MINUTES OF THE REGULAR MEETING OF THE BOARD OF TRUSTEES OF THE EMPLOYEES' RETIREMENT SYSTEM OF THE STATE OF HAWAII

JANUARY 8, 2024

CITY FINANCIAL TOWER 201 MERCHANT STREET, SUITE 1200 HONOLULU, HAWAII 96813

Trustees present: Dr. Genevieve Ley, Chair (former)*

(by teleconference) Mr. Emmit Kane, Chair (elected)* (in person)

Mr. Bennett Yap, Vice Chair (former)*
Mr. Lance Mizumoto, Vice Chair (elected)*

Mr. Vincent Barfield* Dr. Catherine Chan*

Trustees absent: Mr. Luis Salaveria

Staff present: Mr. Thomas Williams, Executive Director*
(City Financial Tower by teleconference) Ms. Kanoe Margol, Deputy Executive Director*
Mr. Kona Mann, Chief Compliance Officer*

Mr. Bart Asato, Program Specialist*
Mr. James Greubel, Program Specialist*
Ms. Shanna Sakagawa, Program Specialist*
Mr. Larry Wolfe, Accounting Manager

Mr. Keith Miyamoto, Information Services Branch Manager*
Ms. Sandra Straub, Information Services Systems Supervisor*

Ms. Kristin Varela, Chief Investment Officer*

Mr. Anthony Goo, Deputy Chief Investment Officer* Mr. Aaron Au, Investment Officer – Private Equity

Ms. Christine Chang, Investment Officer – Liquid Diversifying Strategies

Mr. Andrew Chen, Investment Officer – Credit Markets Mr. Ian Wetzel, Investment Officer – Real Assets Ms. Dale Kehau Kanae, Recording Secretary*

Ms. Lori Kim, Secretary*
Ms. Andrea Gasper, Secretary*
Ms. Diana Gomes, Secretary

Attorney present: Ms. Jenny Nakamoto, Deputy Attorney General*
(by teleconference) Ms. Lori Tanigawa, Deputy Attorney General*
Ms. Elmira Tsang, Deputy Attorney General*

Ms. Diane Wong, Deputy Attorney General*

Guests present: Ms. Yolanda Diaz, Bank of New York Mellon (in person)
(by teleconference) Mr. Christopher Carroll, Bank of New York Mellon (in person)

Mr. Anders Reinertsen, Bank of New York Mellon (in person Mr. Joe Newton, Gabriel Roeder Smith & Company Mr. Lewis Ward, Gabriel Roeder Smith & Company

Mr. Lewis Ward, Gabriel Roeder Smith & Company
Mr. Blake Orth, Gabriel Roeder Smith & Company
Mr. Colin Bebee, Meketa Investment Group, Inc.
Ms. Mika Malone, Meketa Investment Group, Inc.
Mr. Jack Dowd, The Townsend Group, an Aon Company

Ms. Julianna Pereira, The Townsend Group, an Aon Company

Public present: Mr. Douglas Appell, Pensions & Investments

(by teleconference) Mr. Ryan Estalila

Mr. Joe Karsch

^{*}Attended Executive Session.

QUORUM/CALL TO ORDER

A quorum being present (Chair Ley, Vice Chair Yap, Trustees Chan, Kane, and Mizumoto), Chair Ley called the regular meeting of the Board of Trustees (Board) of the Employees' Retirement System of the State of Hawaii (ERS) to order at 10:33 a.m. and requested each Trustee identify themselves and confirm that they are the only ones present at their remote location while attending the meeting. Each of the Trustees present confirmed same.

On a motion made by Trustee Mizumoto, seconded by Trustee Chan, and unanimously carried, to be able to hold a meeting allowing Trustees and members of the public to participate by interactive conference technology, pursuant to HRS §92-3.7, with at least one meeting location open to the public that has audiovisual connection.

PUBLIC COMMENT

Chair Ley called for public comment. There was no public present in person, however, three (3) members of the public were present by teleconference, but they had no public comment. Also, no written testimony was received for this meeting.

(Trustee Barfield joined the meeting by teleconference at 10:35 a.m.)

Chair Ley announced that agenda items would be taken out of order starting with part of New Business Item 1.

DISCUSS 2024 BOARD OF TRUSTEES ELECTION OF OFFICERS AND COMMITTEE ASSIGNMENTS Chair Ley discussed with the Board the Election of Officers and Committee Assignments and requested nominations for Chair and Vice Chair of the Board. Trustee Mizumoto nominated Trustee Kane for Chair and Trustee Kane nominated Trustee Mizumoto for Vice Chair.

On a motion made by Trustee Mizumoto, seconded by Vice Chair Yap, and unanimously carried, the Board approved Trustee Kane as the new Chair.

On a motion made by newly elected Trustee Kane, seconded by Vice Chair Yap, and unanimously carried, the Board approved Trustee Mizumoto as the new Vice Chair.

Newly elected Chair Kane presided over the remainder of the meeting and thanked former Chair Ley for serving as Chair for the past year. Chair Kane stated that the meeting would continue with the first agenda item.

THE BANK OF NEW YORK MELLON

Deputy Executive Director Kanoe Margol introduced The Bank of New York Mellon's Yolanda Diaz, Christopher Carroll, and Anders Reinertsen that attended the meeting in person and presented an oral and written report to the Board on the securities services they provide to the Employees' Retirement System and discussed in summary:

OVERVIEW

Securities Services and Digital Market and Wealth Services Investment and Wealth Management Global Scale & Leadership Asset Owners Worldwide

STRATEGIC FOCUS AREAS

Optimize Our Core Build Next Generation Solutions Develop Industry Leading Talent and Brand Achieve Superior Outcomes

THE BANK OF NEW YORK MELLON (CONT'D)

ASSET OWNER TRENDS & SOLUTIONS

BNY Mellon X Stanford LTI

Asset Owner Academy

5 Keys to Achieving Investment Operations Excellence

- Capitalize on Conditions for Pursuing Innovation
- Establish a Cost-Effective and Scalable Operating Model
- Pursue Data as a Service
- Optimize Tech Discovery and Pay-offs
- Foster Next-Generation Talent

After their presentation, Ms. Diaz, Messrs. Carroll and Reinertsen left the meeting.

EXECUTIVE DIRECTOR'S REPORT

Executive Director (ED) Williams gave an oral report to the Board as follows:

- Performance and Progress of ERS for 2023 by Branches:
 - o Information Services (IS) 24x7 monitoring, IS recruitment.
 - Accounting Completed the Audit, GRS will be presenting actuarial valuation, accounting recruitment.
 - o Retirement Benefits Branch Employer reporting, Karl Kaneshiro announced his retirement of April 1, 2024.
 - Staff Support Services Branch Diane Tengan retired on December 31, 2023, SSS Recruitment.
 - Program Support Staff Coordinating employer reporting, implementing Act 46 Employer/Employee Service Compensation Credit Settlements that included letters of commitment to employers to provide implementation and compliance information.
 - Compliance Support Staff Implement ERS compliance program, develop with IS policies and procedures on data analytics and risk metrics.
 - Investment Office Asset Liability Study completed, new target allocations developed and adopted, year-end rebalances are being implemented, and the overlay program is being revised and expanded.
- Legislation:
 - A recommendation to lower the funding period to be discussed with GRS in their presentation.
 - o A Bill on 5-Year Vesting is to be introduced.
 - A Bill to be discussed in the Legislative Committee Report regarding converting civil service branch manager positions to exempt positions once vacated by current staff.
- Potential change in date of ERS Investment Summit from July to October 15-18, 2024, in Kailua-Kona, Hawaii. Board members supported moving the date to October.
- ERS Annual Office-meeting was held December 8, 2024, that included Neighbor Island staff and was followed by a staff Holiday Party.
- Thanked the Board for their dedication and service over the past year.

(Trustee Chan left the meeting by ending her teleconference at 11:00 a.m. Quorum was maintained with Chair Kane, Vice Chair Mizumoto, Trustees Barfield, Ley, and Yap in attendance.)

DEPUTY EXECUTIVE DIRECTOR'S REPORT

DED Margol gave updates to the Board on ERS staffing and projects of Administration, Accounting, Information Services, Retirement Benefits and Staff Support Services Branches as presented in the December 2023 Monthly Operations Report.

ACCOUNTING BRANCH REPORT

Accounting Manager Larry Wolfe gave an oral and written report to the Board on a brief overview of the services the Accounting Branch provides and discussed the Employer Reporting Team, Financial Auditor Eide Bailly LLP, Procurement, Staff Development and Hiring, and Improving Financial Reporting.

The Board emphasized and requested that administration continue to work on leadership succession planning for the Accounting Branch. The Board also requested that presenters add their names onto all Branch Reports going forward.

DISCUSS 2024 BOARD OF TRUSTEES ELECTION OF OFFICERS AND COMMITTEE ASSIGNMENTS Chair Kane discussed with the Board the remainder of New Business Item 1 regarding Committee Assignments and stated that he would assemble the assignments by end-of-week and will appoint an Acting Chair subject to a Chair being elected by each Committee. Chair Kane reminded the Board members that prior to the next Board meeting in March, Committees should discuss Election of Chairs and Vice Chairs and review and accept the Committee Charter(s) to be recommended for acceptance by the Governance Policy, and then for final review and approval by the Board.

REPORT BY THE GOVERNANCE POLICY COMMITTEE Governance Committee (Committee) Chair Kane reported to the Board that the Committee last met on March 7, 2023, however, would meet sometime prior to the next Board meeting.

REPORT BY THE ADMINISTRATIVE & AUDIT COMMITTEE Administrative & Audit Committee (Committee) Chair Kane reported to the Board that the Committee last met on January 3, 2024, and reviewed and conditionally accepted the Committee Charters subject to changes to be provided by the Compliance Support Staff and auditor's KMH LLP regarding consistency of annual review times within each of the Administrative and Audit Committee, Internal Audit, and Ethics and Compliance Charters.

REVIEW AND DISCUSS THE ADMINISTRTIVE AND AUDIT COMMITTEE AND INTERNAL AUDIT CHARTERS TO INCLUDE ADMINISTRTIVE AND AUDIT COMMITTEE PERFORMANCE

On a motion made by Chair Kane, seconded by Trustee Ley, and unanimously carried, the Board accepted, as recommended by the Administrative and Audit Committee, the Administrative and Audit Committee, Internal Audit, and Ethics and Compliance Charters subject to changes regarding consistency of annual review times, to be reviewed and accepted by the Governance Policy Committee and for final recommendation to the Board for approval.

ANNUAL ACTUARIAL VALUATION REPORT FOR THE YEAR ENDING JUNE 30, 2023 Gabriel Roeder Smith & Company (GRS), Messrs. Joe Newton, Lewis Ward, and Blake Orth entered the room and presented an oral and written report to the Board on the Annual Actuarial Valuation Report for the Year Ending June 30, 2023.

Messrs. Newton and Ward discussed:

Purpose of the Actuarial Valuation

• Annual Health Checkup of ERS, Primary Purpose, and Funding Period. 2023 Actuarial Valuation Results

Projection of Funding Period from 2016 Legislative Impact Statement vs Actual Valuation Outcomes

Actual vs Projected UAAL

History of Funded Ratio

Projection of Funded Ratio Compared to Original Legislative Communications History of the ERS Active Headcount and Payroll

Probabilities of Future Outcomes

Summary and Proposed Alternative for Further Improvement

ANNUAL ACTUARIAL VALUATION REPORT FOR THE YEAR ENDING JUNE 30, 2023 (CONT'D)

- Now that the contribution rates have reached the top of the phase in, the strategy put in place in the 2017 legislative session is accomplishing the original goals.
- It is currently projected that the funded ratio will improve year-over-year going forward and the UAAL will begin to decline year-over-year in a couple of years.
- However, industry best practices have strengthened over time and the 30year maximum amortization period is no longer acceptable.

Survey of State Pension Plans

Survey of Largest Public Pension Plans

- Current Funding Period
- Maximum Funding Period

Impact on Future Outcomes

Valuation Summary

- The disciplined commitment to follow the contribution schedule from Act 17 (SB 936) continues the process of strengthening the financial outlook for ERS
- The scheduled employer contribution rates are expected to be adequate to satisfy Hawaii Revised Statutes §88-122(e)(1). The Statutory Stress Test shows this is true even with substantial adverse experience.
- However, all of the positive outlook assumes the scheduled contribution rates
 occur and investment income objectives are achieved. It is imperative that
 the currently scheduled funding strategies are sustained.
- GRS recommends the Maximum Funding Period per Statute be lowered over the next few years to align with industry best practices and enhance the financing security of ERS.

The Board requested ERS staff work with GRS on a schedule, to be reported through appropriate Committees and finally to the Board, regarding lowering of the Statutory Maximum Funding Period from 30 years to 25 years, ending with 20 years.

The ERS staff will be monitoring legislation to support changes to the Statute regarding the industry best practices and shortening the 30-year maximum amortization period of being fully funded. The Board requested that ERS staff be prepared to address any questions from the Legislature.

On a motion made by Chair Kane, seconded by Vice Chair Mizumoto, and unanimously carried, the Board accepted the recommendation by the Committee and approved the Annual Actuarial Valuation Report for the Year Ending June 30, 2023.

Chair Kane further reported to the Board that the Committee also reviewed and discussed two annual reports, to be reported by the Legislative Committee, and two items in Executive Session with respect to Potential Claims and Cyber Security Updates to be reported in Executive Session.

(Trustee Chan rejoined the meeting at 11:48 a.m. by teleconference.)

Legislative Committee (Committee) Chair Yap reported to the Board that a meeting is to be scheduled later this month or early February after the Bill introduction deadline of January 24, 2024. However, discussed an Update on 2024 Legislative Proposals Relating to the Employees' Retirement System, and Annual Reports to the Legislature as presented.

REPORT BY THE LEGISLATIVE COMMITTEE UPDATE ON 2024 LEGISLATIVE PROPOSALS RELATING TO THE EMPLOYEES' RETIREMENT SYSTEM Chair Yap further reported that three (3) Bills were submitted for the administration's executive branch package to be introduced for next session:

- to decrease the maximum projected funding period limit to amortize the total unfunded accrued liability of the Employees' Retirement System from thirty (30) years to twenty (20) years;
- to support the legislative intent and clarify the requirements of the Employees' Retirement System benefits such as service-connected disability retirement and accidental death benefits, as proposed from last session; and
- to exempt from Chapter 76, HRS, the Deputy Executive Director, Chief Compliance Officer, and Branch Manager positions at the Employees' Retirement System.

ED Williams discussed with the Board the details of the third and final Bill as it relates to converting the Deputy Executive Director, Chief Compliance Officer, and Branch Manager positions from Civil Service to Chapter 76, HRS exempt positions as presented.

Chair Yap further reported that the four (4) Annual Reports were submitted to the Legislature and have been submitted, as presented, to the Board as a receive and file and required no action.

Chair Kane noted, as previously mentioned, that the first two (2) Annual Reports were reviewed by the Administrative Audit Committee.

After this agenda item, GRS Messrs. Newton, Ward, and Orth left the meeting.

ANNUAL REPORT TO THE LEGISLATURE REQUIRED BY ACT 85/2017 REGARDING THE ACTUARIAL ASSET AND LIABILITY STRESS TEST 2023

ANNUAL REPORT TO THE LEGISLATURE REQUIRED BY ACT 87/2015 REGARDING STATUS OF EMPLOYER REPORTING OF INFORMATION 2023

ANNUAL REPORT TO THE LEGISLATURE REQUIRED BY ACT 192/2007 REGARDING DIRECT HOLDINGS IN SUDAN SCRUTINIZED COMPANIES 2023

ANNUAL REPORT TO THE LEGISLATURE REQUIRED BY ACT 260/2007 REGARDING THE INNOVATION ECONOMY (HAWAII TARGETED INVESTMENT PROGRAM (HITIP)

REPORT BY THE HUMAN RESOURCES COMMITTEE

Human Resources Committee (Committee) Chair Ley reported to the Board that the Committee last met on September 19, 2023, and discussed and is recommending continued use of the current evaluation process in determining

REPORT BY THE HUMAN RESOURCES COMMITTEE (CONT'D) future exempt employee compensation increases. Chair Ley also mentioned that the Committee had a productive and successful year. Finally, Chair Ley mentioned that when the legislation being submitted regarding converting civil service positions to exempt passes, those positions will then be included as a part of the evaluation process in determining exempt employee compensation increases.

REPORT BY THE INVESTMENT COMMITTEE

Investment Committee (Committee) Vice Chair Mizumoto reported to the Board that the Committee last met on November 20, 2023, and reviewed and approved the Investment Policy Revisions, Annual Plan Liquidity Target, Total Fund Performance Q3 2023, and reviewed the Alternative Asset Class Performance Real Assets Q2 2023.

REVIEW AND APPROVE INVESTMENT POLICY REVISIONS Chief Investment Officer (CIO) Kristin Varela gave a brief overview of the Investment Policy Revisions as presented.

REVIEW AND APPROVE ANNUAL PLAN LIQUIDITY TARGET On a motion made by Trustee Barfield, seconded by Trustee Ley, and unanimously carried, the Board approved, as recommended by the Investment Committee, the Investment Policy Revisions as presented.

Meketa Investment Group Inc.'s Colin Bebee presented an oral and written report to the Board on the Annual Plan Liquidity Target and highlighted:

INTRODUCTION

Liquidity for Public Pensions

2022/2023 ASSET- LIABILITY STUDY – CASH FLOW INFORMATION Expected Plan Inflows & Outflows Net Cash Flow

LIQUIDITY CHARACTERISTICS

Liquidity: Role vs. Attribute

POLICY PORTFOLIO - LIQUDITY CONSIDERATIONS

LIQUIDITY TIERS

LIQUIDITY - POLICY REQUIREMENTS

ANALYSIS

CONCLUSION

On a motion made by Trustee Barfield, seconded by Vice Chair Mizumoto, and unanimously carried, the Board approved, as recommended by the Investment Committee, the Annual Plan Liquidity Target as presented.

REVIEW TOTAL FUND PERFORMANCE Q3 2023 CIO Varela reported that the Total Fund Performance Q3 2023 and the Alternative Asset Class Performance Real Assets Q2 2023 Reports were provided for the Board's information with no action being required, however, any questions could be answered.

REVIEW ALTERNATIVE ASSET CLASS PERFORMANCE REAL ASSETS Q2 2023

Chair Kane asked if there were any questions by the Board, there were no questions, and being that no action was required accepted both reports as presented as a receive and file.

APPROVAL OF MINUTES – NOVEMBER 13, 2023

On a motion made by Vice Chair Mizumoto, seconded by Trustee Barfield, and unanimously carried, the Board approved the Minutes of November 13, 2023, as presented.

PUBLIC COMMENT

Chair Kane called for public comment. There were no public comments from public members attending.

Chair Kane identified all the participants in Executive Session, the Board, staff members, Deputy Attorneys general, and Guests are identified with an asterisk on these minutes and listed on the Executive Session Minutes.

Chair Kane provided the reason to enter into Executive Session:

Executive Session, pursuant to HRS §92-5(a)(2), (4), (6) and (8), HRS §92F-13(1) and (4), and HRS §92F-14(b)(6), to discuss where matters affecting privacy will be involved, and to consider and consult with the Board's attorneys on questions and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities with respect to the Trustees' Fiduciary Duties and Immunities, Appeals, and the Sunshine Law; and with respect to information that must be kept confidential regarding Potential Claims; and to consider sensitive matters related to Cyber Security Updates; and to discuss Chapter 76, HRS exempt vs. civil service employment status for non-exempt leadership personnel of the ERS; and to deliberate and make a decision on the approval of Executive Session Minutes which are confidential under State law

ENTER EXECUTIVE SESSION

On a motion made by Trustee Ley, seconded by Vice Chair Mizumoto, and unanimously carried, the Board entered into Executive Session at 12:25 p.m.

(Public participation concluded by ending the teleconference link.)

All attendees participating by teleconference affirmed that no other persons were in their rooms or able to listen in on their audio or audiovisual connection. Recording Secretary Dale Kehau Kanae confirmed that no unauthorized persons were in the conference room or able to listen in via audio or audiovisual connection while on the teleconference.

EXECUTIVE SESSION

- Pursuant to HRS §92-5(a)(4), to consult with the Board's attorneys on questions and issues pertaining to the Board's powers, duties, privileges, immunities and liabilities with respect to the Trustees' Fiduciary Duties and Immunities, Appeals, and the Sunshine Law.
- Pursuant to HRS §92-5(a)(4) and (6), to consider and consult with the Board's attorneys on questions and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities, and to consider sensitive matters related to Cyber Security Updates.
- Pursuant to HRS§ 92-5(a)(2) and (4), to discuss Chapter 76, HRS exempt vs. civil service employment status for non-exempt leadership personnel of the Employees' Retirement System, where matters affecting privacy will be involved, and to consult with the Board's attorneys on questions and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities; appropriate action.
- Pursuant to HRS §92-5(a)(4) and (8), to consult with the Board's attorneys on questions
 and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities
 with respect to Potential Claims; appropriate action.

EXECUTIVE SESSION, PURSUANT TO HRS §92-5(a)(4), TO CONSULT WITH THE BOARD'S ATTORNEYS ON QUESTIONS AND ISSUES PERTAINING TO THE BOARD'S POWERS, DUTIES, PRIVILEGES, IMMUNITIES AND LIABILITIES WITH RESPECT TO THE TRUSTEES' FIDUCIARY DUTIES AND IMMUNITIES, APPEALS, AND THE SUNSHINE LAW

EXECUTIVE SESSION, PURSUANT TO HRS §92-5(a)(4) AND (6), TO CONSIDER AND CONSULT WITH THE BOARD'S ATTORNEYS ON QUESTIONS AND ISSUES PERTAINING TO THE BOARD'S POWERS, DUTIES, PRIVILEGES, IMMUNITIES, AND LIABILITIES, AND TO CONSIDER SENSITIVE MATTERS RELATED TO CYBER SECURITY UPDATES

EXECUTIVE SESSION, PURSUANT TO HRS§ 92-5(a)(2) AND (4), TO DISCUSS CHAPTER 76, HRS EXEMPT VS. CIVIL SERVICE EMPLOYMENT STATUS FOR NON-EXEMPT LEADERSHIP PERSONNEL OF THE EMPLOYEES' RETIREMENT SYSTEM, WHERE MATTERS AFFECTING PRIVACY WILL BE INVOLVED. AND TO CONSULT WITH THE BOARD'S ATTORNEYS ON **QUESTIONS AND ISSUES** PERTAINING TO THE BOARD'S POWERS, DUTIES, PRIVILEGES, IMMUNITIES, AND LIABILITIES: APPROPRIATE **ACTION**

EXECUTIVE SESSION, PURSUANT TO HRS §92-5(a)(4) AND (8), TO CONSULT WITH THE BOARD'S ATTORNEYS ON QUESTIONS AND ISSUES PERTAINING TO THE BOARD'S POWERS, DUTIES, PRIVILEGES, IMMUNITIES, AND LIABILITIES WITH RESPECT TO POTENTIAL CLAIMS; APPROPRIATE ACTION

APPROVAL OF EXECUTIVE SESSION MINUTES

– NOVEMBER 13, 2023

EXIT EXECUTIVE SESSION

On a motion made by Trustee Yap, seconded by Trustee Ley, and unanimously carried, the Board exited Executive Session at 1:00 p.m.

Chair Kane announced that while in Executive Session, the Board discussed matters related to Fiduciary Duties, Standards of Conduct, Immunities, Sunshine Law, and Contested Cases; the ERS Cyber Security Updates was deferred to the

next meeting; Exempt vs. Civil Service Employment for Non-Exempt Leadership Personnel of the ERS; and Potential Claims. The Board also approved Executive Session Minutes of November 13, 2023.

ADJOURNMENT

On a motion made by Vice Chair Mizumoto, seconded by Trustee Barfield, and unanimously carried, Chair Kane adjourned the meeting at 1:01 p.m.

REDACTED SIGNATURE

Thomas Williams Executive Director TW:dkik