



Board Governance Consultant Proposal

June 14, 2023

Meet the Team



Chuck Campbell

Practice Group Leader
and Lead Counsel

- 25+ years of governmental plan experience
- Fiduciary and governance counsel to state-wide and local funds



Jessica Palvino

Senior Counsel

- Licensed 18 years, 6 years governmental plan experience
- Former Chief of Staff to Texas TRS General Counsel



Alyca Garrison

Senior Associate

- 6 years governmental plan experience
- Licensed CPA, formerly tax accountant with Deloitte



Anais Stevens

Associate

- Licensed in 2022, Summer Associate with Jackson Walker in 2021 and 2022
- University of Texas School of Law

Our Public Pension Experience



- Represent over 40 public pension plans on “full service” basis, including as outside general counsel
 - Work includes Plan Administration, Fiduciary, Tax, and Investments
- Serve as fiduciary counsel to seven funds in excess of \$1 billion, including large statewide funds
- Active members of national and state public pension associations

Our Relevant Fiduciary and Governance Experience



- Counsel Boards on thorny governance and fiduciary issues, including:
 - Hands-on assistance with immediate issues, including in-person consultation and internal investigations
 - Follow-up recommendations on processes and policies to prevent issue from reoccurring
- Perform comprehensive fiduciary and governance review and establish or amend governance policy/bylaws and other policies in connection with the review
- Conduct both annual and periodic fiduciary, legal and governance training for trustees

Our Philosophy



1

The Board of Trustees is the ultimate fiduciary of the Plan

2

Your fiduciary duties are the cornerstone of our work

3

Your governance process plays a key role in exercising prudence

4

Trustees are often volunteers and wear different hats

Our Thoughts on the Fiduciary Audit



- Through its recommendations, Funston Advisory Services provided a blueprint on how STRS Ohio could develop and maintain an optimal governance structure
- Key aspects to the blueprint:
 - Adopt a “single standalone policy” — the Bylaws — that provides the framework for the responsibilities retained by the Board and delegated to the Executive Director
 - Develop a streamlined governance and committee structure for the responsibilities retained by the Board
 - Adopt new policies and/or consolidate, modify or discontinue existing policies to reflect the governance framework
 - Develop Board training program and periodic schedule for governance review

Thoughts on Project Plan



Phase 1

- Framing the House
 - *Review blueprint and existing policies, prepare project plan, and draft bylaws*

Phase 2

- Building the House
 - *Adopt new policies and/or consolidate, modify or discontinue existing policies and Committee charters*

Phase 3

- Maintaining the House
 - *Develop and implement Board training and governance evaluation programs*

Phase 1: Framing the House



- Comprehensive review of the “blueprint” by Funston and existing policies
- Develop and Finalize a Project Plan
 - Outline of Bylaws
 - Identify Board policies to adopt, modify, consolidate or discontinue
 - Feedback from Ad Hoc Governance Committee (the “Committee”) and/or Board on Project Plan
- Prepare Draft of Bylaws in collaboration with the Committee for presentation to the Board
- Present Bylaws to the Board with the Committee and finalize for adoption

Phase 2: Building the House



- Work in collaboration with the Committee, Staff and appropriate Consultants to:
 - Draft new policies
 - Revise and consolidate existing policies as needed
 - Draft Board Committee Charters
- Present policies and charters to the Board with the Committee and finalize for adoption

Phase 3: Maintaining the House



- Develop overall onboarding and continuing education plan for full Board, including training materials, if desired
- Participate in initial on-boarding training and plan and present educational sessions, as appropriate
- Collaborate with the Committee and Staff to develop governance review and evaluation plan and schedule
- Execute governance review and evaluation plan, as requested

Cost Model



All phases are time billed at hourly rates:

TEAM MEMBER	POSITION	STANDARD RATE	DISCOUNTED RATE
Chuck Campbell	Partner and Team Lead	\$965	\$695
Jessica Palvino	Senior Counsel	\$665	\$495
Alyca Garrison	Senior Associate	\$735	\$530
Anais Stevens	Associate	\$475	\$350

Board Meeting in-person attendance:

- Hourly rates, but only 50% charge for travel time, capped at 6 hours and no charge for travel expenses, or
- Flat fee, if desired, of \$5,000 per attorney.

Estimate of Project Plan



Phase 1

- Framing the House
- **\$85-125k**

Phase 2

- Building the House
- **\$125-175k**

Phase 3

- Maintaining the House
- **\$30-50k**

Our Cost Estimate (estimate only) includes a **combination** of flat fee and hourly rates:

- Flat fee for in-person Board Meeting attendance.
- Hourly rates for virtual meeting attendance, review and drafting of bylaws and policies and meeting preparation.