NORTH Dakota Be Legendary. | State Investment Board RETIREMENT & INVESTMENT

Governance and Policy Review Committee Meeting
Monday, November 16, 2026, 3:00 p.m.
Virtual Only
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AGENDA

I. CALL TO ORDER AND ACCEPTANCE OF AGENDA ***(Committee Action)***
A. Roll Call & Conflict of Interest Disclosure

II. ACCEPTANCE OF MINUTES (August 12, 2026) ***(Committee Action)***

III. SECURITIES MONITORING & LITIGATION POLICY (15 minutes) ***(Committee Action)***

IV. INVESTMENT CODE OF ETHICS (15 minutes) ***(Committee Action)***

V. DISCUSSION

VI. OTHER
A. Next Meeting: February 10, 2027, at 3:00 p.m.

VII. ADJOURNMENT

Accessibility Notice: The Retirement & Investment Office (RIO) is committed to providing equitable access to its meetings and materials. Meeting packets may include draft documents that are still under development and may not be fully accessible. If you need these materials in an alternative format or require a reasonable accommodation to participate in this meeting, contact RIO and include the meeting name and document with your request.

STATE INVESTMENT BOARD
GOVERNANCE & POLICY REVIEW COMMITTEE MEETING
MINUTES OF THE AUGUST 12, 2026, MEETING

MEMBERS PRESENT
Joe Heringer, Land Commissioner, Chair
Dr. Rob Lech, TFFR Board

MEMBER ABSENT
Cody Mickelson, TFFR Board

STAFF PRESENT
Missy Kopp, Executive Assistant
Sarah Mudder, Communications/Outreach Dir.
Sara Seiler, Supervisor of Internal Audit
Jodi Smith, Executive Director

GUESTS
Rick Funston, Funston Advisory
Evan Norton, Funston Advisory
Kirsten Tuntland, AAG

CALL TO ORDER

Commissioner Heringer called the State Investment Board (SIB) Governance and Policy Review (GPR) Committee meeting to order at 3:02 p.m. on Wednesday, August 12, 2026. The meeting was held virtually.

AGENDA

The agenda was considered for the August 12, 2026, meeting.

IT WAS MOVED BY DR. LECH AND SECONDED BY COMMISSIONER HERINGER AND CARRIED BY A VOICE VOTE TO APPROVE THE AGENDA FOR THE AUGUST 12, 2026, MEETING AS DISTRIBUTED.

AYES: COMMISSIONER HERINGER AND DR. LECH
NAYS: NONE
ABSENT: MR. MICKELSON
MOTION CARRIED

ACCEPTANCE OF MINUTES

The Committee considered the minutes of the June 1, 2026, meeting.

IT WAS MOVED BY DR. LECH AND SECONDED BY COMMISSIONER HERINGER AND CARRIED BY A VOICE VOTE TO ACCEPT THE JUNE 1, 2026, MINUTES AS DISTRIBUTED.

AYES: DR. LECH AND COMMISSIONER HERINGER
NAYS: NONE
ABSENT: MR. MICKELSON
MOTION CARRIED

GOVERNANCE POLICY SYSTEM (GPS) RECOMMENDED AMMENDMENTS

Ms. Smith presented three proposed amendments to the SIB GPS. The first amendment corrects statutory references related to records retention, the applicant standard, and the oath of office. The second updates the governance calendar to reflect five standing committees following the elimination of the Securities Litigation Committee.

The third amendment increases the Budget and Finance Committee membership from three to four members to address potential quorum concerns under North Dakota's open meetings law. Staff recommended adding a TFFR Board representative as the fourth voting member, providing TFFR with representation in budget discussions. The Committee discussed the proposed change and expressed support for the additional representation.

The proposed amendments will be forwarded to the SIB for consideration. Ms. Smith also noted that additional GPS amendments addressing transparency policies are being developed for future review.

IT WAS MOVED BY DR. LECH AND SECONDED BY COMMISSIONER HERINGER AND CARRIED BY A ROLL CALL VOTE TO RECOMMEND THE AMENDMENTS TO THE SIB GPS TO THE SIB FOR INTRODUCTION AND FIRST READING.

AYES: DR. LECH AND COMMISSIONER HERINGER
NAYS: NONE
ABSENT: MR. MICKELSON
MOTION CARRIED

OTHER

With no further business to come before the GPR Committee, Commissioner Heringer adjourned the meeting at 3:16 p.m.

Prepared by:

Missy Kopp, Assistant to the Board

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MEMORANDUM

TO: **Governance & Policy Review Committee**

FROM: **Jodi Smith, Executive Director, North Dakota Retirement & Investment Office**

DATE: **November 16, 2026**

RE: **Securities Monitoring and Litigation Policy – First Reading**

Staff recommends that the Committee forward the revised Securities Monitoring and Litigation Policy to the State Investment Board (SIB) for first reading. The revisions align the policy with the Governance Policy System (GPS) adopted by the SIB on June 23, 2026, update the jurisdictional thresholds for non-U.S. cases, and clarify the policy's language. A red line and a clean version are attached.

Background

The policy was implemented on November 20, 2015, and last amended on May 24, 2019. Under the GPS, the Board approves the Securities Litigation Policy and any material change to it and oversees management's execution of securities litigation responsibilities. The Executive Director provides the Board a written securities litigation report at least annually (GPS pp. 23–25). The GPS Decision Register places litigation strategy with this Committee (GPS p. 78).

Summary of changes

- **Securities Litigation Committee removed.** Decisions previously made by "the SIB or Committee" are now made by the SIB, with the Executive Director carrying out the SIB's decisions and reporting on progress, consistent with the GPS.
- **Engagement of law firms.** Adds the Emergency Commission requirements of NDCC § 54-12-08.1 to the existing special appointment requirements of NDCC § 54-12-08, and clarifies the factors considered when selecting counsel.
- **Annual policy review removed.** The separate annual review by the Committee and SIB is replaced by the GPS requirement for an annual securities litigation report to the Board, which may recommend policy updates.
- **Jurisdictional thresholds updated.** Risk categories are now defined by participation burden and adverse cost risk. Based on consultation with legal counsel, Japan moves from low risk ($1 million) to moderate risk ($5 million); Taiwan and Brazil move from high risk ($10 million) to moderate risk ($5 million); Singapore is no longer listed; and several jurisdictions, including Saudi Arabia and specific case types in Germany, Italy, the Netherlands, and Spain, are added to the low-risk category.
- **Plain language.** Wording is simplified throughout, and the staffing criterion now refers to RIO's workload and resources.

Committee Action Requested: Recommend that the SIB consider the revised Securities Monitoring and Litigation Policy for first reading.

Attachments: Securities Monitoring and Litigation Policy – Redline; Securities Monitoring and Litigation Policy – Clean

Securities Monitoring and Litigation

General Purpose

1. The North Dakota SIB is a fiduciary for assets held in trust for the benefit of SIB clients, including their beneficiaries.

2. To carry out its fiduciary duty to prudently invest and diversify the assets of the various investment funds, the SIB invests considerable assets in global public securities markets.

3. The efficient and effective deployment of plan assets requires that in seeking returns market risks must be prudently assumed and managed. Investing in publicly traded securities in regulated markets under accounting, disclosure and business practice laws and regulations provides general, but not perfect assurance that the information forming the basis for investments is accurate, conforms with accepted accounting practices, and is not distorted due to misfeasance, malfeasance or nonfeasance, or the timing of information disclosures by persons or entities with the ability to affect market prices of the investment securities.

4. Legal action may be necessary to recover all or part of losses incurred by the funds as a result of alleged improper action or inaction that impairs the value of the funds' security holdings.

5. Most such actions will be pursued through class action litigation whether or not the SIB takes an active role as a plaintiff or a passive role as a member of a certified class of plaintiffs. Any award or settlement from a class action will be ratably allocated among legitimate claimants.

6. The SIB will generally only consider pursuing active participation in securities actions when such a role is expected to add value by enhancing the prospect for recovery, increasing the amount of recovery, assuring more efficient and effective prosecution of the case, or identifying and addressing corporate governance issues through litigation.

For purposes of this Policy, "active participation" means seeking status as lead plaintiff, co-lead plaintiff, or filing separate legal action.

Non-Active Recovery and Filing

1. SIB will require as part of its agreement with its custodial bank or other designated agent, that adequate securities class action monitoring is maintained on an ongoing basis, sufficient

to ensure that awards and settlements are tracked and identified and that proof of claim forms, including supporting documentation, are properly and timely filed.

2. SIB may engage one or more law firms that specialize in prosecuting security class-action cases; any such engagement is subject to the special appointment requirements of N.D.C.C. § 54-12-08. For these purposes only, such firms may be granted ongoing access to security holdings information through the custodian bank or other designated agent.

3. An agreement with any law firm for non-litigation services will not commit the SIB to employing said firm in the event that it seeks to represent SIB as an active participant in any securities related litigation. Such representation will require a separate retainer agreement with the SIB. Selection of counsel will consider factors including the potential monetary scope, the nature of the case and any industry specialty that may be required, the allocation of current or past cases among candidate firms, the likely duration and cost of prosecuting the case, retainer fees or contingency arrangements , the venue in which the case is to be filed, and other relevant considerations.

4. The custodial bank or other designated agent will be required to provide RIO with periodic reports that detail class action cases monitored, claims filed, and award or settlement distributions received. RIO will maintain these records and provide updates to the SIB with regards to accounting information on distributions received on claims filed by the custodian bank or other designated agent on our behalf.

Active Participation in Cases

1. The Executive Director will initiate active participation in securities cases only upon prior review and approval of the SIB. Before bringing any recommendations to the SIB, the Executive Director, with assistance from the Office of the Attorney General, will assess the merits and prospects for active participation by reference to the criteria and factors outlined in this section.

2. Decision Criteria and Factors:

    a. The decision to participate in an active capacity in security litigation should be based on the totality of the circumstances. Dollar loss amounts are important, but not the sole or overriding factor to consider in making such recommendations by the Executive Director, or determinations by the SIB.

    b. Potential losses to SIB clients must be significant to warrant participation as a lead plaintiff, co-lead plaintiff, or separate litigant in U.S. or Canadian cases. Generally, in

cases where the potential loss does not exceed $5 million, the SIB will avoid active participation.

c. The *prima facie* merits of the claim for loss, and the factual basis for the action, recognizing that the full discovery process will not commence until the class has been certified by the court in which such case is to be filed.

d. The availability of witnesses, and possible support that may be obtained from investment managers, consultants, and the custodial bank through discovery.

e. The potential that any defendants or insurers will be able to pay an adequate recovery to the class, without impairing the value of any current security holdings SIB may yet hold in the issuer in the portfolio.

f. The ability of the law firm recommending action on the part of SIB to prosecute the case effectively, in the venue where such case is likely to be filed, and the experience of the firm in managing such cases individually or in partnership with other firms.

g. Potential long-term benefits from corporate governance changes from pursuing litigation.

h. The ability of SIB to serve as a fiduciary on behalf of all class members in the case, especially in relative terms to other institutional investors that may be considering the same case.

i. Potential costs that may be incurred. Special consideration must be given to any case that must be filed in a non-U.S. venue under the "Morrison" criteria established by the U. S. Supreme Court in a 2010 decision, since costs of litigation and potential liabilities of unsuccessful claims may be significant.

j. Current RIO workload and staffing resources, and whether participation might displace time and staff resources needed for core business functions.

3. Decision Criteria and Factors for cases filed in a non-U.S. venue: In addition to the Criteria and Factors set forth in Subsection 2, the SIB may consider the following:

a. The proposed funding arrangements for the action.

b. Evaluate the merits and risks of the case in light of the law of the jurisdiction in which the action would be brought. Generally, in cases where the potential loss does not exceed the Jurisdictional Thresholds in the Non-US Opt-In and Group Litigation table at the end of this Policy, the SIB will avoid opt-in or group litigation participation.

Roles in Managing & Monitoring Litigation

1. The SIB will make the final determination of whether it is in the SIB's best interest to pursue active participation in any case and whether to engage any law firm and the terms of such engagement, subject to the special appointment and Emergency Commission requirements of N.D.C.C. §§ 54-12-08 and 54-12-08.1.

2. Decisions regarding the conduct and implementation of the SIB's decision to participate will be the responsibility of the Executive Director, or an approved member of the management staff if he/she so delegates. When feasible and advisable, the Executive Director shall seek advice and direction from the SIB on strategic and legal issues that may arise in prosecuting the action on behalf of the SIB and its clients. The Executive Director shall timely report to the SIB on the progress of the litigation.

3. The Executive Director shall be responsible for management of the relationship with any portfolio monitoring law firm or organization for such purpose. Based on the need for additional coverage, the Executive Director will determine whether one or several firms are necessary and may terminate such monitoring agreements as judgment advises.

4. Any agreement for portfolio monitoring services that includes a fee or subscription cost must first be approved by the SIB before execution by the Executive Director.

Non-US Opt-In and Group Litigation
Jurisdictional Thresholds

Jurisdictional Description	Threshold
Passive jurisdictions (no participation in active litigation required, no risks) including, but not limited to: Australia, Israel, Netherlands (Dutch Collective Settlements or Dutch Foundations), regulatory funds (e.g. Compensation Schemes, Hong Kong Regulatory Suites), Switzerland (appraisal)	None
Low risk jurisdictions (limited participation burden, no or negligible adverse costs, mostly anonymous) including, but not limited to: German (acquisition), Italy (criminal), Netherlands (direct), Saudi Arabia, Spain (direct group, criminal)	$1 million
Moderate risk jurisdictions (greater participation burden, some adverse cost risk, mostly anonymous) including not limited to: Austria, Belgium, Brazil, Denmark, Finland, France, Germany (direct and KapMug), Hong Kong, Indonesia, Ireland, Italy, Japan, Korea, Luxembourg, Malaysia, Norway, New Zealand, Portugal, Sweden, Switzerland, Spain, Taiwan, Thailand	$5 million
High risk jurisdictions (potential in-person discovery, high participation burden, high adverse cost risk) including, but not limited to: United Kingdom	$10 million

Jurisdictional Thresholds are developed in consultation with legal counsel including other designated agents which are experts in global securities litigation matters.

Policy Implemented: November 20, 2015
Policy Amended: April 27, 2018; May 24, 2019; January 2027

Securities Monitoring and Litigation

General Purpose

1. The North Dakota SIB is a fiduciary for assets held in trust for the benefit of SIB clients, including their beneficiaries.

2. ~~In order to~~ To carry out its fiduciary duty to prudently invest and diversify the assets of the various investment funds, the SIB invests considerable assets in global public securities markets.

3. The efficient and effective deployment of plan assets requires that in seeking returns market risks must be prudently assumed and managed. Investing in publicly traded securities in regulated markets under accounting, disclosure and business practice laws and regulations provides general, but not perfect assurance that the information forming the basis for investments is accurate, conforms with accepted accounting practices, and is not distorted due to misfeasance, malfeasance or nonfeasance, or the timing of information disclosures by persons or entities with the ability to affect market prices of the investment securities.

4. Legal action ~~is sometimes~~ may be necessary to ~~attempt to~~ recover all or part of losses incurred by the funds ~~may~~ as a result of ~~incur due to~~ alleged improper action or inaction ~~which~~ that impairs the ~~results in the impairment of the~~ value of the funds' security holdings.

5. Most such actions will be ~~prosecuted~~ pursued through class action litigation whether or not the SIB takes an active role as a plaintiff or a passive role as a member of a certified class of plaintiffs. Any ~~ultimate~~ award or settlement from a class action will be ratably allocated among legitimate claimants.

6. The SIB will generally only consider pursuing active participation in securities actions when such a role is expected to add value by enhancing the prospect for recovery, increasing the amount of recovery, assuring more efficient and effective prosecution of the case, or identifying and addressing corporate governance issues through litigation.

For purposes of this Policy, "active participation" means seeking status as lead plaintiff, co-lead plaintiff, or filing separate legal action.

Non-Active Recovery and Filing

1. SIB will require as part of its agreement with its custodial bank or other designated agent, that adequate securities class action monitoring is maintained on an ongoing basis, sufficient to ~~assure~~ ensure that ~~most of the actual~~ awards and settlements ~~for such cases~~ are tracked

and identified and that proof of claim forms, including supporting documentation, ~~will be~~ are properly and timely filed.

2. SIB may engage one or more ~~legal~~ law firms that specialize in prosecuting security class-action cases; any such engagement is subject to the special appointment requirements of N.D.C.C. § 54-12-08. For these purposes only, such firm~~(s)~~ may be granted ongoing access to security holdings information through the custodian bank or other designated agent.

3. An agreement with any law firm for non-litigation services will not commit the SIB to employing said firm in the event that it seeks to represent SIB as an active participant in any securities related litigation. Such representation ~~must be effected~~ will require ~~by~~ a separate retainer agreement ~~between~~ with the SIB. Selection of counsel will consider ~~and said firm, or another, depending on such~~ factors including ~~as~~ the potential monetary scope, the nature of the case and any industry specialty that may be required, the allocation of current or past cases among candidate firms, the likely duration and cost of prosecuting ~~such a~~ the case, retainer fees or contingency arrangements ~~splits~~, the venue in which the case is to be filed, and other relevant considerations.

4. The custodial bank or other designated agent will be required to provide RIO with periodic reports that detail class action cases monitored, claims filed, and award or settlement distributions received. RIO will maintain these records and provide ~~an~~ updates to the SIB ~~or Securities Litigation Committee (Committee)~~ with regards to accounting information on distributions received on claims filed by the custodian bank or other designated agent on our behalf.

Active Participation in Cases

1. The Executive Director will initiate active participation in securities cases only upon prior review and approval of the SIB ~~or Committee~~. Before bringing any recommendations to the SIB ~~or Committee~~, the Executive Director, with ~~significant~~ assistance from ~~legal counsel from~~ the Office of the Attorney General, will assess the merits and prospects for active participation by reference to the criteria and factors outlined in this section.

2. Decision Criteria and Factors:

    a. The decision to participate in an active capacity in security litigation should be based on the totality of the circumstances. Dollar loss amounts are important, but not the sole or overriding factor to consider in making such recommendations by the Executive Director, or determinations by the SIB ~~or Committee~~.

b. Potential losses to SIB clients must be significant ~~in order to~~to warrant participation as a lead plaintiff, co-lead plaintiff, or separate litigant in U.S. or Canadian cases. Generally, in cases where the potential loss does not exceed ~~the $~~$5 million, the SIB will ~~generally~~ avoid active participation.

c. The *prima faci~~e~~a* merits of the claim for loss, and the factual basis for the action, recognizing that the full discovery process will not commence until the class has been certified by the court in which such case is to be filed.

d. The availability of witnesses, and possible support that may be obtained from investment managers, consultants, and the custodial bank through discovery.

e. The potential that any defendants or insurers will be able to pay an adequate recovery to the class, without impairing the value of any current security holdings SIB may yet hold in the issuer in the portfolio.

f. The ability of the law firm recommending action on the part of SIB to prosecute the case effectively, in the venue where such case is likely to be filed, and the experience of the firm in managing such cases individually or in partnership with other firms.

g. Potential long-term benefits from corporate governance changes from pursuing litigation.

h. The ability of SIB to serve as a fiduciary on behalf of all class members in the case, especially in relative terms to other institutional investors that may be considering the same case.

i. Potential costs that may be incurred. Special consideration must be given to any case that must be filed in a non-U.S. venue under the "Morrison" criteria established by the U. S. Supreme Court in a 2010 decision, since costs of litigation and potential liabilities of unsuccessful claims may be significant.

j. Current RIO workload and staffing resources ~~required for the fulfillment of SIB's primary member service functions~~, and whether participation might displace time and staff resources needed for core business functions.

3. Decision Criteria and Factors for cases filed in a non-U.S. venue: In addition to the Criteria and Factors set forth in Subsection 2, the SIB ~~or Committee~~ may consider the following:

a. The proposed funding arrangements for the action.

b. Evaluate the merits and risks of the case in light of the law of the jurisdiction in which the action would be brought. Generally, in cases where the potential loss does not exceed the Jurisdictional Thresholds ~~referenced in Exhibit A~~in the Non-US Opt-In and Group Litigation table at the end of this Policy, the SIB will avoid opt-in or group litigation participation.

Roles in Managing & Monitoring Litigation

1. The SIB ~~or Committee~~ will make the final determination of whether it is in the SIB's best interest to pursue active participation in any case and whether to engage any law firm and the terms of such engagement, subject to the special appointment and Emergency Commission requirements of N.D.C.C. §§ 54-12-08 and 54-12-08.1.

2. Decisions regarding the conduct and implementation of the SIB's ~~or Committee's~~ decision to participate will be the responsibility of the Executive Director, or an approved member of the management staff if he/she so delegates. When feasible and advisable, the Executive Director shall seek advice and direction from the SIB ~~or Committee~~ on strategic and legal issues that may arise in prosecuting the action on behalf of the SIB and its clients. The Executive Director shall timely report to the SIB ~~or Committee~~ on the progress of the litigation.

3. The Executive Director shall be responsible for management of the relationship with any portfolio monitoring law firm or organization for such purpose. Based on the need for additional coverage, the Executive Director ~~and Committee~~ will determine whether one or several firms are ~~needed to fulfill the goals of this Policy~~ necessary and may terminate such monitoring agreements as judgment advises.

4. Any agreement for portfolio monitoring services that includes a fee or subscription cost must first be approved by the SIB ~~or Committee~~ before execution by the Executive Director.

~~Policy Review~~

1. ~~The Committee and SIB shall review this policy annually to ensure that it remains relevant and appropriate. Exhibit A~~

Non-US Opt-In and Group Litigation
Jurisdictional Thresholds

Jurisdictional Description	Threshold
Passive~~/very low risk~~ jurisdictions (no participation in active litigation required, no risks) including, but not limited to: ~~, simple registration or~~	None

~~claim filing (no participation in litigation required, strong anonymity, very low costs) including, but potentially not limited to:~~ Australia, Israel, Netherlands (~~including~~ Dutch Collective Settlements or Dutch Foundations), regulatory funds (e.g. Compensation Schemes, Hong Kong Regulatory Suites ~~in UK~~), Switzerland (appraisal)	
Low risk jurisdictions (limited participation burden, no or negligible adverse costs, mostly ~~ananymous~~anonymous~~no discovery, low cost~~) including, but ~~potentially~~ not limited to: German (acquisition), Italy (criminal), Netherlands (direct), Saudi Arabia, Spain (direct group, criminal) ~~Japan~~	$1 million
Moderate risk jurisdictions (greater participation burden, some adverse cost risk, mostly anonymous) including ~~moderate cost, funded/insured to protect from cost shifting, some restricted discovery, not fully public) including but potentially~~ not limited to: Austria, Belgium, Brazil, Denmark, Finland, France, Germany (direct and KapMug), Hong Kong, Indonesia, Ireland, Italy, Japan, Korea, Luxembourg, Malaysia, Norway, New Zealand, Portugal, Sweden, Switzerland, Spain, Taiwan, Thailand ~~Germany, Austria, Belgium, Switzerland, Denmark, Spain, Finland, France, Hong Kong, Indonesia, Ireland, Italy, Korea, Luxembourg, Malaysia, Norway, New Zealand, Portugal, Sweden, and Thailand~~	$5 million
High risk jurisdictions (potential in-person discovery, high participation burden, ~~no anonymity, uncapped fees~~high adverse cost risk) including, but ~~potentially~~ not limited to: ~~Taiwan,~~ United Kingdom~~, Singapore, Brazil~~	$10 million

Jurisdictional Thresholds are developed in consultation with legal counsel including other designated agents which are experts in global securities litigation matters.

Policy Implemented: November 20, 2015
Policy Amended: April 27, 2018; May 24, 2019; January 2027

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MEMORANDUM

TO: **Governance & Policy Review Committee**

FROM: **Jodi Smith, Executive Director, North Dakota Retirement & Investment Office**

DATE: **November 16, 2026**

RE: **Investment Code of Ethics – First Reading**

Staff recommend that the Committee forward the revised Investment Code of Ethics to the State Investment Board (SIB) for first reading. The revisions align the Code with the quarterly Code of Ethics attestation that staff began using in fiscal year 2027, so that the Code and the attestation require the same disclosures on the same schedule. A red line and a clean version are attached.

Background

The Code applies to RIO staff, contractors, and others with access to non-public investment information. Under the GPS, the Executive Director establishes and maintains the procedures for disclosing conflicts of interest, annual affirmations, and ongoing reporting (GPS p. 10), and the Audit, Risk and Compliance Committee oversees how compliance with the code of ethics is communicated and monitored (GPS p. 67). The quarterly attestation consolidates the conflict of interest, gifts and entertainment, personal trading account, and outside business activity disclosures into one form. The Code previously described quarterly attestations only for personal trading.

Summary of changes

- **Quarterly certification.** Adds a quarterly attestation confirming compliance with the Code and disclosing any new conflicts, gifts and entertainment, personal trading accounts, and outside business activities since the last reporting period.
- **Conflicts of interest.** Conflicts may be disclosed on the Conflict-of-Interest Form or in the disclosure section of the quarterly attestation.
- **Gifts and entertainment.** Gifts accepted under the $50 nominal value must be disclosed, as the attestation already requires.
- **Outside business activities.** Any new outside activity that begins during the year must be reported on the next quarterly attestation, in addition to initial and annual disclosure.
- **Personal trading accounts.** New accounts must be disclosed no later than the next quarterly attestation.
- **Forms maintained by the Executive Director.** References to lettered exhibits (A–F) are removed. The Code now lists the required forms by name and states that the Executive Director maintains them and may update them without amending the Code, consistent with the GPS (p. 10). Future changes to the forms will not need to come back to the Committee or the Board.

- **Cleanup.** The personal trading attestation form is renamed the Quarterly Code of Ethics Attestation Form; references to “routine” and “periodic” attestations now read “quarterly and annual”; and minor corrections are made.

Committee Action Requested: Recommend that the SIB consider the revised Investment Code of Ethics for first reading.

Attachments: Investment Code of Ethics – Redline; Investment Code of Ethics – Clean; Quarterly Code of Ethics Attestation, FY2027 (for information)

Investment Code of Ethics

1. Introduction

Purpose of the Code

This Code of Ethics (Code) is designed to provide comprehensive guidelines for all Covered employees working on behalf of The North Dakota Retirement and Investment Office (NDRIO), helping to ensure action reflects the integrity, responsibility, and accountability required to maintain public trust. This Code establishes the expectations for behavior and decision-making to guide Covered employees in fulfilling their duties ethically. The Code should not be viewed as a complete statement of legal and fiduciary responsibilities and individuals must abide by all applicable federal and relevant state laws.

2. Applicability

All Covered employees working on behalf of NDRIO must read and comply with the Code. While the Code will not cover every possible scenario, Covered employees should also adhere to its principles and spirit. Covered employees include:

- Persons who make or participates in the determination of investment recommendations,
- In connection with their duties, obtains information concerning funds and securities NDRIO, intends to purchase, sell or recommend, or has access to investment positions,
- Consultants, interns, or independent contractors that will have access to non-public investment positions or securities NDRIO intends to purchase, sell or recommend.

Household Members

Any spouse, relative, or domestic partner who shares a residence with a Covered employee, as well as members of the immediate family living in the same household or persons exercise investment discretion by Covered employees, will also be subject to the

Code.

Annual and Quarterly Certification
Covered employees will be required to affirm their understanding of this Code, and require the affirmation annually, in writing or electronically. Employees must disclose any conflicts of interest that may arise. Covered employees must also submit a quarterly attestation confirming compliance with the Code and disclosing any new conflicts of interest, gifts and entertainment, personal trading accounts, and outside business activities since the last reporting period.

3. General Principles of the Code

Integrity and Professionalism
All employees and contractors of NDRIO are expected to demonstrate the highest levels of integrity and professionalism in all aspects of their work. Integrity involves acting honestly and ethically, avoiding any behavior that might compromise the trust of beneficiaries, stakeholders, and the public. Professionalism encompasses maintaining a commitment to excellence, upholding the organization's values, and respecting the confidentiality of sensitive information. Employees must always conduct themselves with fairness, accountability, and transparency.

Compliance with Laws and Regulations
All Covered Employees are expected to adhere strictly to the following:

1) The Covered employee will put the investments and investment program's interest first, ahead of their own interests
2) The Covered employee will not take any action that will violate any applicable laws, regulations or written policy
3) The Covered employee will adhere to the highest standards of ethical conduct
4) The Covered employee will maintain the confidentiality of all information obtained during the course of employment
5) The Covered employee will not abuse or misappropriate assets or use them for personal gain
6) The Covered employee will not engage in any activities that create a conflict of interest or will disclose when conflicts occur

7) The Covered employee will deal fairly with clients, colleagues, and others.

4. Conflicts of Interest

Identifying Conflicts

"Conflict of Interest" is defined as a situation in which any Covered employee has a conflict of interest as that term is defined in North Dakota statute and rules promulgated by the North Dakota Ethics Commission under N.D.A.C. Chapter 115-04-01.

Conflicts of interest and the appearance of impropriety should be avoided by any Covered employee. Any Covered employee must not allow family, social, professional, or other relationships to influence their judgment in discharging their responsibilities and must refrain from financial and business dealings that tend to reflect adversely on their duties. Conflicts of interest may exist in situations involving dual roles, investment opportunities, information sharing, personal and family relationships, among others.

Managing and Mitigating Conflicts

If a conflict of interest unavoidably arises, the covered employee shall immediately disclose the conflict to the Chief Investment Officer (CIO) and Executive Director (ED) or their designee, using the appropriate disclosure forms.

A. Disclosure of Conflicts of Interest

Procedures for Disclosure

To ensure transparency and proper management of conflicts of interest, all Covered employees, and certain contractors of NDRIO are required to disclose any potential or actual conflicts promptly. Disclosures must be submitted using the approved Conflict of Interest Form or in the disclosure section of the quarterly attestation. To enhance the tracking and monitoring of disclosures, NDRIO may engage a third-party service provider to assist in maintaining an accurate and up-to-date record of all reported conflicts.

B. Gifts and Entertainment

Acceptable Practices

NDRIO has established $50 nominal value threshold for gifts, in line with state guidelines. Employees may accept gifts of nominal value, up to $50, as part of customary business interactions, provided that these gifts do not influence or appear to influence their decision-making. Any gift exceeding this limit must be declined. For entertainment, employees may attend normal business- related events such as due diligence meetings, Limited Partner (LP) meetings, Limited Partner Advisory Committee (LPAC) meetings, General Partner (GP) meetings, annual investor meetings, and similar investor-related events. Regarding LPAC meetings, travel and accommodations can be accepted if they are offered to all members of the respective LPAC. However, these meetings, travel, accommodations, and any gifts accepted under the $50 nominal value must be disclosed on the Gifts and Entertainment Disclosure Form. These activities may be acceptable without the need for reimbursement, provided they align with professional obligations.

Prohibitions and Limitations

Employees are prohibited from accepting any gifts exceeding the $50 nominal value limit, in accordance with the state's "no gifts" policy. For entertainment, while normal investor meetings and due diligence activities are permitted, any additional or extracurricular entertainment—such as sporting events or concerts—must be disclosed and fully reimbursed by the employee.

C. Outside Business Activities

Disclosure Requirements

Covered employees shall not allow a situation to exist with any outside business, employment, or other activities that may impact their ability to fulfill their duties at NDRIO. All outside business activities (OBA) must be disclosed and approved by NDRIO initially and on an annual basis. Employees must submit an OBA form detailing any outside employment or volunteer work, including non-profit and charitable activities. Any new outside business activity that begins during the year must be reported on the next quarterly attestation. In cases where a potential conflict arises, the matter will be escalated to the Chief Investment

Officer (CIO) for initial evaluation. The CIO will then provide a recommendation to the Executive Director (ED) for final approval or further action.

5. Trading

Compliance with Personal Trading

Covered employees' personal trading should be executed in a manner consistent with their obligations to integrity, responsibility, and accountability, as required to maintain public trust. Personal trading should not be so excessive as to conflict with the ability to fulfill daily job responsibilities. Covered employees' trades should not be timed to precede orders placed by NDRIO's investment team. Covered employees should not trade in restricted securities, or restricted Private Funds (private funds held in an NDRIO portfolio). The following will be exempt from the list of restricted securities:

a. Exchange-traded funds (ETFs) and exchange traded notes (ETNs),
b. Mutual Funds registered under the Investment Company Act of 1940,
c. U.S. Government-issues securities,
d. Municipal debt obligations,
e. Money Market instruments (e.g., bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term instruments,
f. Interest in 529 college savings plans.

Disclosure of Accounts with Beneficial Interest

The Code applies to all accounts holding securities over which Covered employees have any beneficial interest. This typically includes accounts held by immediate family members sharing the same household or accounts over which covered employees exercise investment discretion. These accounts must be disclosed for potential review for exceptions to the Code. New accounts must be disclosed no later than the next quarterly attestation.

Disclosure of Non-Discretionary Accounts

Accounts over which covered employees do not have discretionary authority must be disclosed and identified accordingly. If the discretionary status of these accounts'

changes, it must be reported within thirty days.

Monitoring and Reporting

NDRIO may conduct periodic sample reviews of personal trading activities of Covered employees. Additionally, Covered employees will be required to submit quarterly and annual attestations confirming adherence to Code. Any trades that appear to conflict with the policy will be flagged for further review.

A. Insider Trading

Prohibition of Insider Trading

Employees may come into possession of Material Non-Public Information (MNPI) relating to publicly and privately traded securities in the course of their duties for NDRIO. Employees are strictly prohibited from using MNPI for personal gain or to benefit others. NDRIO will enforce a zero-tolerance policy toward insider trading, and any violations will be subject to disciplinary action, including potential termination and legal proceedings. Once employees come into possession of material non-public information (MNPI), any related securities will be added to a Restricted List.

Material Non-Public Information

It is not always easy to determine what may be considered MNPI. The following is illustrative list of what generally is considered material:

- Dividends or earning announcements
- Asset write-downs or write-offs
- Additions to reserves for bad debt or contingent liabilities
- Changes to financial guidance or projections
- Merger, joint announcements, tender offers
- Pending labor disputes
- Bankruptcy or insolvency
- Regulatory approval or rejection of a product
- Regulatory or law enforcement proceedings
- Changes to management
- New product service lines
- Undisclosed orders for large trades before they are executed This is only a partial list of what may be deemed material.

Non-Public Information

Once information has been broadly distributed to the investing public, it no longer is considered non-public. Generally, this must occur through commonly recognized channels such as through a press release or regulatory filing.

Procedures for Handling Material Nonpublic Information

All employees must exercise caution when handling MNPI. If an employee come into possession of MNPI the employee must not act or trade on this information and treat it confidentially. The ED should be informed, and the security should be added to the restricted list. An information barrier is to be created as this employee may discuss the information received and must not participate directly or indirectly in investment decisions regarding the security. The security will be taken off the restricted list once the information becomes public.

B. Personal Trading

Requirements

1) Employees will submit an attestation quarterly and annually confirming that no violations of the Code occurred.
2) A restricted list will be maintained, and employees' transactions may be monitored against this list to prevent or identify trades in restricted securities.
3) Certain securities may be entirely blocked from trading through the Restricted List, while others may be allowed under specific conditions, with the requirement that Covered employees submit an attestation confirming compliance with the Code.
4) Covered employees shall not invest in Restricted securities or Restricted Private Funds that are in the investment portfolios of NDRIO (exceptions noted above).
5) Covered employees may not participate in initial public offerings (IPO) offered principally due to their employment with NDRIO.
6) Any profits realized from violations of the Code will be disgorged to a charitable organization.

Monitoring and Reporting

Personal trading by NDRIO employees will be closely monitored to ensure compliance with the organization's ethical trading policies. All employees engaging in personal trading must complete quarterly and annual attestations. Periodic reviews may be conducted to examine the disclosed accounts for any violations of the Code.

C. Restricted List

Maintenance of the Restricted List

NDRIO will maintain a Restricted List to prevent Covered employees from trading in securities where the organization holds MNPI or exercises significant influence over the trading activity. The restricted list will be continuously updated to reflect the organization's involvement in specific securities (e.g. publicly traded securities based on indexes) ensuring that trading restrictions remain current and relevant. Restricted list additions will include securities within accounts internally managed by NDRIO including:

Publicly Traded Equities: Any transaction involving security shares that exceed 10% of the 1-month average share volume,

Corporate Bonds: Any transactions involving principal amounts exceeding 10% of the issuance size.

These items should remain on the list for 24 hours following the completion of the transactions. This list is to be monitored to potentially prevent trades in restricted securities. Securities added due to MNPI or Restricted Private Funds will be added manually with their own specific end dates.

A designated group comprising members from Risk, Compliance, Investment, and Operations departments will be responsible for maintaining and reviewing the Restricted List.

Compliance with the Restricted List

All Covered employees are required to comply with the Restricted List to prevent any insider trading. Trading in securities that appear on the Restricted

List is prohibited, and employees must ensure that they are not involved in any transactions related to these securities prior to executing any trade. Compliance with the Restricted List will be attested to on a quarterly basis, and any violations may result in disciplinary action.

D. Front Running

Definition and Prohibition
Front running or executing personal trades before organizational trades to profit from anticipated price movements is strictly prohibited. Violators will face severe penalties, including termination.

Monitoring and Enforcement
NDRIO conducts periodic sample reviews of Covered employees personal trading to help prevent front-running activities. Enforcement will include audits, testing and monitoring, and investigation of any suspicious activities.

6. Enforcement and Penalties

Violations of the Code
In accordance with state employment guidelines, all violations must be properly documented. This may include but is not limited to written reprimands, Performance Improvement Plans (PIPs), and other corrective measures based on the severity of the violation. Documentation of all violations and disciplinary actions will be handled according to HR policy. Any profits realized from violations of the Code will need be disgorged to a charitable organization chosen by NDRIO.

Disciplinary Actions
Penalties for violations of the Code may range from a formal warning to termination, depending on the nature of the offense. The NDRIO HR policy outlines specific actions that can lead to these penalties, ensuring consistency in enforcement. Failure to comply with Code may result in disciplinary action, which may include termination.

7. Amendments

Process for Amending the Code
The NDRIO Code of Ethics will be periodically reviewed and amended, if needed, on an annual basis to ensure it remains relevant and reflective of current best practices, regulatory changes, and organizational needs.

Notification of Amendments
Employees will be notified of any amendments to the Code of Ethics through official communication channels, including email notifications. All amendments will take effect immediately upon notification, and employees will be required to acknowledge and comply with the updated provisions.

8. Training

Mandatory Training Sessions
All employees must undergo annual ethics training to reinforce their understanding of the Code of Ethics and related policies. Training will include legal updates and practical applications of ethical principles.

Continuous Education
Employees are encouraged to participate in continuous education programs focused on ethics, compliance, and best practices in financial management. NDRIO will provide resources for ongoing development.

9. Record Retention

The Records Management Division of North Dakota Information Technology Department (NDIT) has developed a Records Retention Program and has implemented a Records Retention Schedule that includes retention/destruction of both paper and electronic records. It is the State of North Dakota's policy to preserve all official records in accordance with applicable statutory and regulatory requirements, and to promote access to information by staff, partners, and the public, as appropriate.

Each agency head or designee and records coordinator are responsible for providing the leadership, planning, overall policy, guidance, training, and general oversight of records management for the Agency. Each Agency is required to follow the established policy, which contains the elements below:

The team members of the Agency are ultimately responsible for creating and preserving records that adequately and properly document the organization, functions, policies, decisions, procedures, and essential transactions of the Agency and are required to:

- Manage records, regardless of format, in accordance with applicable statutes, regulations, and policies.
- Maintain electronic records to ensure they are accessible throughout their entire life cycle.
- Secure records to protect the legal and financial rights of the government and persons affected by government activities
- Dispose of records (electronic or paper) as specified in the approved records retention schedules.
- Assume responsibility for email and other electronic accounts upon the departure of a team member.
- This includes ensuring that a Records Management Program is developed which includes retention and disposal of both paper and electronic records.

In addition, all supervisory level team members who are involuntarily terminated, resign or depart without notice or who die unexpectedly while employed shall have their email and other electronic accounts placed on hold until an individual designated by the agency head has reviewed the accounts to determine what, if any, documents are subject to records retention obligations or are otherwise necessary to preserve in order to meet business needs or legal obligations. Supervisory team members that are placed on administrative leave pending disciplinary action shall have their accounts placed on hold to ensure the contents cannot be changed until a final personnel decision. In the event the agency head leaves for any of the above reasons, their email account must be preserved for 12 months, and their accounts must be reviewed by the agency head’s successor or state archivist.

Records retention schedules for all divisions are available on NDIT's website as per NDCC 54-46-08.

10. Disclosures and Forms

Required Disclosures

The following disclosures and forms are required for all NDRIO employees, contractors, and affiliates to complete:

- Conflicts of Interest Disclosure Form
- Gifts and Entertainment Disclosure Form
- Outside Business Activities Disclosure Form
- Quarterly Code of Ethics Attestation Form, covering conflicts of interest, gifts and entertainment, personal trading, and outside business activities
- Acknowledgement of Receipt and Review of Code of Ethics
- Initial and Annual Account Disclosure Form

Submission and Review of Forms

All Covered employees of NDRIO are required to submit relevant disclosure forms in a timely manner as part of their ongoing compliance with the Code of Ethics. These forms include the required disclosures listed above. Once submitted, the forms will undergo a thorough review to ensure compliance with organizational policies and regulatory requirements. The Executive Director maintains these forms and may update them as needed without amending this Code.

Investment Code of Ethics

1. Introduction

Purpose of the Code

This Code of Ethics (Code) is designed to provide comprehensive guidelines for all Covered employees working on behalf of The North Dakota Retirement and Investment Office (NDRIO), helping to ensure action reflects the integrity, responsibility, and accountability required to maintain public trust. This Code establishes the expectations for behavior and decision-making to guide Covered employees in fulfilling their duties ethically. The Code should not be viewed as a complete statement of legal and fiduciary responsibilities and individuals must abide by all applicable federal and relevant state laws.

2. Applicability

All Covered employees working on behalf of NDRIO must read and comply with the Code. While the Code will not cover every possible scenario, Covered employees should also adhere to its principles and spirit. Covered employees include:

- Persons who make or participates in the determination of investment recommendations,
- In connection with their duties, obtains information concerning funds and securities NDRIO, intends to purchase, sell or recommend, or has access to investment positions,
- Consultants, interns, or independent contractors that will have access to non-public investment positions or securities NDRIO intends to purchase, sell or recommend.

Household Members

Any spouse, relative, or domestic partner who shares a residence with a Covered employee, as well as members of the immediate family living in the same household or persons exercise investment discretion by Covered employees, will also be subject to the Code.

Annual ~~Certification~~ and Quarterly Certification

Covered employees will be required to affirm their understanding of this Code, and require the affirmation annually, in writing or electronically. Employees must disclose any conflicts of interest that may arise. Covered employees must also submit a quarterly attestation confirming compliance with the Code and disclosing any new conflicts of interest, gifts and entertainment, personal trading accounts, and outside business activities since the last reporting period.

3. General Principles of the Code

Integrity and Professionalism

All employees and contractors of NDRIO are expected to demonstrate the highest levels of integrity and professionalism in all aspects of their work. Integrity involves acting honestly and ethically, avoiding any behavior that might compromise the trust of beneficiaries, stakeholders, and the public. Professionalism encompasses maintaining a commitment to excellence, upholding the organization's values, and respecting the confidentiality of sensitive information. Employees must always conduct themselves with fairness, accountability, and transparency.

Compliance with Laws and Regulations

All Covered Employees are expected to adhere strictly to the following:

1) The Covered employee will put the investments and investment program's interest first, ahead of their own interests
2) The Covered employee will not take any action that will violate any applicable laws, regulations or written policy
3) The Covered employee will adhere to the highest standards of ethical conduct
4) The Covered employee will maintain the confidentiality of all information obtained during the course of employment
5) The Covered employee will not abuse or misappropriate assets or use them for personal gain
6) The Covered employee will not engage in any activities that create a conflict of interest or will disclose when conflicts occur
7) The Covered employee will deal fairly with clients, colleagues, and others.

4. Conflicts of Interest

Identifying Conflicts

"Conflict of Interest" is defined as a situation in which any Covered employee has a conflict of interest as that term is defined in North Dakota statute and rules promulgated by the North Dakota Ethics Commission under N.D.A.C. Chapter 115-04-01.

Conflicts of interest and the appearance of impropriety should be avoided by any Covered employee. Any Covered employee must not allow family, social, professional, or other relationships to influence their judgment in discharging their responsibilities and must refrain from financial and business dealings that tend to reflect adversely on their duties. Conflicts of interest may exist in situations involving dual roles, investment opportunities, information sharing, personal and family relationships, among others.

Managing and Mitigating Conflicts

If a conflict of interest unavoidably arises, the covered employee shall immediately disclose the conflict to the Chief Investment Officer (CIO) and Executive Director (ED) or their designee, using the appropriate disclosure forms.

A. Disclosure of Conflicts of Interest

Procedures for Disclosure

To ensure transparency and proper management of conflicts of interest, all Covered employees, and certain contractors of NDRIO are required to disclose any potential or actual conflicts promptly. Disclosures must be submitted using the approved Conflict of Interest Form ~~(Exhibit A)~~ or in the disclosure section of the quarterly attestation. To enhance the tracking and monitoring of disclosures, NDRIO may engage a third-party service provider to assist in maintaining an accurate and up-to-date record of all reported conflicts.

B. Gifts and Entertainment

Acceptable Practices

NDRIO has established $50 nominal value threshold for gifts, in line with state guidelines. Employees may accept gifts of nominal value, up to $50, as part of customary business interactions, provided that these gifts do not influence or appear to influence their decision-making. Any gift exceeding this limit must be declined. For entertainment, employees may attend normal business- related events such as due diligence meetings, Limited Partner (LP) meetings, Limited Partner Advisory Committee (LPAC) meetings, General Partner (GP) meetings, annual investor meetings, and similar investor-related events. Regarding LPAC meetings, travel and accommodations can be accepted if they are offered to all members of the respective LPAC. However, these meetings, travel, ~~and accommodations~~accommodations, and any gifts accepted under the $50 nominal value must be disclosed on the Gifts and Entertainment Disclosure Form ~~(Exhibit B)~~. These activities may be acceptable without the need for reimbursement, provided they align with professional obligations.

Prohibitions and Limitations

Employees are prohibited from accepting any gifts exceeding the $50 nominal value limit, in accordance with the state's "no gifts" policy. For entertainment, while normal investor meetings and due diligence activities are permitted, any additional or extracurricular entertainment—such as sporting events or concerts—must be disclosed and fully reimbursed by the employee ~~(Exhibit B)~~.

C. Outside Business Activities

Disclosure Requirements

Covered employees shall not allow a situation to exist with any outside business, employment, or other activities that may impact their ability to fulfill their duties at ~~ND RIO~~NDRIO. All outside business activities (OBA) must be disclosed and approved by NDRIO initially and on an annual basis. Employees must submit an OBA form ~~(Exhibit C)~~ detailing any outside employment or volunteer work, including non-profit and charitable activities. Any new outside business activity that begins during the year must be reported on the next quarterly attestation. In cases where a potential conflict arises, the matter will be escalated to the Chief Investment Officer (CIO) for initial evaluation. The CIO will then provide a recommendation to the Executive Director (ED) for final approval or further action.

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Compliance with Personal Trading

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c. U.S. Government-issues securities,
d. Municipal debt obligations,
e. Money Market instruments (e.g., bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term instruments,
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The Code applies to all accounts holding securities over which Covered employees have any beneficial interest. This typically includes accounts held by immediate family members sharing the same household or accounts over which covered employees exercise investment discretion. These accounts

must be disclosed for potential review for exceptions to the Code. New accounts must be disclosed no later than the next quarterly attestation.

Disclosure of Non-Discretionary Accounts

Accounts over which covered employees do not have discretionary authority must be disclosed and identified accordingly. If the discretionary status of these accounts' changes, it must be reported within thirty days.

Monitoring and Reporting

NDRIO may conduct periodic sample reviews of personal trading activities of Covered employees. Additionally, Covered employees will be required to submit ~~routine,~~ quarterly and ~~attestations confirming adherence~~ annual attestations confirming adherence to Code. ~~(Exhibit D).~~ Any trades that appear to conflict with the policy will be flagged for further review.

A. Insider Trading

Prohibition of Insider Trading

Employees may come into possession of Material Non-Public Information (MNPI) relating to publicly and privately traded securities in the course of their duties for NDRIO. Employees are strictly prohibited from using MNPI for personal gain or to benefit others. NDRIO will enforce a zero-tolerance policy toward insider trading, and any violations will be subject to disciplinary action, including potential termination and legal proceedings. Once employees come into possession of material non-public information (MNPI), any related securities will be added to a Restricted List.

Material Non-Public Information

It is not always easy to determine what may be considered MNPI. The following is illustrative list of what generally is considered material:

- Dividends or earning announcements
- Asset write-downs or write-offs
- Additions to reserves for bad debt or contingent liabilities
- Changes to financial guidance or projections
- Merger, joint announcements, tender offers
- Pending labor disputes
- Bankruptcy or insolvency
- Regulatory approval or rejection of a product
- Regulatory or law enforcement proceedings
- Changes to management

- New product service lines
- Undisclosed orders for large trades before they are executed This is only a partial list of what may be deemed material.

Non-Public Information

Once information has been broadly distributed to the investing public, it no longer is considered non-public. Generally, this must occur through commonly recognized channels such as through a press release or regulatory filing.

Procedures for Handling Material Nonpublic Information

All employees must exercise caution when handling MNPI. If an employee come into possession of MNPI the employee must not act or trade on this information and treat it confidentially. The ED should be informed, and the security should be added to the restricted list. An information barrier is to be created as this employee may discuss the information received and must not participate directly or indirectly in investment decisions regarding the security. The security will be taken off the restricted list once the information becomes public.

B. Personal Trading

Requirements

1) Employees will submit an attestation quarterly and annually confirming that no violations of the Code occurred.
2) A restricted list will be maintained, and employees' transactions may be monitored against this list to prevent or identify trades in restricted securities.
3) Certain securities may be entirely blocked from trading through the Restricted List, while others may be allowed under specific conditions, with the requirement that Covered employees submit an attestation confirming compliance with the Code.
4) Covered employees shall not invest in Restricted securities or Restricted Private Funds that are in the investment portfolios of NDRIO (exceptions noted above).
5) Covered employees may not participate in initial public offerings (IPO) offered principally due to their employment with NDRIO.
6) Any profits realized from violations of the Code will be disgorged to a charitable organization.

Monitoring and Reporting

Personal trading by NDRIO employees will be closely monitored to ensure compliance with the organization's ethical trading policies. All employees engaging in personal trading must complete ~~periodic, quarterly, and annual~~ quarterly and annual attestations. Periodic reviews

may be conducted to examine the disclosed accounts for any violations of the Code.

C. Restricted List

Maintenance of the Restricted List

NDRIO will maintain a Restricted List to prevent Covered employees from trading in securities where the organization holds MNPI or exercises significant influence over the trading activity. The restricted list will be continuously updated to reflect the organization's involvement in specific securities (e.g. publicly traded securities based on indexes) ensuring that trading restrictions remain current and relevant. Restricted list additions will include securities within accounts internally managed by NDRIO including:

Publicly Traded Equities: Any transaction involving security shares that exceed 10% of the 1-month average share volume,

Corporate Bonds: Any transactions involving principal amounts exceeding 10% of the issuance size.

These items should remain on the list for 24 hours following the completion of the transactions. This list is to be monitored to potentially prevent trades in restricted securities. Securities added due to MNPI or Restricted Private Funds will be added manually with their own specific end dates.

A designated group comprising members from Risk, Compliance, Investment, and Operations departments will be responsible for maintaining and reviewing the Restricted List.

Compliance with the Restricted List

All Covered employees are required to comply with the Restricted List to prevent any insider trading. Trading in securities that appear on the Restricted List is prohibited, and employees must ensure that they are not involved in any transactions related to these securities prior to executing any trade. Compliance with the Restricted List will be attested to on a quarterly basis, and any violations may result in disciplinary action.

D. Front Running

Definition and Prohibition

Front running or executing personal trades before organizational trades to profit from anticipated price movements, is strictly prohibited. Violators will face severe penalties, including termination.

Monitoring and Enforcement

NDRIO conducts periodic sample reviews of Covered employees personal trading to help prevent front-running activities. Enforcement will include audits, testing and monitoring, and investigation of any suspicious activities.

6. Enforcement and Penalties

Violations of the Code

In accordance with state employment guidelines, all violations must be properly documented. This may include but is not limited to written reprimands, Performance Improvement Plans (PIPs), and other corrective measures based on the severity of the violation. Documentation of all violations and disciplinary actions will be handled according to HR policy. Any profits realized from violations of the Code will need be disgorged to a charitable organization chosen by NDRIO.

Disciplinary Actions

Penalties for violations of the Code may range from a formal warning to termination, depending on the nature of the offense. The NDRIO HR policy outlines specific actions that can lead to these penalties, ensuring consistency in enforcement. Failure to comply with Code may result in disciplinary action, which may include termination.

7. Amendments

Process for Amending the Code

The NDRIO Code of Ethics will be periodically reviewed and amended, if needed, on an annual basis to ensure it remains relevant and reflective of current best practices, regulatory changes, and organizational needs.

Notification of Amendments

Employees will be notified of any amendments to the Code of Ethics through official communication channels, including email notifications. All amendments will take effect immediately upon notification, and employees will be required to acknowledge and comply with the updated provisions.

8. Training

Mandatory Training Sessions
All employees must undergo annual ethics training to reinforce their understanding of the Code of Ethics and related policies. Training will include legal updates and practical applications of ethical principles.

Continuous Education
Employees are encouraged to participate in continuous education programs focused on ethics, compliance, and best practices in financial management. NDRIO will provide resources for ongoing development.

9. Record Retention

The Records Management Division of North Dakota Information Technology Department (NDIT) has developed a Records Retention Program and has implemented a Records Retention Schedule that includes retention/destruction of both paper and electronic records. It is the State of North Dakota's policy to preserve all official records in accordance with applicable statutory and regulatory requirements, and to promote access to information by staff, partners, and the public, as appropriate.

Each agency head or designee and records coordinator are responsible for providing the leadership, planning, overall policy, guidance, training, and general oversight of records management for the Agency. Each Agency is required to follow the established policy, which contains the elements below:

The team members of the Agency are ultimately responsible for creating and preserving records that adequately and properly document the organization, functions, policies, decisions, procedures, and essential transactions of the Agency and are required to:

- Manage records, regardless of format, in accordance with applicable statutes, regulations, and policies.
- Maintain electronic records to ensure they are accessible throughout their entire life cycle.
- Secure records to protect the legal and financial rights of the government and persons affected by government activities
- Dispose of records (electronic or paper) as specified in the approved records retention schedules.
- Assume responsibility for email and other electronic accounts upon the departure of a team member.
- This includes ensuring that a Records Management Program is developed which includes

retention and disposal of both paper and electronic records.

In addition, all supervisory level team members who are involuntarily terminated, resign or depart without notice or who die unexpectedly while employed shall have their email and other electronic accounts placed on hold until an individual designated by the agency head has reviewed the accounts to determine what, if any, documents are subject to records retention obligations or are otherwise necessary to preserve in order to meet business needs or legal obligations. Supervisory team members that are placed on administrative leave pending disciplinary action shall have their accounts placed on hold to ensure the contents cannot be changed until a final personnel decision. In the event the agency head leaves for any of the above reasons, their email account must be preserved for 12 months, and their accounts must be reviewed by the agency head's successor or state archivist.

Records retention schedules for all divisions are available on NDIT's website as per NDCC 54-46-08.

10. Disclosures and Forms

Required Disclosures

The following disclosures and forms are required for all NDRIO employees, contractors, and affiliates to complete:

- Conflicts of Interest Disclosure Form ~~(Exhibit A)~~
- Gifts and Entertainment Disclosure Form ~~(Exhibit B)~~
- Outside Business Activities Disclosure Form ~~(Exhibit C)~~
- ~~Adherence to the Code Attestation Form – Personal Trading~~ Quarterly Code of Ethics Attestation Form, covering conflicts of interest, gifts and entertainment, personal trading, and outside business activities ~~(Exhibit D)~~
- Acknowledgement of Receipt and Review of Code of Ethics ~~(Exhibit E)~~
- Initial and Annual Account Disclosure Form ~~(Exhibit F)~~

Submission and Review of Forms

All Covered employees of NDRIO are required to submit relevant disclosure forms in a timely manner as part of their ongoing compliance with the Code of Ethics. These forms include the required ~~disclosers~~ disclosures listed above. Once submitted, the forms will undergo a thorough review to ensure compliance with organizational policies and regulatory requirements. The Executive Director maintains these forms and may update them as needed without amending this Code.