

**MINUTES
DECEMBER 16, 2009 MEETING
BOARD OF TRUSTEES
TEACHERS' RETIREMENT SYSTEM OF OKLAHOMA**

This regularly scheduled meeting of the Board of Trustees of the Teachers' Retirement System of Oklahoma was called to order by James Smith, Chairman, at 9:06 A.M., in the Administration Board Room, 5th Floor, Oliver Hodge Education Building, 2500 North Lincoln Boulevard, Oklahoma City, Oklahoma. The agenda/meeting notice was posted in accordance with 25 O.S. 2001 Section 311(9).

TRUSTEES PRESENT:

James Smith, *Chairman*
Michael Simpson, *Vice-Chairman*
Dick Neptune, *Secretary*
Sherrie Barnes
Cathy Conway
Odilia Dank

Bruce DeMuth
Richard Gorman
Galeard Roper
Billie Stephenson
Gary Trennephol

TRUSTEES ABSENT:

Michael Clingman
Sandy Garrett

TRS STAFF PRESENT:

James R. Wilbanks, *Executive Secretary*
Joe Ezzell, *Assistant Executive Secretary*
Kim Bold, *Director of Human Resources*
Josh Richardson, *Internal Auditor*
Nick Pointer, *Investment Associate**
Sharron Coffman, *Director of Client Services*
Karen Yost, *Assistant to the Executive Secretary and Board of Trustees*

LEGAL COUNSEL PRESENT:

Regina Switzer, *Assistant Attorney General*

INVESTMENT CONSULTANT PRESENT:

Gregory T. Weaver, *gregory.w.group*
Douglas J. Anderson, *gregory.w.group*

OTHERS PRESENT:

Shawn Ashley, *e-Capitol*
Norman Cooper, *Oklahoma Retired Educators Association*
Charles Barnes, *Active Member*
Stephen Thompson, *ING*

**Denotes either late arrival or early departure.*

1. SWEARING IN OF NEW TRUSTEE: Gary Trennepohl

Dr. Trennepohl was sworn in and welcomed to the Board

2. BOARD POLL FOR QUORUM

Chairman Smith called the Board meeting to order and asked for a poll to determine if a quorum was present. Trustees responding were as follows: Ms. Barnes; Ms. Conway; Ms. Dank; Mr. DeMuth; Mr. Gorman; Mr. Neptune; Mr. Roper; Mr. Simpson; Ms. Stephenson; Dr. Trennepohl; and Chairman Smith.

3. MINUTES of the November 18, 2009, Board Meeting APPROVED

A motion was made by Mr. Neptune with a second made by Ms. Conway to approve the minutes as presented. The motion carried by a unanimous voice vote.

4. PRESENTATION BY INVESTMENT MANAGERS:

4.A. Presentation by the System's Global Custodian, JP Morgan, and the tax sheltered annuity provider, ING, were present and made their respective presentations to the Board.

A break was taken from 10:11 to 10:20 and 11:08 to 11:16.

5. INVESTMENT REPORTS AND RECOMMENDATIONS:

5.A. Investment Consultant Monthly Report: Gregory Weaver and Douglas Anderson of gregory.w.group, investment consultant to the Board, gave the Board their monthly report.

5.B. Manager Status Summary: There were no changes to this report

5.C. Fee Schedule Changes: After discussion a motion was made by Ms. Conway with a second made by Mr. Simpson to approve the fee changes for Goldman Sachs and Sawgrass. The motion carried by a unanimous vote of the Board.

5.D. Amendments to Investment Policy: After consideration, a motion was made by Mr. DeMuth with a second made by Ms. Conway to approve the changes to the Investment Policy with a review of the changes prior to implementation by the System's legal counsel. The motion carried by a unanimous vote of the Board.

5.E. Annual Commitment to Franklin Park, Private Equity Manager: After discussion a motion was made by Mr. Roper with a second made by Ms. Conway to approve the \$200 million annual commitment to Franklin Park. The motion carried by a unanimous vote of the Board.

7. Resolution for Former Trustee, Dr. John G. Kirkpatrick: Chairman Smith read the resolution and he and the Board expressed their appreciation for Dr. Kirkpatrick's service as a Trustee for the Board of Trustees for the Oklahoma Teachers' Retirement System.

A break for lunch was taken from 12:00 to 12:24

6. AUDIT COMMITTEE REPORT:

6.A. Report from External Auditor, Cole & Reed: After consideration of the report a motion was made by Mr. Roper with a second made by Mr. DeMuth for approval. The motion carried by a unanimous vote of the Board.

6.B. Internal Auditor Report: After discussion a motion was made by Mr. Roper with a second by Mr. DeMuth to approve the report. The motion carried by a unanimous vote of the Board.

8. MEMBERSHIP IN THE NIRS, NATIONAL INSTITUTE OF RETIREMENT SECURITY:

Dr. Wilbanks made a report to the Board concerning the Retirement System joining NIRS. After discussion, a motion was made by Ms. Conway with a second made by Mr. Neptune for approval. The motion carried with a unanimous vote of the Board.

9. LEGAL REPORT: Regina Switzer, Assistant Attorney General and legal counsel to the Board, gave the legal report to the Board. There was no action necessary on this report.

10. EXECUTIVE SECRETARY REPORT:

12. A. & B.: Client Status update; Other Items for discussion: Dr. Wilbanks gave his report to the Board, stating he would be glad to answer any questions the Board may have. A motion was made by Ms. Conway with a second made by Mr. DeMuth to approve the Executive Secretary Report. The motion carried by a unanimous voice vote.

11. POSSIBLE EXECUTIVE SESSION REGARDING THE EXECUTIVE SECRETARY OF THE TEACHERS' RETIREMENT SYSTEM OF OKLAHOMA:

11.A. A motion was made by Mr. Simpson with a second made by Ms. Conway to enter into Executive Session at 1:06p.m. The motion carried by a unanimous vote. Trustees responding were Ms. Barnes; Ms. Conway; Ms. Dank; Mr. DeMuth; Mr. Gorman; Mr. Neptune; Mr. Roper; Mr. Simpson; Ms. Stephenson; Dr. Trennepohl; and Chairman Smith.

11.B. A motion was made by Mr. DeMuth with a second made by Mr. Simpson to return to Open Session at 1:20p.m. The motion carried by a unanimous voice vote. Trustees responding were Ms. Barnes; Ms. Conway; Ms. Dank; Mr. DeMuth; Mr. Gorman; Mr. Neptune; Mr. Roper; Mr. Simpson; Ms. Stephenson; Dr. Trennepohl; and Chairman Smith

12. It was determined no action was necessary on this item.

13. QUESTIONS AND COMMENTS FROM TRUSTEES:

There were no further questions or comments from the Board.

14. NEW BUSINESS:

There was no new business before the Board.

15. ADJOURNMENT:

There being no further business before the Board, a motion was made by Mr. Roper with a second made by Mr. DeMuth to adjourn. The meeting was adjourned at 1:23 p.m. Trustees present at adjournment were as follows: Ms. Barnes; Ms. Conway; Ms. Dank; Mr. DeMuth; Mr. Gorman; Mr. Neptune; Mr. Roper; Mr. Simpson; Ms. Stephenson; Dr. Trennepohl; and Chairman Smith

The next regularly scheduled meeting of the Board of Trustees of the Teachers' Retirement System of Oklahoma will be:

WEDNESDAY – January 27, 2010

Board Meeting begins January 27, 2010 at 9:00 a.m.

TUESDAY – January 26, 2010

Investment Committee Meeting begins January 26, 2010 at 3:00 p.m.

BOARD OF TRUSTEES, TEACHERS' RETIREMENT SYSTEM OF OKLAHOMA

BY: _____
Chairman, James E. Smith

ATTEST:

BY: _____
Dick Neptune, Secretary

Certified correct minutes, subject to approval of the Board of Trustees of the Teachers' Retirement System of Oklahoma, will be available at its next regularly scheduled meeting on January 27, 2010.

BY: _____
Karen A. Yost, Assistant to the Executive Secretary and the Board of Trustees