

MINUTES
BOARD OF TRUSTEES
OF THE TEACHERS' AND STATE EMPLOYEES' RETIREMENT SYSTEM

The regular quarterly meeting of the Board of Trustees was called to order at 9:31 a.m., October 27, 2016, by the Chair, Treasurer Janet Cowell. The meeting was held in the Dogwood Conference Room of the Longleaf Building at 3200 Atlantic Avenue, Raleigh, NC 27604. The Chair notified attendees that there would be public comment period for organizations and individuals to address the Board. The Chair gave an update on Board vacancies and pending appointments.

Members Present

The Board members present were: Treasurer Janet Cowell, John Aneralla, Lentz Brewer, Jack Brooks, Van Dowdy, Greg Grantham, William Grey, Terry McCann, Michael Mebane (by phone), Greg Patterson, Lou Ann Phillips for Dr. June Atkinson, Paula Woodhouse and Veronica Wright.

Members Absent

There were no Board members absent.

Guests Present

The guests attending were: Michael Ribble, Larry Langer, and Lisa Townley from Buck Consultants, Robert Curran and Susannah Holloway, representing the NC Attorney General's Office and Michael Crowell from Tharrington Smith, LLP.

Department of State Treasurer Staff Present

The staff members present were: Steve Toole, Nick Byrne, Thomas Causey, Joan Fontes, Jaclyn Goldsmith, Schorr Johnson, Sherry McLamb, Vicki Roberts, Kevin SigRist, Anthony Solari, Edgar Starnes, Christina Strickland and Sam Watts.

Conflicts of Interest

The Chair asked, pursuant to the ethics rules, about conflicts of interest of Board Members. There were no conflicts of interest.

Introduction and Swearing In of Board Members

Paula Woodhouse was sworn in as a new member of the Board.

Approval of the Minutes from the July 21, 2016 Board Meeting

It was moved by John Aneralla, seconded by Greg Grantham and carried unanimously that the minutes from the Board meeting held on July 21, 2016, be approved.

Retirement Systems Division Operations

The Chair recognized Thomas Causey, Deputy Director of Operations, and Vicki Roberts, Deputy Director of Member Services, for an update on Retirement Systems Division (RSD) operations. Mr. Causey gave a report on the metrics for operations and Ms. Roberts gave an update on the metrics for Member Services.

The Chair recognized Nick Byrne who reported on overpayments due to the Retirement Systems Division. He stated that RSD recovered \$707,025 in August and a total of \$8,490,258 in the past 13 months. Mr. Byrne said there was an increased goal to collect \$8 million for FYE 2017, a \$1 million increase over last fiscal year. Mr. Byrne also stated that additional funds due to the System were collected as a result of increased efforts to collect employer penalties for late reporting. Mr. Byrne stated that the majority of overpayments due were collected through repayment by deductions from disability recipient and retiree checks.

Update on the Investment Advisory Committee (IAC) Meetings

The Chair recognized John Aneralla and Michael Mebane to give an update on the Investment Advisory Committee (IAC) Meetings. Mr. Aneralla stated that he and Mr. Mebane are the two members of the Board (appointed by the Treasurer) who serve on the IAC. He mentioned the benchmarking report presented previously and commented about the low cost achieved in administering the Retirement Systems. He stated that the investment portfolio is more conservative than the average, but it out performs some more aggressive plans. He also reported on the Department's project designed to assess the fundamental arguments for and against environmental, social, and governance considerations in the investment process.

Secondary Employment

Blake Thomas, Interim General Counsel, provided an update on concerns raised by Board members regarding secondary employment of the State Treasurer and Board members. Mr. Thomas stated that there was a detailed discussion regarding this matter during the September IAC Meeting. A consensus formed in the IAC against a one-size-fits-all approach. The IAC recommended that the State Treasurer agree and the Retirement Boards resolve that before a Treasurer may join any private sector boards in the future, the Treasurer must have a detailed consultation with the IAC and the LGERS and TSERS Boards of Trustees. Under the recommended resolution, the detailed consultation would be required to take place in open session before the State Treasurer obtains any formal opinion from the State Ethics Commission. Mr. Thomas stated that the Board could either consider the policy at this meeting or wait until January 2017. Mr. Mebane moved to adopt the following resolution consistent with IAC's recommendation, Mr. Patterson seconded, and the Board voted unanimously in favor of the resolution. That resolution read:

"The Boards resolve to institute the following supplemental ethics policy under N.C.G.S. 138A-41(a) and 147-69.11(a) (5):

"Before a State Treasurer may join any private sector boards in the future, the Treasurer shall have a detailed consultation with the Retirement Boards and the Investment Advisory Committee. That consultation shall take place in open session before the State Treasurer obtains a formal opinion from the Ethics Commission."

Intercept Authority Policy Implementation

Mr. Byrne presented to the Board for its adoption a policy establishing a timeframe in which the Retirement Systems Division may intercept funds owed to the System where an employer fails to timely submit required contributions and payments. Enforcement of the policy will also include multiple notifications provided to a potentially impacted employer, as well as compliance with the statutory requirement to notify the State Treasurer of its intent to collect the delinquent contributions or payments.

Where interception is required, the Retirement Systems Division will also notify the Office of State Budget and Management about the employer's default, and instruct the Office of State Budget and Management or, in cases involving a public school system, the Department of Public Instruction, to intercept the State appropriations due from the participating employer.

The RSD staff's recommendation, to be effective January 1, 2017, was that the Board establish the "date set by the Board of Trustees" to intercept delinquent contribution-based benefit cap (CBBC) contributions to be 12 months after the member's effective date of retirement. For the interception of other delinquent contributions or payments, the RSD staff's recommendation to be effective January 1, 2017, was that the Board establish the "date set by the Board of Trustees" to be 90 days after final notice that other contributions or payments are due to the Retirement Systems Division.

After discussion by the Board, Mr. Aneralla made a motion and Mr. Grantham seconded, and it was voted unanimously by the Board that, effective January 1, 2017, the date set by the Board for the interception of CBBC contributions is 12 months after the member's effective date of retirement and the date set for the interception of other delinquent contributions or payments is 90 days after final notice that other contributions or payments are due to the Retirement Systems Division. Lou Ann Phillips commented that the State Board of Education plans to discuss the policy and any approval required by its Board at its December meeting.

Principal Results of Actuarial Valuations, as of December 31, 2015, for the Teachers' and State Employees' Retirement System (TSERS)

Michael Ribble and Larry Langer of Buck Consultants presented the principal results of actuarial valuations for TSERS. The key results of the December 31, 2015 valuation as compared to the December 31, 2014 valuation were: (1) market value returns of 0.36% compared to 7.25% assumed; (2) increase in covered payroll of 1.7% compared to approximately 3% expected; (3) recent legislation signed into law since the prior valuation that authorized a one-time pension supplement in the amount of 1.6% of the annualized benefit in effect on September 1, 2016 to be paid on or before October 31, 2016; (4) changes in actuarial assumptions and methods in accordance with the latest experience study prepared as of December 31, 2014 and adopted by the Board of Trustees on January 21, 2016; and (5) the Employer Contribution Rate Stabilization Policy adopted by the Board of Trustees on January 21, 2016. When compared to the December 31, 2014 baseline projections, the aforementioned resulted in: (1) a lower funded ratio as of December 31, 2015 (92.5% in the valuation compared to 96.3% in the baseline projection); (2) a higher actuarially determined employer contribution rate for fiscal year ending June 30, 2018 (10.08% in the valuation compared to 8.31% in the baseline projection); and (3) lower projected benefit amounts being accrued by active members.

It was moved by John Aneralla, seconded by Greg Patterson, and carried unanimously that the actuarial valuation report for TSERS be accepted.

Principal Results of Actuarial Valuations, as of December 31, 2015, for the Consolidated Judicial Retirement System (CJRS)

Michael Ribble and Larry Langer of Buck Consultants presented on the principal results of actuarial valuations for CJRS. The key results of the December 31, 2015 valuation as compared to the December 31, 2014 valuation were: (1) market value returns of 0.35% compared to 7.25% assumed; (2) increase in covered payroll of 1.0% compared to approximately 3% expected; (3) recent legislation signed

into law since the prior valuation that authorized a one-time pension supplement in the amount of 1.6% of the annualized benefit in effect on September 1, 2016 to be paid on or before October 31, 2016; and (4) changes in actuarial assumptions and methods in accordance with the latest experience study prepared as of December 31, 2014 and adopted by the Board of Trustees on January 21, 2016. When compared to the December 31, 2014 baseline projections, the aforementioned resulted in: (1) a lower funded ratio as of December 31, 2015 (89.4% in the valuation compared to 94.3% in the baseline projection); (2) a higher actuarially determined employer contribution rate for fiscal year ending June 30, 2018 (30.23% compared to the preliminary contribution rate of 25.09% for fiscal year ending June 30, 2017); and (3) lower projected benefit amounts being accrued by active members.

It was moved by Lentz Brewer, seconded by Lou Ann Phillips, and carried unanimously that the actuarial valuation report for CJRS be accepted.

Principal Results of Actuarial Valuations, as of December 31, 2015, for the Legislative Retirement System (LRS)

Michael Ribble and Larry Langer of Buck Consultants presented the principal results of actuarial valuations for LRS. The key results of the December 31, 2015 valuation as compared to the December 31, 2014 valuation were: (1) market value returns of 0.42% compared to 7.25% assumed; (2) increase in covered payroll of less than 0.1% compared to approximately 3% expected; (3) recent legislation signed into law since the prior valuation that authorized a one-time pension supplement in the amount of 1.6% of the annualized benefit in effect on September 1, 2016 to be paid on or before October 31, 2016; and (4) changes in actuarial assumptions and methods in accordance with the latest experience study prepared as of December 31, 2014 and adopted by the Board of Trustees on January 21, 2016. When compared to the December 31, 2014 baseline projections, the aforementioned resulted in: (1) a lower funded ratio as of December 31, 2015 (99.0% in the valuation compared to 120.5% in the baseline projection); (2) a higher actuarially determined employer contribution rate for fiscal year ending June 30, 2018 (18.27% compared to the preliminary contribution rate of 0.46 calculated in the December 31, 2014 valuation for fiscal year ending June 30, 2017 (the experience study increased the preliminary contribution rate of 0.46% to 17.05% for fiscal year ending June 30, 2017)); and (3) lower projected benefit amounts being accrued by active members.

It was moved by John Aneralla, seconded by Lentz Brewer, and carried unanimously that the actuarial valuation report for LRS be accepted.

Principal Results of Actuarial Valuations, as of December 31, 2015, for the Disability Income Plan of North Carolina (DIPNC)

Michael Ribble and Larry Langer of Buck Consultants presented the principal results of actuarial valuations for DIPNC.

It was moved by Greg Patterson, seconded by Jack Brooks, and carried unanimously that the actuarial valuation report for DIPNC be accepted.

Principal Results of Actuarial Valuations, as of December 31, 2015, for the North Carolina National Guard

Michael Ribble and Larry Langer of Buck Consultants presented the principal results of actuarial valuations for DIPNC.

The Treasurer commented that funding of 65% for National Guard is not very high if you want to support the Guard. Mr. Langer said that the funding ratio of this plan is driven by the experience study and the formula rate increases – which results in always “playing catch-up” to fund the rate increases. The Treasurer said that it would show support to the National Guard by funding the plan at a higher rate. A motion was made by John Aneralla, and seconded by Lou Ann Phillips, and carried unanimously, to send a letter to the Legislature, when appropriate, regarding the funding of the National Guard plan indicating that benefit increases should not be granted without providing funding for the increases, at the appropriate time.

It was moved by Lentz Brewer, seconded by Van Dowdy, and carried unanimously that the actuarial valuation report for the North Carolina National Guard, along with the motion to send a note to legislature regarding funding of plan, be accepted.

Principal Results of Actuarial Valuations, as of December 31, 2015, for the Death Benefit Plan

Michael Ribble and Larry Langer of Buck Consultants presented the principal results of actuarial valuations for the Death Benefit Plan. Mr. Ribble reported that the current assets and contribution rates of the Retirees’ Contributory Death Benefit Plan are not adequate to address the \$74.8 million gap between the assets and liabilities. It has been recommended that plan provisions or contribution rates should be changed to address this shortfall. At its April 21, 2016 meeting, the Board approved two such changes: (1) an increase to premiums for members who retire March 1, 2017 or later; and (2) a decrease in the interest paid on return of contributions to 1.20%, applicable to retirees whose death occurs prior to 24 months of coverage. The changes will help mitigate future growth of the deficit.

Mr. Ribble also reported on the decreasing surplus of the Separate Insurance Benefits Plan for Law Enforcement Officers. The surplus was reduced by Session Law 2013-360, which allows the use of funds from the Separate Insurance Benefits Plan for state and local law enforcement officers to be used for other purposes for fiscal year ending June 30, 2014, and fiscal year ending June 30, 2015. The Board discussed concerns related to the use of the funds for purposes other than those stated in the statute and the concerns that this practice could lead to a deficit in the plan that would prevent it from being able to make benefit payments to beneficiaries.

A motion was made by John Aneralla, and seconded by Van Dowdy, and carried unanimously, to send a letter to the Legislature reiterating the Board’s position that the Separate Insurance Benefits Plan funds should not be used for other purposes, as occurred in 2014 and 2015.

It was moved by Van Dowdy, seconded by Greg Grantham, and carried unanimously that the actuarial valuation report for the Death Benefit Plan be accepted.

Public Comment

There were no public comments.

State Legal Matters

Consideration of Petition for Rulemaking

Special Deputy Attorney General, Robert Curran, provided a summary of the Petition for Rulemaking that was filed by the Johnston County Board of Education, Wilkes County Board of Education, Union County Board of Education, and Cabarrus County Board of Education on October 18, 2016, requesting that the Board adopt a rule establishing the cap factor for the contribution-based benefit

cap required by N.C.G.S. § 135-5(a3). The Contribution-Based Benefit Cap law, Session Law 2014-88, requires the Board to adopt a contribution-based benefit cap factor based upon the advice of the actuary (within certain parameters), to be used in the calculation to determine whether an additional employer contribution is required at retirement. Based upon the advice of the actuary, the Board adopted the contribution-based benefit cap factor at the October 23, 2014 Board Meeting and adopted a new cap factor at the October 22, 2015 Board Meeting. Mr. Curran advised the Board of its options: (1) grant the Petition for Rulemaking; (2) deny the Petition for Rulemaking; or (3) table its decision until the January 19, 2017 Board Meeting. Mr. Curran provided an update on the litigation filed by the four school boards. The school boards were assessed an additional contribution due to the CBBC provision based on the retirement of their superintendents. Two complaints were filed in superior court and four petitions for contested case hearings were filed in the Office of Administrative Hearings (OAH). Since the July Board meeting, all four OAH complaints were dismissed and the two complaints filed in Superior Court were dismissed based on failure to exhaust available administrative remedies.

Michael Crowell, attorney for petitioners, was recognized by the Chair to address the Board. He stated that his clients are opposed to the 2014 pension cap law as it is currently written and that they disagree with the notion that their actions would be considered pension spiking. He referenced situations in which employees began their careers in lower paying jobs and then end their careers in higher paid positions. He provided examples, such as administrators, principals, and superintendents that he characterized as falling into that category. He also stated that the problem is the contracts and contributions that were in place before this law was passed. He recognized that the Board cannot change the statute. However, he stated that the cap factor fits into the rule category and a rulemaking process should occur. He stated that the statute requires the cap to be based on a recommendation from the actuary. He said the Board needs to address the question of the adoption of a specific cap factor because the Board should approve the cap factor proposed by the actuary. He also stated that advance notice of the cap factor should be required and the opportunity to comment and offer alternatives should be made available before the rule is adopted.

Mr. Curran stated that the Board has statutory authority to adopt policies, and the Board already has a rule regarding the adoption of actuarial rates and assumptions that has been in place for many years.

It was moved by John Aneralla and seconded by Mike Mebane to deny the petition based on the following reasons:

- (1) The Board has statutory authority to adopt recommendations of its actuary, which become part of the Plan document governing the TSERS.
- (2) The Board has a rule in place, 20 N.C.A.C. 2B.0202, which governs the Board's adoption of actuarial rates, tables and assumptions.
- (3) Petitioners did not submit the proposed text of the requested rule, as required by N.C.G.S. § 150B 20.
- (4) The Petitioners are not separate bodies which can sue the Retirement System regarding the formulas used for funding the Retirement System.

The motion carried unanimously to deny the Petition for Rulemaking.

It was moved by John Aneralla, seconded by Lentz Brewer, and voted unanimously to hold a closed session pursuant to N.C.G.S. § 143-318.11(a)(3) to discuss legal matters regarding pending litigation involving the Johnston, Wilkes, Union and Cabarrus County Schools and Boards of Education.

It was moved by John Aneralla, seconded by Greg Patterson, and voted unanimously to reopen the meeting.

State System Adjournment

There being no further business before the Board, the meeting was adjourned at 12:25 p.m., without objection.

CHAIR

SECRETARY