

FREDERICK COUNTY EMPLOYEES RETIREMENT PLAN
FREDERICK COUNTY UNIFORMED EMPLOYEES RETIREMENT PLAN

JOINT MEETING OF THE RETIREMENT PLAN COMMITTEES

MEETING MINUTES

April 11, 2023

A joint meeting of the Retirement Plan Committees for the Frederick County Employees Retirement Plan (the “Employees Plan”) and the Frederick County Uniformed Employees Retirement Plan (the “Uniformed Employees Plan”) (jointly, the “Committees” and the “Plans”) was held on Tuesday, April 11, 2023, at 1:00 p.m. in the Winchester Room at Winchester Hall. Present in person were the following members of the Joint Retirement Committees:

1. Human Resources Acting Director: Shannon D. Powell
2. Finance Director: Erin White
3. Retiree Representative: Michael Gastley
4. Member at Large: Daniel Lewis
5. Member at Large: Michael Mills

Committee Member(s) virtually present via Microsoft Teams:

1. FOP 102A (Corrections) Representative: Michael Bird
2. IAFF Representative: John Neary

Committee Member(s) absent from the meeting:

1. Retiree Representative: Douglas Browning
2. FOP 102 (Law Enforcement) Representative: Jeff Hyatt

Also present at the invitation of the Committee were: Patrick Wing with Marquette Associates (“Marquette”), in person. Mary Claire Chesshire with Whiteford, Taylor & Preston, and Jim Ritchie with Bolton, virtually via Microsoft Teams. Additionally, Robert Goff, Susan Keller, and Shanna Gibbons with Frederick County Government, in person; and two guests virtually via Microsoft Teams. Shannon Powell was Chair and Shanna Gibbons was the Recording Secretary.

The Chair opened the meeting. Meeting Minutes from the March 14, 2023, meeting was reviewed and approved as is. Upon a motion duly made by Erin White and seconded by Michael Mills, there being no opposition this motion was unanimously passed.

Patrick Wing with Marquette reviewed the *Frederick County- Pension | Non-U.S. Equity Manager Comparisons dated April 11, 2023*. After the presentations from the three Non-U.S. Equity Managers presented during the March meeting, the Committee informally agreed to move forward with Dodge & Cox as the new Non-U.S. Equity Value Manager. Marquette proposed the following options to the Committee:

- Replacing American Funds with Dodge & Cox (All Active);
- Replacing American Funds with Dodge & Cox, while adding an index fund at 20% of the international equity allocation (40/40/20); or
- Replacing American Funds with Dodge & Cox, while adding an index fund at one-third of the international equity allocation (33/33/33).

Michael Gastley, Retiree Representative on the Committee, disclosed that a family member is currently an employee with Schroder Investments. However, neither Mr. Gastley nor the family member would personally benefit from this contract if Schroder Investments were selected. Per the Plan Attorney, no conflict is seen.

MOTION: After continued discussion, the Committee agreed to replace American Funds with Dodge & Cox but decide on the index funds separately. Upon a motion duly made by Michael Mills and seconded by Erin White, this motion was unanimously passed.

The Committee later decided to keep funds allocated as they are; that is, selecting the “All Active” option presented.

MOTION: The Committee agreed to liquidate American Funds and using those proceeds to invest in Dodge & Cox. Upon a motion duly made by Michael Mills and seconded by Erin White, this motion was unanimously passed.

The floor was then given to Erin White to discuss changes to the *Frederick County Master Trust Agreement*, the *Trust Agreement for the Frederick County Uniformed Employees Retirement Plan*, and the *Trust Agreement for the Frederick County Employees Retirement Plan*. The primary change is to replace the Trustee from Lori Depies to Erin White. Other changes include references throughout the documents for consistency and clarity.

MOTION: The Committee recommends that the County Council amend the Trust Agreements to reflect the ownership of the Master Trust and the authority of the Trusts of the two underlying Plans to invest therein. Upon a motion duly made by Michael Mills and seconded by Daniel Lewis, this motion was unanimously passed. Erin White abstained.

The Chair provided the opportunity for public comment. There was none.

At 1:50 p.m., a motion was made by Michael Mills and seconded by Michael Gastley to close the meeting pursuant to Maryland Annotated Code, General Provisions Article, Section 3-305(b)(1)(ii) to discuss a personnel matter that affects one or more individuals. Shannon Powell, Erin White, Michael Gastley, Michael Bird, John Neary, Daniel Lewis, and Michael Mills all voted in favor of the motion, Douglas Browning and Jeff Hyatt were absent, and there were no negative votes or abstentions. Mary Claire Chesshire and Robert Goff remained in the meeting.

During the closed session, the Committee discussed the upcoming term limits of three seats: IAFF Union Representative, FOP 102 Union Representative (Law Enforcement), and one Member at Large.

At 2:04 p.m., a motion to reopen the meeting was unanimously approved.

The next Committee meeting will be in-person at Winchester Hall (12 E Church St, Frederick, MD 21701) with a virtual call-in option on Tuesday, May 9, 2023, at 1:00pm.

There being no further business, a motion was made to end the meeting by Michael Mills and seconded by Daniel Lewis, there being no opposition this motion was unanimously passed, and the meeting adjourned at 2:05pm

Respectfully submitted,



Shanna Gibbons
Recording Secretary