

**Texas County & District Retirement System**  
**Minutes of the Board of Trustees' Meeting**  
**December 12, 2024**

The Board of Trustees of the Texas County & District Retirement System (TCDRS) met on December 12, 2024, in Austin, Texas, with the following trustees present: Chair Mary Louise Nicholson, Vice-chair Deborah Hunt, Chris Davis, Sammy Farias, Susan Fletcher and Chris Taylor.

Staff present included: Executive Director Amy Bishop, Chief Investment Officer Casey Wolf, Deputy Executive Director Karen Correa, Deputy Executive Director of Government and External Relations Jay Dyer, Deputy Investment Officer Jon Shoen, Deputy Investment Officer Sandra Bragg, General Counsel Ann McGeehan, Chief Customer Experience Officer Kathy Thrift, Director of Actuarial Services Chris Bucknall, Director of Finance Nathan Joiner, Staff Attorney Natalia Ashley, Systems Administrator Chad Estes and Executive Office Coordinator Colleen Clemens.

The consultants present included: Matt Larrabee, Milliman, Inc.; James Feidler, Cliffwater, LLC; Chuck Campbell, Jackson Walker; Alyca Riley Garrison, Jackson Walker; Susan Warren, KPMG; and Shannon Canals, KPMG.

**1. Call meeting to order**

Chair Nicholson called the meeting to order at 8:30 a.m.

**2. Receive report of executive director**

Amy Bishop, Executive Director, reported that, for the 22nd consecutive year, TCERS received the Public Pension Standards Award for Funding and Administration in recognition of meeting professional standards for plan funding and benefit administration. Ms. Bishop also reported on continued digital transformation efforts to enhance services including the ability for members to manage representatives on their accounts, electronic delivery of year-end statements and improvements to the retiree survivor process.

**3. Receive report of fiduciary counsel**

Chuck Campbell of Jackson Walker had no report for this meeting.

**4. Public comment**

No members of the public provided public comments.

**5. Consider consent agenda items**

Karen Correa, Deputy Executive Director, presented three consent agenda items for approval.

5a. September 2024 regular meeting minutes.

5b. Quarterly financial statements as of September 30, 2024.

5c. Participation of eight (8) districts to join the system: Andrews Soil and Water Conservation District, Cherokee Central Appraisal District, East Coke County Hospital District, Hico Housing Authority, Maxwell Special Utility District, North Hayes County Emergency Services District #1, Val Verde County Appraisal District, and Williamson County Emergency Services District # 6.

**Motion:** Trustee Taylor made a motion to approve the consent agenda items. Trustee Davis seconded. Motion carried.

**6. Consider executive director's monitoring report**

Amy Bishop presented the executive director's monitoring report, which included EL3 – Staff, EL6 – Emergency Director Succession and EL7 – Asset Protection and the quarterly EL5 – Financial Activities. Ms. Bishop discussed each monitoring report and reported compliance with the executive limitations as required by the Board of Trustees' Policy Manual.

**Motion:** Trustee Farias made a motion to approve the executive director's monitoring report. Trustee Fletcher seconded. Motion carried.

**7. Consider chief investment officer's monitoring report**

Casey Wolf, Chief Investment Officer, presented the chief investment officer's monitoring report, which included the annual EL3 – Staff, EL6 – Emergency Investment Officer Succession, and EL7 – Asset Protection and the quarterly EL5 – Financial Activities and EL I I – Investment Policies. Mr. Wolf discussed various elements of each monitoring report and reported compliance with the executive limitations as required by the Board of Trustees' Policy Manual.

**Motion:** After discussion, Trustee Fletcher made a motion to approve the chief investment officer's monitoring report. Trustee Taylor seconded. Motion carried.

**8. Receive investment performance measurement and investment consultant reports**

Casey Wolf and Cliffwater representative, James Feidler, presented the investment performance measurement and investment consultant reports for the period which ended September 30, 2024.

**9. Consider amendment(s) and update(s) to investment policy**

There were no proposed amendments or updates to the investment policy at this meeting.

**10. Receive 2025 private market annual plans.**

James Feidler presented a report and recommendations on the 2025 private markets annual plans.

**11. Receive external auditor report on pre-audit planning**

KPMG representatives, Susan Warren and Shannon Canals, conducted a pre-audit planning presentation that included discussion and confirmation by the board of certain items and issues related to the upcoming audit of TCDRS' 2024 financial statements.

## **12. Receive report of consulting actuary**

Matt Larrabee, with Milliman, presented the report of the consulting actuary which included reviewing the actuarial valuation process and calendar.

## **13. Receive report of director of external relations**

Jay Dyer, Depuy Executive Director of External Relations, discussed the upcoming legislative session.

## **14. Consider executive director's and chief investment officer's compliance with EL9 – Communication and Support to the Board**

Amy Bishop and Casey Wolf discussed EL9 – Communication and Support to the Board by which the board annually monitors the communications it receives from the executive director and the chief investment officer and determines if the information provided has been adequate to meet the board's needs in governing TCDRS.

**Motion:** After discussion, Trustee Davis made a motion to approve the director's and investment officer's compliance with EL9. Trustee Taylor seconded. Motion carried.

At 11:39 a.m., the open meeting of the board was recessed for lunch. The meeting reconvened at 12:29.

## **15. Consider retirement plan options for TCDRS as an employer for 2025**

Chris Bucknall, Director, Actuarial Services, discussed TCDRS' current plan of benefits as an employer and made a recommendation to make no plan changes for members, maintain the elected rate of 13.5% for 2025, and to make a lump sum payment of \$750,000, funded from 2024 budget savings.

**Motion:** After discussion, Trustee Hunt made a motion to approve the retirement plan for TCDRS as an employer including no plan changes for members, a 13.5% elected employer contribution rate for 2025 and a \$750,000 lump-sum contribution from savings in the 2024 budget. Trustee Fletcher seconded. Motion carried.

## **16. Consider operating plan and budget for 2025**

Amy Bishop and Casey Wolf presented the administrative operations, investments and building operations plans and budgets for 2025.

**Motion:** After discussion, Trustee Taylor made a motion to approve the operating plan and budget for 2024. Trustee Farias seconded. Motion carried.

## **17. Consider resolution to transfer funds for 2025 operations**

Amy Bishop discussed the amount necessary to fund administrative and building expenses in the budget adopted for 2025.

**Motion:** After discussion, Trustee Farias made a motion to approve the following Resolution for 2025 Expense Funding. Trustee Davis seconded. Motion carried.

### **Resolution for 2024 Expense Funding**

In accordance with Section 845.310 of the Texas Government Code, the board orders that on or after Jan. 1, 2025, \$31,000,000 be transferred from the Endowment Fund to the Expense Fund to adequately fund administrative expenses for 2025.

#### **18. Executive session in accordance with Texas Government Code Section 551.074 for the purpose of evaluation the performance of executive director and chief investment officer**

At 12:30 p.m., the open meeting of the board was recessed. An executive session convened in accordance with Texas Government Code Section 551.074, to evaluate the performance of the executive director and chief investment officer. The open meeting reconvened at 1:35 p.m. No action, decision or vote was taken by the board while in executive session.

#### **19. Consider salary for executive director and chief investment officer**

**Motion:** Trustee Fletcher made a motion that beginning the first pay period of 2025, the Executive Director's salary be increased to \$525,000. Vice-chair Hunt seconded. Motion carried.

**Motion:** Trustee Fletcher made a motion that beginning the first pay period of 2025, the Chief Investment Officer's salary be increased to \$695,000. Vice-chair Hunt seconded. Motion carried.

#### **20. Consider arrangements and contracts for services hired by the board**

Casey Wolf discussed the necessity of beginning the Request for Proposals (RFP) process to seek qualified investment consultants to ensure that TCDRS is maintaining best practices in regard to consultants and contractors hired by the board.

**Motion:** Trustee Farias made a motion to authorize staff to issue a Request for Proposals (RFP) to seek qualified investment consultants to provide advisory services related to general consulting, credit & hedge fund consulting, and private equity and real estate consulting. Trustee Fletcher seconded. Motion carried.

#### **21. Review governance policy and consider amendment(s) to the board's governance policy**

Amy Bishop presented GPI0 – Board Expense Reimbursement, GPI2 – Independent Financial Audit and GPI3 – Consulting Actuary for board review. GPI1 is reserved for future use. No amendments were made at this meeting.

#### **22. Receive report of legal counsel**

Ann McGeehan, General Counsel, had no report for this meeting.

**23. Receive report of chair**

Chair Nicholson thanked staff for a successful 2024.

**24. Election of chair and vice-chair for terms beginning after this fourth regular meeting and ending after the fourth regular meeting in 2025**

**Motion:** Trustee Davis made a motion that Mary Louise Nicholson continue to serve as Chair for a term beginning after the fourth regular meeting of 2024 and ending after the fourth regular meeting in 2025. Trustee Farias seconded. Motion carried.

**Motion:** Trustee Davis made a motion that Deborah Hunt continue to serve as Vice-Chair for a term beginning after the fourth regular meeting of 2024 and ending after the fourth regular meeting in 2025. Trustee Farias seconded. Motion carried.

**25. Consider compliance at this meeting with board's governance policies**

The board discussed and determined its compliance with the governance policies during this meeting as required by GP5 - Agenda Planning.

**26. Adjournment**

There being no further business to come before the board, Chair Nicholson adjourned the meeting at 1:44 p.m.

**APPROVED BY THE TEXAS COUNTY & DISTRICT RETIREMENT SYSTEM BOARD OF TRUSTEES ON THE 20<sup>TH</sup> DAY OF MARCH 2025.**

**ATTESTED BY:**



Amy Bishop  
Executive Director & Secretary to the  
TCDRS Board of Trustees

3/20/2025

Date