NORTH DAKOTA TEACHERS' FUND FOR RETIREMENT GOVERNANCE & POLICY REVIEW COMMITTEE MINUTES OF THE OCTOBER 13, 2026, MEETING (VIRTUAL)

MEMBERS PRESENT

Cody Mickelson, Chair
Mike Burton, TFFR Board
Rob Lech, TFFR Board

STAFF PRESENT

Chase Kauffeld, Chief Retirement Officer
Missy Kopp, Executive Assistant
Sarah Mudder, Communications & Outreach Director
Sara Seiler, Supervisor of Internal Audit
Jodi Smith, Executive Director
Denise Weeks, Retirement Program Manager

GUESTS

Rick Funston, Funston Advisory
Evan Norton, Funston Advisory

CALL TO ORDER

Mr. Cody Mickelson, Chair of the Teachers' Fund for Retirement (TFFR) Governance & Policy Review (GPR) Committee, called the meeting to order at 4:16 p.m. on Tuesday, October 13, 2026. The meeting was held virtually.

AGENDA

The Committee considered the agenda for the October 13, 2026, meeting.

IT WAS MOVED BY DR. LECH AND SECONDED BY MR. BURTON AND CARRIED BY VOICE VOTE TO ACCEPT THE AGENDA FOR THE OCTOBER 13, 2026, MEETING.

AYES: DR. LECH, MR. BURTON, AND MR. MICKELSON
NAYS: NONE
MOTION CARRIED

MINUTES

The Committee considered the minutes for the September 30, 2026, meeting.

IT WAS MOVED BY MR. BURTON AND SECONDED BY DR. LECH AND CARRIED BY VOICE VOTE TO ACCEPT THE SEPTEMBER 30, 2026, MINUTES AS PRESENTED.

AYES: DR. LECH, MR. BURTON, AND MR. MICKELSON
NAYS: NONE
MOTION CARRIED

PERSONAL PROFIT PROHIBITION

Ms. Smith presented a proposed addition to the TFFR Governance Policy System prohibiting Board members from receiving personal profit or accepting gifts in connection with their Board service. The proposed language mirrors existing State Investment Board restrictions and would explicitly establish these expectations within TFFR's governance policies.

Committee members expressed support for the proposed policy but emphasized the importance of clearly defining gifts and providing practical guidance to Board members. Staff agreed to clarify applicable North Dakota Ethics Commission requirements and provide examples and educational information before the policy is considered by the full Board.

IT WAS MOVED BY DR. LECH AND SECONDED BY MR. BURTON AND CARRIED BY A VOICE VOTE TO RECOMMEND THAT THE TFFR BOARD ADOPT THE PERSONAL PROFIT PROHIBITION POLICY.

AYES: DR. LECH, MR. BURTON, AND MR. MICKELSON
NAYS: NONE
MOTION CARRIED

REVIEW TFFR POLICY MANUAL FOR CHANGES

Mr. Norton presented an updated draft of the TFFR Governance Policy System (GPS), highlighting revisions to align with the SIB's governance policies, clarify Board oversight responsibilities, and eliminate redundant provisions. Key additions include policies addressing the prudent expert standard, securities litigation, Board-staff interactions, confidentiality, and succession planning, along with a refined Delegation of Authority Register.

The Committee discussed provisions addressing Board members' personal statements and the annual requirement for 10 hours of continuing education. Staff clarified expectations for distinguishing personal opinions from official Board positions and explained that education hours would be tracked by fiscal year, with progress reported in January and annually in July.

Ms. Smith noted that the securities litigation policy remains under legal review to clarify the Board's authority to initiate litigation. Additional revisions will be identified before the proposed first reading, with a second reading scheduled for November 18 and a proposed implementation date of January 1. The Committee discussed forwarding the revised GPS to the full Board for consideration.

IT WAS MOVED BY DR. LECH AND SECONDED BY MR. BURTON AND CARRIED BY A VOICE VOTE TO RECOMMEND THE TFFR GPS TO THE TFFR BOARD FOR FIRST READING.

AYES: DR. LECH, MR. BURTON, AND MR. MICKELSON
NAYS: NONE
MOTION CARRIED

ADJOURNMENT

With no further business to come before the Committee, Mr. Mickelson adjourned the meeting at 4:47 p.m.

Submitted by:

Missy Kopp, Assistant to the Board