

**MINUTES
ARKANSAS TEACHER RETIREMENT SYSTEM
BOARD OF TRUSTEES**

**Monday, June 2, 2025
11:00 a.m.
1400 West Third Street
Little Rock, AR 72201**

ATTENDEES

Board Members Present

Danny Knight, Chair
Shawn Higginbotham, Vice Chair
Kelsey Bailey
Anita Bell
Susan Ford
Dr. Mike Hernandez
Michael Johnson
Arthur "Chip" Martin
Jeff Stubblefield
John Alhen, designee for Ms. Susannah
Marshall, Bank Commissioner
Hon. John Thurston, State Treasurer
Jason Brady, designee for Hon. Dennis Milligan

Board Member(s) Absent

Keri Hamilton
Bobby Lester
Jacob Oliva, Secretary, Department of
Education

Guest(s) Present

Cyril Espanol*
Donna Morey, ARTA
Hannah Howard, Gill, Ragon, Owen
Bill Huffman, State Treasurer's Office
Kenneth Burleson, State Treasurer's Office.
Katie Comstock, Aon Hewitt Inv. Consulting

ATRS Staff Present

Mark White, Executive Director
Sarah Linam, Deputy Director
Rod Graves, Deputy Director
Tammy Porter, Board Secretary
Curtis Carter, Chief Financial Officer
Kevin Chadwick, Internal Auditor/Risk Mgmt.
Demetrious Gulley, Internal Audit/Risk Mgmt.
Braeden Duke, Software Support Analyst
AnneMarie Berardi, Director, Outreach/Eng.
Willie Kincade, Director of Operations
Jennifer Liwo, General Counsel
Mike Lauro, Manager, Information Systems*
Manju, Director, Information Systems*
Jerry Meyer, Manager, Real Assets*
Logan Penter, Staff Attorney*
Stephanie Lilly-Palmer, Director, Human
Resources
Amber Sevilla, Assistant to Executive Director
Joe Sithong, Coordinator, Information Systems*
Whitney Sommers, Outreach/Engagement
Leslie Ward, Manager, Private Equity
Misty Yant, Manager, Accounting/Reporting*

Reporter(s) Present

Mike Wickline, AR Democrat Gazette

***ZOOM**

- I. **Call to Order/Roll Call.** Mr. Danny Knight, Chair, called the Board of Trustees meeting to order at 11:52 a.m. Roll call was taken. Ms. Keri Hamilton, Mr. Bobby Lester, and Sec. Oliva were absent.

II. Motion to Excuse Absences.

Mr. Higginbotham *moved to excuse* Ms. Keri Hamilton, Mr. Bobby Lester, and Sec. Jacob Oliva from the June 2, 2025, meeting. Ms. Bell *seconded the motion*, and the Board *unanimously approved the Motion*.

III. Adoption of Agenda.

Mr. Martin *moved for adoption of* the Agenda. Mr. Bailey *seconded the motion*, and the Board *unanimously approved the motion*.

IV. Approval of April 7, 2025, Minutes.

Mr. Johnson *moved for approval of* the Minutes of the Board of Trustees meeting of April 7, 2025. Ms. Bell *seconded the motion*, and the Board *unanimously approved the motion*.

V. Executive Summary. The Executive Summary was provided for reference with no questions or expansions on the written summary.

VI. Executive Director Report. Director White provided with the Board with his Executive Director Report.

VII. 2025 Board Election Results.

A. Resolution 2025-27.

Mr. Stubblefield *moved for adoption of* Resolution 2025-27, 2025 Board Election Results. Ms. Bell *seconded the motion*, and the Board *unanimously approved the motion*.

VIII. Report of Member Interest Waived under A.C.A. Section 24-7-205. None

IX. Report of Employer Penalties and Interest Waived Under A.C.A. Section 24-7-411. Director White presented the employer interest and penalties waived report. ATRS may also waive employer interest and penalties when reports or payments are late or have issues due to a new bookkeeper, inclement weather, sickness and other situations that justify a waiver. This was for information purposes only. No action was taken.

X. Manifest Injustice Report. Director White provided the Board with the Manifest Injustice Report. This was for information only and no action was taken.

- XI. Board of Trustees Disability Review.** Ms. Jennifer Liwo, General Counsel, presented the Board with the Recommendation to approve disability review.

A. In Re: ID#XXX899

Mr. Martin *moved to approve* Board Disability Review, ID#XXX899, as presented to the Board. Mr. Johnson *seconded the motion*, and the Board *unanimously approved the motion*.

- XII. Audit Committee Report. Mr. Jeff Stubblefield, Audit Committee Vice Chair.**

A. Internal Audit Report: Membership Maintenance.

Mr. Stubblefield *moved for* Board approval of Internal Audit Report: Membership Maintenance, and the Board *unanimously approved the motion*.

- XIII. Investment Committee Report. Arthur “Chip” Martin, Investment Chair**

A. Arkansas Related and Investment Update.

- 1. List of Fund Closings.** The report was provided for reference with no questions or expansions on the written summary.
- 2. Board Policies Report.** The report was provided for reference with no questions or expansions on the written summary.
- 3. Arkansas Related Update.** Mr. Leslie Lane and Sam Walls of Arkansas Capital Corporation gave the Committee a report on Highland Pellets.
- 4. Update to Board Policy 4 – Investment Policy.**

Mr. Martin *moved to approve* the Update to Board Policy 4 – Investment Policy, and the Board *unanimously approved* the motion.
- 5. Recommendation to approve for Board adoption Resolution 2025-21, authorizing the hiring of Egan-Jones Proxy Services to provide independent proxy vote management and advisory services.**
 - a. Resolution 2025-21.**

Mr. Martin *moved to approve* the Recommendation for Board adoption Resolution 2025-21, authorizing the hiring of Egan-Jones Proxy Services to provide independent proxy vote management and advisory services, and the Board *unanimously approved* the motion.

- 6. Consideration of an investment of up to \$50 millions dollars in Israel Bonds to be managed by Scout Investments Inc., through its Reams Asset management division (Reams).**

- a. Resolution 2025-22**

Mr. Martin *moved to approve* the Recommendation for Board adoption of Resolution 2025-22, consideration of an investment of up to \$50 millions dollars in Israel Bonds to be managed by Scout Investments Inc., through its Reams Asset management division (Reams), and the Board *approved* the motion.

B. General Investment Consultant Report *Aon Hewitt Investment Consulting*

- 1. Preliminary Performance Report for Quarter Ended 31, 2025.** Aon Hewitt Investment Consulting provided the Committee with a Preliminary Performance Report for the Quarter Ended March 31, 2025.
- 2. Private Debt Informational Presentation.** Aon Hewitt Investment Consulting provided the Committee the Private Debt Informational Presentation.

C. Private Equity Consultant Report. *Franklin Park.*

- 1. Private Equity Portfolio Review for the Quarter Ended December 31, 2024.** Franklin Park presented the Committee with the Portfolio Review for the Quarter Ended December 31, 2024.
- 2. Recommendation to approve for Board adoption Resolution 2025-23, authorizing an investment of up to \$40**

million dollars in Arlington Capital Partners VII, L.P.

a. Resolution 2025-23.

Mr. Martin *moved to approve* the Recommendation for Board adoption Resolution 2025-23, authorizing an investment of up to \$40 million dollars in Arlington Capital Partners VII, L.P., and the Board *unanimously approved* the motion.

3. Recommendation to approve for Board adoption Resolution 2025-24, authorizing an investment of up to \$40 million dollars in Great Hill Equity Partners, IX., L.P.

a. Resolution 2025-24.

Mr. Martin *moved to approve* the Recommendation for Board adoption Resolution 2025-24, authorizing an investment of up to \$40 million dollars in Great Hill Equity Partners, IX., L.P., and the Board *unanimously approved* the motion.

D. Real Assets Consultant Report. *Aon Hewitt Inv. Consulting*

1. Performance Report for the Quarter Ended December 31, 2024. Aon Hewitt Investment Consulting presented the Committee with the Performance Report for the Quarter Ended December 31, 2024.

XIV. Operations Committee Report. *Dr. Mike Hernandez, Vice Chair*

A. Open Forum for potential Rule or Law Changes by Committee Members and Board Members in Attendance.

1. Open Forum. None.

B. Rules Promulgation. The Committee with an update on the Rule Promulgation.

- 1, Rule 4: Election of Board of Trustees.**
- 2, Rule 6: Membership and Employer Participation.**
- 3, Rule 8: Free Service Credit, Purchasable Service Credit, and Purchase Accounts.**
- 4, Rule 9: Retirement and Benefits.**

- 5, Rule 10: Return to Service and Teacher Deferred Retirement Option Plan.
6. Rule 11: Survivors and Domestic Relations Orders.

Dr. Hernandez *moved to approve* the Rule Promulgation as presented to the Committee, and the Board *unanimously approved* the motion.

- C. **Update to ATRS Board Policy 1 – Board Governance.** No action was taken by the Committee on Board Policy 1 – Board Governance.
- D. **Update to ATRS Board Policy 4 – Investment Policy.** An update on ATRS Board Policy 4 – Investment Policy was presented to the Committee.

Dr. Hernandez *moved to approve* the Update to ATRS Board Policy 4 – Investment Policy as presented to the Committee, and the Board *unanimously approved* the motion.

XV. Staff Reports.

- A. **Medical Committee Report.** Mr. Kincade reported that a total of ten (10) Disability Retirement Applications were approved.

Ms. Bell *moved to approve* the Medical Committee Report. Mr. Martin *seconded the motion* and the Board *unanimously approved* the Motion.

- XVI. **Securities Litigation Update and Settlement Approval.** Executive Director White and Ms. Hannah Howard, of Gill, Ragon, Owen, gave the Board an update on the Securities Litigation and Settlement approval.

Mr. Brady *moved to approve* the Securities Litigation Update and Settlement Approval as presented to the Board. Mr. Martin *seconded the motion*, and the Board *unanimously approved* the motion.

- XVII. **Executive Session to – Appointment of Position #6, Member Trustee- Administration.**

Mr. Martin *moved to convene* the Board of Trustees into Executive Session. Ms. Bell *seconded the motion* and the Board *unanimously approved the motion*.

Mr. Knight, Chair, called the Executive Session of the Board of Trustees to order at 12:10 p.m.

Mr. Knight, Chair, reconvened the Board of Trustees meeting at 12:34 p.m.

- XVIII. Appointment of Position #6, Member Trustee – Administration.**
No action was taken at this time on the Appointment of Position #6, Member Trustee – Administration.

- XIX. Election of Board Vice Chair.**

Mr. Knight nominated Dr. Mike Hernandez as Vice Chair.

Dr. Hernandez nominated Mr. Jeff Stubblefield as Vice Chair.

Vote was taken, 6 votes for Dr. Hernandez, and 5 votes for Mr. Jeff Stubblefield. The Board elected Dr. Mike Hernandez as Vice Chair of the ATRS Board of Trustees.

- XX. Recognition of Mr. Willie Kincade, Director of Operations.**

- A. Resolution 2025-25**

Mr. Bailey *moved to approve* for Board Adoption Resolution 2025-25, Recognition of Mr. Willie Kincade, Director of Operations. Mr. Martin *seconded the motion* and the Board *unanimously approved* the motion.

- XXI. Recognition of Mr. Curtis Carter, Chief Financial Officer.**

- A. Resolution 2025-26.**

Mr. Bailey *moved to approve* for Board Adoption Resolution 2025-26, Recognition of Mr. Curtis Carter, Chief Financial Officer. Mr. Martin *seconded the motion* and the Board *unanimously approved* the motion.

XXII. Other Business. None.

XXIII. Adjourn

Mr. Martin *moved to adjourn* the Board meeting. Ms. Bell *seconded the motion* and the Board *unanimously approved the motion*.

Meeting adjourned at 12:42 p.m.

Mr. Mark White
Executive Director

Chair
Board of Trustees

Tammy Porter,
Recorder

Date Approved