



**VPIC ESG SUB-COMMITTEE MEETING  
DECEMBER 20, 2016  
DRAFT; NOT YET APPROVED BY COMMITTEE**

**Sub-Committee Members Present:**

TOM GOLONKA, CHAIR  
BETH PEARCE, VICE-CHAIR, Vermont State Treasurer  
VAUGHN ALTEMUS, VPIC Representative  
PETER AMONS, VPIC / VMERS Representative  
LINDA DELIDUKA, VPIC Representative  
ROGER DUMAS, VSERS Representative

**Sub-Committee Members Absent:**

Jon Harris, VSTRS Representative

**ALSO ATTENDING:**

Andrew Maclean: MMR	Guy Page: DFC
Ed Stanak: retiree	Joe Choquette: Downs Rachlin
Katie Green: OST	Matt Considine: Director of Investments/OST
Eric Becker, Edward Becker: 350 VT/Clean Yield	Robb Kidd: Sierra Club
Joe Kelley: Professional Firefighters of VT	Sarah Wolfe, VPIRG
Austin Davis: 350 Vermont	Margaret Belmondo, NEPC
Chris Levell, NEPC	

**ITEM 1:      Call to Order**

The Chair, called the Tuesday, December 20<sup>th</sup> meeting to order at 9:05 am, which was held in the Pavilion Auditorium, 109 State Street, Montpelier, VT.

**ITEM 2:      Approve Agenda**

The Chair reviewed the agenda with the Sub-Committee and asked if any members of the Sub-Committee would like to add or amend any agenda items.

**On a motion by Roger Dumas, seconded by Vaughn Altemus, the Sub-Committee unanimously approved the agenda as written.**

**ITEM 3:      Approve Minutes**

The Chair reviewed the minutes with the Sub-Committee and asked if any members of the Sub-Committee would like to add or amend the minutes.

**On a motion by Linda Deliduka, seconded by Roger Dumas, the Sub-Committee unanimously approved the minutes as written.**

**ITEM 4:      Review of the Scope of Sub-Committee**

The Chair indicated that Shanna Cleveland from Ceres would be unable to attend the meeting due to illness, and the Treasurer would be reviewing the scope of the Sub-Committee's work and the timing of the work to be completed. The Treasurer provided the Sub-Committee with an overview from the initial meeting for the scope. Discussion ensued.

The Chair requested input from the public. Mr. Kidd requested that the Sub-Committee consider delaying their recommendation to the VPIC Board until the February meeting to ensure ample time for review of the initial draft report from PCA. The Chair indicated that having a recommendation to the VPIC by the Sub-Committee for the January 31<sup>st</sup> meeting was an aggressive schedule, but that the VPIC had a meeting in February when the recommendation could be presented so that possibility was available.

**ITEM 5:      Institutional Shareholders Services (ISS) Presentation**

Fassil Michael, Executive Director at ISS presented on proxy voting trends for the 2016 proxy season. Mr. Michael responded to questions from the Sub-Committee. The Treasurer requested Mr. Michael explain the spirit of HR 5311 and the position ISS has taken against this bill due to its intent to make advisory services on proxy ballot topics more difficult to issue to investors. Treasurer Pearce expressed a similar view and explained she had sent the Vermont delegation letters explaining her viewpoint on the topic and requesting their support. The Chair requested questions for Mr. Michael from the public. Mr. Michael responded to questions from the public. The Chair thanked Mr. Michael for his time.

The Treasurer presented the proxy resolutions the Treasurer's office has filed on behalf of the VPIC for the 2017 proxy season. Ms. Green outlined the requests in the resolved clauses for each and explained the next steps for engaging companies on the topics. The Treasurer responded to questions from the public.

**ITEM 6:      Adjournment**

The meeting was adjourned at 10:55 a.m.

Respectfully submitted,

**Investments Staff**