who left the county but are reaching retirement age, documenting two processes in the RPS Fiscal Office, automating reporting from the custodian bank, incorporating a demonstration of Member Self-Service at New Employee Orientation, developing a pension contribution withdrawal FAQ, developing a follow up procedure for individuals who went through orientation but have not submitted their initial beneficiary designation forms, developing a survey for retirees who have been retired for one year, implementing a peer to peer mentoring program, and having team members complete one training per quarter.

18 goals will be resolved with the pension administration system upgrade. 11 goals are more than one month overdue and 10 are one month overdue. This is primarily due to the vacancy at the Sr. Compliance and Research Analyst role which was filled at the end of 2021. At this time, RPS is still on track to accomplish all of the goals in the 2021-2022 strategic plan.

**6. Topic: Board Effectiveness Assessment Status Update**

Ms. Bronikowski explained the Pension Board selected Nasdaq as a Board Self-Assessment provider in December 2021. The draft contract was provided at the end of December 2021 and has been reviewed by RPS and counsel. Currently, Milwaukee County's Risk Management team is reviewing the draft contract.

**7. Topic: Adjournment**

The meeting adjourned at 12:40 p.m.