

CRSA

Ensuring Retirement Security for Small Business Employees

Connecticut Retirement Security Authority (CRSA) Board of Directors

August 16, 2019, 10:00 a.m.

West Hartford Town Hall, 4th Floor

50 South Main St., West Hartford, CT 06107

DRAFT Meeting Minutes

Handouts

- August 16, 2019 Meeting Agenda
- June 21, 2019 Meeting Minutes
- Proposed CRSA Bylaws
- Request for Proposals for Investment Consulting Services
- Procurement Policy: Acquisition of Real and Personal Property and Contracting for Personal Services
- Memorandum: Freedom of Information Requirements
- Memorandum: Inquiry from Kimberly Henrikson, Contemprints
- E-mail: Commercial Insurance inquiries and Quotes
- Template: Employee Benefits for CRSA Employees
- Agreement: CRSA and Pullman & Comley, LLC

Members Present

Scott Jackson, Chair; Vincent Grillo (by phone); Thomas Sennett; Ed Zelinsky; Alex Knopp (by phone); Doug McIntosh; Christine Shaw; Cesar Garcia; John Sayour; Patrick Flaherty; Thad Gray

Also Attending: Mary Fay, Executive Director; Jim Polites, Department of Revenue Services; John Erlingheuser and Tim Ryan, AARP Connecticut; Angela Antonelli, Georgetown University Center for Retirement Initiatives (by phone); Andrea Fierstein, AKF Consulting (by phone); Lisa Massena, Ascensus (by phone); Doug McIntosh, Declan Denehy of BNY Mellon

I. Call to Order

Mr. Jackson called the meeting to order at 10:09 a.m.

II. Adoption of Minutes from June 21 meeting

Mr. Jackson called for and moved a motion to adopt the June 21, 2019, Board meeting minutes, seconded by Ms. Shaw. The motion carried by voice vote, none opposed with two abstention (Mr. Flaherty and Mr. Gray).

III. Public Comment

Per Mr. Knopp's suggestion, Mr. Jackson called for immediate consideration of item VII. Public Comment, with subsequent agenda items re-numbered accordingly.

Mr. Erlingheuser shared details of AARP's retirement security event series in September and October; AARP will also deploy some paid promotion and social media around the events. One goal is identification of potential program ambassadors in the small business community. Discussed by Ms. Fay and Mr. Sayour.

IV. Subcommittee Updates

a. Budget/Audit/Finance

Mr. Jackson said that as the Authority has now been expending funds on a calendar year basis, it should contract with an auditor. Ms. Shaw suggested more frequent reporting of financials for discussion at the Board level. Mr. Gray concurred, adding regular financial reporting – on at least a quarterly basis – is a good governance practice. Discussed further by Mr. Jackson and Ms. Fay.

b. Education and Outreach

No further report (see agenda item III. Public Comment).

c. Governance and Bylaws

Ms. Fay referenced item V.a.i. for discussion/potential action later on agenda.

d. Personnel and Support

No report.

e. Program Design and Investment

Ms. Fay referenced item V.b.i. for discussion/potential action later on agenda.

f. Legislative

Mr. Jackson suggested that early fall will be the time to begin thinking about the 2020 legislative session (which starts in February), and a Board-forward approach to address proposals on program modifications and active engagement in the legislative process. Discussed by Mr. Sayour and Mr. Knopp.

V. Executive Director Report Out

a. Discuss Bylaws

i. Action Item: Vote on adopting bylaws

Mr. Jackson called for and moved a motion to adopt Bylaws of the Connecticut Retirement Security Authority, seconded by Mr. Sennett.

Mr. Jackson said the bylaws were based on similar quasi-public structures and stressed bylaws were foundational, with policies – on matters such as contracting and procurement – to be authorized by the Board. The topic of implicit vs. explicit direction to authorize and/or enter into contracts was discussed by Mr. Jackson, Mr. Gray, Ms. Fay, Ms. Shaw, Mr. Zelinsky, and Mr. Sayour.

Mr. Jackson called for a vote on the motion, which carried by voice vote, none opposed and no abstentions.

b. Discuss Investment Consultant RFP

i. Action Item: Vote on approving RFP for posting

Mr. Jackson called for and moved a motion to adopt approval of the Investment Consulting RFP for posting, seconded by Mr. Sennett.

Ms. Fay explained the RFP had been extensively vetted, approved by the Program Design and Investment subcommittee, and recognized the efforts of Mr. Grillo. Discussed by Mr. Grillo, Mr. Flaherty, Mr. Jackson, Mr. Sennett, and Ms. Fay.

Mr. Jackson called for a vote on the motion, which carried by voice vote, none opposed, with one abstention (Mr. McIntosh).

c. Discuss development of procedures generally, and procurement specifically

i. Action Item: Vote on approving procurement procedures

Mr. Jackson called for and moved a motion to adopt approval of procurement procedures, seconded by Mr. Sennett.

Ms. Fay explained the policy would provide helpful guidance in execution of nominal vs. more substantial contracts; she also confirmed her commitment to transparency and collaboration, and that the Authority has been in compliance with the procurement policy currently before the Board. Discussed by Mr. Sayour and Mr. Jackson.

Mr. Knopp asked if in the absence of Board approval, whether the procurement policy confers too much authority in the position of executive director. Discussed by Mr. Jackson (who noted hiring of personnel should come through the Board), Ms. Shaw (who noted ongoing financial reporting would add important context to such policy discussions), Mr. McIntosh, Mr. Zelinsky, and Ms. Fay. Members also discussed a contract threshold that would trigger mandatory Board review and approval.

Mr. Zelinsky made a motion to amend the procurement procedures to strike 'non-budgeted' from page 1, paragraph 3 of the document, seconded by Mr. Gray. Discussed by Mr. Jackson, Mr. Sayour, Ms. Fay, and Ms. Shaw.

Mr. Jackson called for a vote on the motion to amend, which carried by voice vote, none opposed, no abstentions.

Mr. Jackson then called for a vote on the motion as amended, inclusive of minor typographical edits to the document suggested by Ms. Shaw, which carried by voice vote, none opposed, with one abstention (Mr. Knopp).

d. Discuss Meeting Protocols

Ms. Fay called the Board's attention to the memorandum dated August 7, 2019, on Freedom of Information (FOI) requirements for conduct of public meetings; FOI provisions also apply to subcommittee meetings of the Board. Discussed by Mr. Jackson, Mr. McIntosh, Ms. Shaw, and Mr. Gray.

e. Discuss outreach to the community with AARP

See agenda item III. Public Comment.

f. Discuss Dean O'Brien memo

Ms. Fay presented for Board discussion an example of CRSA misunderstandings by a third party, which was brought to her attention. Discussed by Mr. Sayour, Ms. Fay, Mr. Jackson, and Ms. Shaw. Board members agreed that consistent and accurate public messaging - in the

media, online, and elsewhere – is important, especially as the pilot approaches. Mr. Jackson noted, at the moment, that only consumers who go looking for CRSA information will find it.

g. Discuss Insurance Quote

As a matter of risk management, Ms. Fay introduced information on commercial insurance quotes she has researched. Discussed by Mr. Sennett, Mr. Sayour, Ms. Fay, and Mr. Gray. Mr. Jackson and Ms. Shaw agreed that it was important to establish the Board's point (effective date) of exposure. Mr. Jackson suggested the item be further discussed at the next Board meeting.

h. Recap August 7 special board meeting

Ms. Fay confirmed the meeting took place to discuss the RFP on today's agenda.

i. Discuss employee benefits for Executive Director and future employees

Ms. Fay shared for Board discussion a template of potential benefits for future CRSA employees. Discussed by Ms. Fay, Mr. Sayour, Mr. Jackson, and Ms. Shaw. Mr. Jackson requested the topic be referred to the Personnel and Support subcommittee for additional consideration.

j. Discuss staffing for CRSA, building the team, and anchoring infrastructure

Ms. Fay said CRSA has reached a point where the volume of work is growing, and suggested gearing up infrastructure – office space and administrative help particularly – as the pilot approaches. Discussed by Mr. Sennett, Mr. Jackson, and Ms. Shaw. Mr. Jackson requested the topic be referred to the Personnel and Support subcommittee for additional consideration.

k. Solicit next board meeting agenda items

Ms. Fay asked that Board members forward items to her directly.

VI. Old Business

Discussion items reserved for Executive Session.

VII. New Business

None.

VIII. Adjournment

IX. Executive Session

Per Mr. Jackson, agenda item IX. Executive Session was moved before agenda item VIII. Adjournment, on the meeting agenda.

Mr. Jackson recessed the meeting at 12:15 p.m. and Board members immediately convened in Executive Session.

At the conclusion of the Executive Session, Mr. Jackson called the regular meeting back to order.

Mr. Jackson called for and made a motion to adjourn the meeting, seconded by Mr. Sennett. Motion passed by voice vote at 12:40 p.m.

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