

**STATE UNIVERSITIES RETIREMENT SYSTEM
OF ILLINOIS**

INVESTMENT POLICY



Adopted by the Board of Trustees
September 16, 2011



INVESTMENT POLICY

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I. Mission Statement

The Board of Trustees (“Board”) of the State Universities Retirement System (“SURS”, “System”) has a fiduciary responsibility to the Members and Beneficiaries of the System. In recognition of this responsibility, the Board has adopted the following Mission Statement:

The SURS Mission

The mission of the State Universities Retirement System (SURS) is: To secure and deliver the retirement benefits promised to our members.

The purpose of this Mission Statement is to provide broad operational direction to the Board, Staff, and contractors of SURS.

The SURS Financial Goal

The financial goal as set forth in the SURS Strategic Plan is: To assure the financial soundness of the System.

The strategic objectives designed to achieve the SURS Financial Goal are as follows:

- 1) Secure the annual required contribution (ARC)
- 2) Achieve long term, sustainable, above average, risk-adjusted returns
- 3) Manage the risk and volatility of assets and liabilities to maintain sufficient funds to pay benefits and mitigate the cost of contributions
- 4) Manage expense at an optimal level to achieve the greatest return on investment.
- 5) Enhance new legislation, rules, and existing pension law



II. Statement of Purpose of Investment Policy

This document specifically outlines the investment philosophy and practices of SURS and has been developed to serve as a reference point for the management of System assets. In order to assist System participants in achieving their financial security objectives, the Board shall adopt a long-term plan by which the assets of the System will be maintained and enhanced through prudent investments. The Board of Trustees shall at all times have a written Investment Policy that reflects and is consistent with the statutory constraints. In addition, these guidelines shall, among other things, include specification of the investment objectives of the System, the target asset allocations, and the appropriate benchmarks to be used for evaluating the performance of the funds and the asset classes within the funds.

In developing this Investment Policy, the Board and Staff understand and accept their fiduciary obligations to the Members of the System. These obligations are legal in nature, and are outlined in the Illinois Pension Code [40 ILCS 5]. Investments shall satisfy the conditions of the Illinois Compiled Statutes, and in particular, the prudent expert standard of 40 ILCS 5/1-109. In summary form, the provisions specifically referring to the definitions, duties, and responsibilities of a fiduciary are these:

- a fiduciary is anyone who has discretion in managing retirement system assets or in administering the retirement system, or who renders investment advice for direct or indirect compensation. [40 ILCS 5/1-101.2.]
- a fiduciary must discharge its duties to the retirement system for the exclusive purposes of providing benefits to participants and beneficiaries, and defraying administrative expenses of the retirement system. [40 ILCS 5/1-109(a).]
- a fiduciary must discharge its duties to the retirement system with the same care, skill, prudence and diligence that a prudent expert would use in a similar enterprise. [40 ILCS 5/1-109(b).]
- a fiduciary must discharge its duties to the retirement system by diversifying the investments to minimize the risk of large losses, unless prudence dictates otherwise. [40 ILCS 5/1-109(c).]
- a fiduciary must discharge its duties to the retirement system in accordance with Articles 1 and 15 of the Illinois Pension Code. [40 ILCS 5/1-109(d).]
- a fiduciary must not cause the retirement system to engage in prohibited transactions. A fiduciary must not deal with the retirement system's assets for its own interest, or on behalf of any party whose interests are adverse to the retirement system or its participants or beneficiaries. [40ILCS 5/1-110 and 110.5].

These statutes are the foundation for development of SURS' Investment Policy. For brevity and clarity, the Board adopts the following interpretation of the statute as its "Guiding Principles":

Principles Guiding SURS Investment Activity

1. Preserve the long-term principal of the Trust fund.
2. Maximize total return within prudent risk parameters.
3. Act in the exclusive interest of the Members of the System.

These principles, combined with the applicable sections of the Illinois Pension Code [40 ILCS 5], serve as the basic guideline for this Investment Policy.



III. Investment Objectives

The assets of the System will be invested solely for the benefit of participants and beneficiaries within the constraints of applicable Illinois Statutes and the guidelines contained in this document.

In addition, the following investment objectives for the SURS plan have been established:

- Seek annualized investment returns, net of investment management fees, in excess of the market goal (as described later in this document) for 1, 3, 5, and 10 year periods.
- Maintain sufficient liquidity to pay benefits.



IV. Role Definitions

SURS is one of the larger public pension funds in the United States; as such its operational requirements are complex. The Board relies heavily on both Internal Staff and external contractors in order to properly administer the System and implement its investment strategies. Because of the number of parties involved, their roles as fiduciaries must be clearly identified to increase operational efficiency, to ensure clear lines of responsibility, and to reduce or eliminate duplication of effort.

Board of Trustees

The Board has the responsibility of establishing and maintaining broad policies and objectives for all aspects of the System's operation. The Board is responsible for prudent investment and expenditure of the System's funds and assets. Specifically with regard to investments, the Board takes action upon recommendations that come from its Investment Committee. The Board also approves actuarial assumptions, certifies contribution rates and determines policies pertaining to the administration of the plans and benefits under its jurisdiction and responsibility.

Trustees shall carry out their functions solely in the interest of the members and benefit recipients and for the exclusive purpose of providing benefits and defraying reasonable expenses incurred in performing such duties, as required by law. The Trustees shall act in accordance with the provisions of State Statute and with the care, skill, prudence and diligence in light of the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims by diversifying the investments of the association so as to minimize the risk of large losses, unless in light of such circumstances it is clearly prudent not to do so.

All members of the Board of Trustees shall be indemnified and held harmless by the System for any reasonable cost or expenses incurred as a result of any actual or threatened litigation or administrative proceeding arising out of the performance of the Board member's duties in accordance with 40 ILCS 5/1-107. No member of the Board of Trustees may participate in deliberations or vote on any matter before the Board which will, or is likely to, result in direct, measurable gain to the Board member, or to that Board member's employer.

Formal Review Schedule

The Board recognizes that even though the System's investments are subject to short-term volatility, it shall maintain a long-term investment focus. This prevents ad-hoc revisions to the philosophy and policies in reaction to either speculation or short-term market fluctuations. In order to preserve this long-term view, the Board has adopted the following formal review schedule:



Formal Review Agenda Item	Formal Review Schedule
Total Fund Performance	At least quarterly
Asset Allocation Policy	At least every three to five years
Investment Policy	At least annually
Investment Manager Performance Evaluation	At least annually

Investment Committee

The Board establishes an investment committee (the “Committee”) that reviews and makes recommendations to the Board on investment actions including, but not limited to, the following topics:

1. All Board approved policies related to the Investment Program including:
 - The Investment Policy, Exhibits and/or Appendices
 - Rebalancing Policy
 - Investment Manager Selection & Termination Policy
 - Brokerage Policy
 - Corporate Governance Policy
2. The Asset Allocation Policy and Investment Manager Structure
3. Performance Benchmarks
4. The Master Trustee/Custodian (“Custodian”) Relationship
5. The Securities Lending Program
6. Investment Manager Relationships
7. Investment Consulting Relationships(s)

Executive Director

The Executive Director is appointed by and serves at the pleasure of the Board. Responsibilities delegated by the Board to the Executive Director include, but are not limited to, the following:

- Planning, organizing, and administering the operations of the System under broad policy guidance and direction from the Board. Examples of such duties include:
 - Execution of investment management agreements or other contracts with Board-approved investment service providers, with a report provided to the Committee at the next regularly scheduled meeting.
 - Execution of contract amendments with existing Board-approved investment service providers, with a report provided to the Committee at the next regularly scheduled meeting.
- Monitoring of the performance of the investment portfolio;
- Ensuring that funds are invested in accordance with Board policies;
- Communicating with the Board, its Officers and Committee Chairs;
- Studying, recommending, and implementing policy and operational procedures that will enhance the investment program of SURS;
- Ensuring that proper internal controls are developed to safeguard the assets of the System.



Employees of the System shall be indemnified and held harmless by the System for actions within the scope of their employment, pursuant to 40 ILCS 5/1-107 and 108. This indemnification extends to former employees for actions within the scope of their employment at time of employment.

In fulfilling these investment responsibilities, the Executive Director relies heavily on the internal investment staff and Consultant(s).

Internal Investment Staff

The internal investment staff reports directly to the Chief Investment Officer (“CIO”) who in turn reports to the Executive Director. The internal investment staff provides internal investment management and consulting services to the Board and Executive Director. In the course of the CIO’s normal functions, the CIO will work directly with the Board, Investment Committee and its Chair(s). The frequency and content of reports to the Board are based on the requirements of the Investment Policy Statement as well as directives from the Board and/or its Investment Committee.

The primary functions delegated by the Board to internal investment staff may include, but are not limited to:

- Analyzing and rebalancing the overall asset allocation of the System and its portfolio structure;
- Liquidating assets, as necessary, to pay monthly benefits;
- Implementing the decisions of the Board regarding funding modifications, hiring, and termination of external investment managers;
- Providing internal investment management services with regard to the Treasury Inflation Protection Securities (TIPS) portfolio;
- Oversight of the Manager Diversity Program, including search, selection, monitoring and rebalancing of investment managers;
- Providing technical advice in the selection and monitoring of the investment managers;
- Approving revisions to investment manager guidelines, with agreement from the external investment consultant and General Counsel required;
- Completing other administrative duties related to the operation of the investment program, and
- Serving as a liaison to the investment community.

The SURS Staff has the responsibility to implement the Board decisions through negotiation, execution and enforcement of the investment management agreement and guidelines. All investment management agreements and amendments thereto, with the exception of revisions to investment manager guidelines, must be executed by the Executive Director. In the event that termination of an investment manager is warranted under the Investment Manager Termination Guidelines, and prompt termination of the investment manager is necessary to protect and preserve System assets, SURS Staff may, with the prior approval of the Executive Director, terminate the investment manager prior to Board action. The Board shall be promptly notified of the decision to terminate the investment manager, and the decision shall be presented to the Investment Committee for ratification at its next meeting.



The internal investment staff also works closely with the external investment consultant(s). Recommendations to the Investment Committee will generally be developed jointly by the Staff and Consultant with advice to the Chair. Once an item is identified as a potential agenda item, Staff and Consultant begin working together on the issue. If one group has more expertise in the particular area than the other, that party may take the lead in facilitating work outputs. In most if not all cases, however, any analysis or recommendation that is made to the Committee will be developed jointly and agreed to or approved by both parties.

External Investment Consultant(s)

The Board shall generally have under contract an investment advisor who is a paid, professional consultant (“Consultant”) and who is qualified to provide the Board with investment advice by academic and professional training and experience and is considered an expert in the field of investment and finance. The Consultant's relationship with the Board shall be fiduciary in nature.

The Consultant is hired by and reports directly to the Board of Trustees. The Consultant's duty is to work with the Board, Investment Committee and its Chair(s), and Staff in the management of the investment process. This includes regular meetings with the Board to provide an independent perspective on the Fund's goals, structure, performance and investment managers. In the course of the Consultant's normal functions, the Consultant will work directly with the Staff to review asset allocations and performance, and make recommendations to the Board as appropriate. The Consultant will assist Staff and the Committee with external investment manager selection and will promptly inform the System and discuss the impact of material changes taking place within any current investment manager's organization or investment process. In addition, the Consultant will conduct an independent annual review of the Manager Diversity Program. The Board may elect to retain one or more Consultants that specialize in specific areas of asset consulting. Performance of the Consultant(s) will be subject to periodic review by the Investment Committee.

External Investment Managers

The external investment managers (“investment managers”) are selected by, and serve at the pleasure of, the Board. The Staff and Consultant will provide the investment managers with explicit written directions detailing their particular Board-approved assignments. Duties of investment managers include, but may not be limited to, the following:

- The investment managers will select, buy, and sell specific securities or investments within the parameters specified by Staff and Consultant and in adherence to this Investment Policy or to other policies set forth by the Board.
- The investment managers will construct and manage investment portfolios that are consistent with the investment philosophy and disciplines for which the Board hired them. Discretion is delegated to the investment managers to carry out these investment actions.
- Investment managers will provide performance reporting to the Staff at intervals specified by Staff.
- Investment managers will also, on an annual basis, provide to SURS proof of insurance coverage in an amount and type specified in the investment manager's investment management agreement.



- Investment managers will, on an annual basis, certify in writing that they remain a fiduciary to the System and that they have been in compliance with the investment guidelines during the past year.
- The Investment Manager shall utilize investment strategies designed to ensure that all securities transactions are executed in such a manner that the total explicit and implicit costs and total proceeds in every transaction are the most favorable under the circumstances.
- The investment manager shall comply with all applicable laws and regulations of the State of Illinois and the United States of America, including without limitation, the provisions of SEC Rule 206(4)-5.

Specific operational information for each investment manager will be addressed at length in the individual investment manager guidelines.

Master Trustee / Custodian

The Master Trustee/Custodian (“Custodian”) is selected by, and serves at the pleasure of, the Board. The Custodian(s) will collect income and safekeep all cash and securities, and will regularly summarize these holdings, along with both their individual and collective performance, for Staff’s review. The Custodian will provide data and performance reports to the Staff and Consultant at intervals specified by the System’s written policy or contract. In addition, a bank or trust depository arrangement will be utilized to accept and hold cash flow prior to allocating it to the investment managers, and to invest such cash in liquid, interest-bearing instruments. The Board shall determine asset allocation guidelines; in order to maintain these targets, Staff will direct the Custodian to allocate cash and/or securities to the System’s investment managers as necessary. The Custodian may also, at the direction of the Board, engage in a Securities Lending program. Alternatively, the Board may choose to retain a third party firm to provide Securities Lending services to SURS.

General Counsel’s Office

The role of the General Counsel’s office is to oversee all legal services provided in connection with System matters, to perform draft document review and provide legal advice on issues, as necessary, to protect the interests of the System. The General Counsel’s Office does not review or approve investment decisions. The General Counsel’s Office reviews business terms for proper form and legality. However, General Counsel review does not extend to aspects of business terms that require investment or financial expertise. The following documents and issues will be brought to the attention of the General Counsel’s Office:

- Any document that the Executive Director is requested to sign.
- New investment management agreements.
- Contracts with investment service providers.
- Letter agreements and side letters with any investment manager or investment service provider.
- Amendments to investment management agreements, including revisions to investment manager guidelines.
- Amendments to contracts with investment service providers.
- Amendments to letter agreements and side letters.
- Any matter that Investment Staff wishes to assign to outside counsel excluding



- routine matters for which the CIO may directly interact with outside counsel.
- Correspondence to or from any investment manager or investment service provider concerning actual or potential litigation or legal issue.
 - Any material violation by an investment manager or investment service provider of any terms or obligations in a contract with the System that comes to the attention of Investment Staff.



V. Asset Allocation and Rebalancing Strategy

A. Purpose

The purpose of the asset allocation policy is to establish an Investment Policy framework for SURS that has a high likelihood, in the judgment of the Board, of realizing SURS' investment objective.

B. Targets and Ranges

The principal components of the Investment Policy are target allocation percentages for various areas of investment, known as "asset classes", and minimum and maximum percentages for each asset class. The table below contains SURS' current and interim Strategic Policy Target Allocation percentages.

ASSET ALLOCATION POLICY MIX (as of 7/01/2011)	STRATEGIC POLICY ALLOCATION¹	ADJUSTED STRATEGIC TARGET
<i>U.S. Equity</i>	30.0%	32.0%
<i>Private Equity</i>	6.0%	6.0%
<i>Non-U.S. Equity</i>	20.0%	19.0%
<i>Global Equity</i>	10.0%	10.0%
<i>Fixed Income</i>	19.0%	21.0%
<i>TIPS</i>	4.0%	4.0%
<i>Real Estate</i>	10.0%	7.0%
<i>REITS</i>	4.0%	4.0%
<i>Direct Real Estate</i>	6.0%	3.0%
<i>Opportunity Fund²</i>	1.0%	1.0%

The adjusted strategic target may change over time and reflects the necessity of a gradual shift of assets to the Strategic Policy Allocation resulting from liquidity constraints. Staff has discretion to gradually implement these policy targets in coordination with the actual transition of assets. The ranges for all asset classes are equal to the target percentages plus or minus three percentage points. In addition, the overall equity and/or fixed income allocations shall not deviate from the aggregate equity and/or fixed income targets by more than five percentage points. Overweights or underweights exceeding the policy limitations in private markets will be offset with corresponding adjustments to the policy allocation for public securities. Similarly, overweights or underweights exceeding the policy limitations in the fixed income asset class will be offset with corresponding adjustments to the policy allocation for the TIPS asset class, and vice versa.

¹Policy targets approved at June 10, 2011 Board meeting.

² The Opportunity Fund shall be no more than 5% of SURS total market value.



C. Rebalancing

The Investment Policy of the State Universities Retirement System (SURS) provides an efficient allocation of assets to achieve overall risk and return objectives. Proper implementation of this guideline requires that a periodic adjustment, or rebalancing, of assets be made to ensure conformance with asset allocation targets. Such rebalancing is necessary to reflect sizable cash flows and performance differentials among asset classes and investment managers. Rebalancing shall automatically occur whenever an asset class is three percentage points greater or lesser than the target allocation level or when the overall equity and/or fixed income allocation deviates from the aggregate equity and/or fixed income targets by more than five percentage points. Rebalancing, when required, shall occur as soon as practical.

Rebalancing requirements shall be reviewed on a continual basis. Rebalancing may also occur in the event of a change in the allocation percentages of asset classes by the Trustees. Rebalancing shall take place as soon as practicable after said change or amendment has been approved.

In conducting rebalancing activities, the Board expects the Staff to operate under these guidelines:

1. Whenever asset class allocation percentages fall outside the indicated range for that asset class, the Staff shall initiate rebalancing transactions to bring all percentages to values that do not exceed the range limits.³
2. At any time and in its discretion, the Staff may bring the actual allocation to, or nearer to, the target percentages.
3. At a minimum, the Staff will ensure that as a result of a rebalancing review, no asset class allocation is outside the allowable range.
4. To the extent that it is possible to bring the actual allocation nearer to the target percentages without incurring transactions costs, or while incurring transaction costs, which in the judgment of the Staff are unusually low, the Staff shall do so.
5. In the event of extraordinary market events that result in (a) the actual allocation being outside the acceptable ranges and (b) market conditions preventing the implementation of rebalancing activities, Staff may request from the Board temporary exceptions to this policy. Rebalancing activity will occur as soon as is prudently feasible.

The spirit of this policy is to ensure compliance with the target asset allocation percentages at a reasonable cost, recognizing that overly precise administration of policy targets can result in transaction costs that are not economically justified. Recognizing the complexity

³ When any one of the public market asset classes hits a trigger point, the entire fund may be rebalanced back to asset class target allocations, with the understanding that it may be impractical to return the real estate and private equity asset classes precisely to target in the short term. Accordingly, qualitative considerations (e.g., transaction costs, liquidity needs, investment time horizons, etc.) will be considered in determining the potential timing and extent of rebalancing real estate and private equity portfolios.



of achieving this result with a portfolio the size and complexity of SURS, as well as the vagaries of transacting in investment markets, the Board accords the Staff discretion to take those actions, which in the judgment of the Staff are within the spirit of these guidelines and in the best interest of SURS. Staff will report the results of rebalancing activity to the Investment Committee at the next regular Investment Committee meeting.

D. Periodic Review

The Board establishes the asset allocation targets and ranges and reviews them periodically. The target allocation will be reviewed annually for reasonableness relative to significant economic and market changes or to changes in the System's long-term goals and objectives. Typically every three to five years the Board will undertake a comprehensive review of the asset allocation policy designed to assess the continuing appropriateness of Investment Policy. This ordinarily involves an asset-liability study that places the development of Investment Policy into the context of future benefit payments, liabilities, required funding and the prospective funded status of liabilities.



VI. Investment Risk Management Policy

Note: This policy is one component of the broader SURS risk management function.

Background

The assumption of risk within the investment portfolio is necessary in order for SURS to meet its obligations because there are no risk free assets which generate the required level of return. The assumption of risk should therefore be understood and managed through a risk monitoring and reporting process.

Risk within the portfolio will change over time for various reasons, including (but not limited to) changes in asset allocation, return assumption revisions, correlation between asset classes, and changes to funding levels, and therefore should be reviewed periodically..

Monitoring

Risk will be monitored through various forms of analysis and reporting in an attempt to understand risk within the Fund, and to ensure adequate compensation for the risk that is taken. Analysis will occur on various levels from individual manager portfolios up through and including the total Fund level.

In addition to relative performance evaluation, an analysis of diversification, tracking error, standard deviation, and other risk measures will be conducted and reported.

Staff will review portfolios, asset classes, and total Fund information on an ongoing basis in order to maintain an understanding of the risks within the portfolio.. Individual manager portfolios or asset classes demonstrating higher than expected levels of risk will be examined in greater detail and any necessary adjustments will be made immediately, or a plan for doing so will be developed. Alternatively, justification for maintaining the exposure will be provided to the Investment Committee.

Reporting

Reports will be assembled and presented to the Chief Investment Officer quarterly..

Summary reports will be assembled and presented to the SURS Investment Committee and the Board of Trustees annually.



VII. Investment Manager Structure

The Board must make certain strategic decisions regarding the portfolio structure. The major types of strategic decisions typically include these:

- The passive vs. active management mix;
- The internal vs. external management mix; and/or
- Any strategic overweights/underweights based on size, style or sector.

At this time, the Board has elected to utilize a combination of active and passive management, to be implemented primarily by investment managers, and to maintain a diversified investment strategy that generally is both size and style neutral.

Equity Structure

- The overall benchmark for the U.S. Equity allocation is the Dow Jones U.S. Total Stock Market Index representing the broad U.S. stock market.
- The overall benchmark for the Private Markets allocation is the Dow Jones U.S. Total Stock Market Index plus 500 basis points. A secondary benchmark of the Venture Economics private equity benchmark (peer group) comparison shall also be used.
- The overall benchmark for the Non-U.S. Equity allocation is the Morgan Stanley Capital International All Country World Ex-US (net dividends) benchmark (MSCI ACW Ex-US).
- The overall benchmark for the Global Equity allocation is the Morgan Stanley Capital International All Country World (net dividends) benchmark (MSCI All Country World).
- The indexed proportion of the equity portfolio is not constant and will fluctuate based upon the relative success (or failure) of the actively managed portfolio(s). Cap-weighted and style-oriented index (i.e., extended market, S&P 500, etc.) funds may be used to offset biases in the actively managed portfolios.

Fixed Income Structure

- The overall benchmark for the fixed income portfolio excluding the TIPS allocation is the Barclays Capital Aggregate Index.
- The overall benchmark for the Treasury Inflation-Protected Securities (TIPS) allocation is the Barclays Capital U.S. TIPS index.
- The TIPS allocation may be managed by a combination of internal and external investment managers.



- The indexed portions of the fixed income portfolio and TIPS portfolio, if present, are not constant and will fluctuate based upon the relative success (or failure) of the actively managed portfolio(s).

Real Estate Structure

- The real estate asset allocation consists of publicly traded Real Estate Securities and direct real estate.
- The overall benchmark for the U.S. Real Estate Securities asset allocation is the Dow Jones U.S. Select Real Estate Securities Index.
- The overall benchmark for the Global Real Estate Securities asset allocation is a weighted average calculation of the FTSE EPRA/NAREIT Developed Index and the FTSE EPRA/NAREIT Developed Ex-US Index.
- The overall benchmark for the direct real estate asset allocation is the NCREIF Fund Index - Open End Diversified Core Equity (NFI-ODCE).
- The indexed portion of the real estate portfolio is not constant and will fluctuate based upon the relative success (or failure) of the actively managed portfolio(s).

Opportunity Fund Structure

- The overall benchmark for the Opportunity Fund shall be a weighted average of the underlying investment benchmarks. The Opportunity Fund shall be no more than 5% of the total fund value.
- The indexed portion of the Opportunity Fund, if present, is not constant and will fluctuate based upon the relative success (or failure) of the actively managed portfolio(s).

In order to implement this strategy, it is necessary that the Board retain external investment managers in addition to the internal investment managers, if applicable. Both internal and external investment managers will be given specific tactical roles within the overall strategic investment plan. Depending on their assignments, the investment managers may be judged on some or all of the following criteria: (i) consistency of philosophy, style, and key personnel, (ii) performance relative to an appropriate index or proxy group, and (iii) ability to add incremental value after costs. Staff and Consultant will be responsible for implementation of this strategy, supervision of the investment managers, performance monitoring and reporting. Updates will be provided to the Board (i) based on the schedule outlined in Section IV, (ii) as requested by the Board, its Investment Committee or its Chair, and (iii) as deemed necessary by Staff and Consultant.



VIII. Selection and Retention

Introduction

The Trustees of the State Universities Retirement System (“SURS”) have established the following guidelines for hiring consultants and investment managers. In establishing these guidelines, it is the Board’s intention to assure all interested parties that decisions made in carrying out these actions occur in a full disclosure environment characterized by competitive selection, objective evaluation, and proper documentation. The overriding consideration with respect to all decisions is that they shall be made solely in the best interest of plan participants and beneficiaries.

A. Consultant Selection and Retention

A Consultant is any person or entity retained or employed by the SURS Board to make recommendations in developing an investment strategy, assist with finding appropriate investment managers, or monitor SURS investments. A Consultant, as defined in this section, does not include non-investment related professionals or professionals offering services that are not directly related to the investment of assets, such as legal counsel, actuary, proxy voting services, services used to track compliance with legal standards, and investment fund of funds where the Board has no direct contractual relationship with the investment managers or partnerships.

The search process for a Consultant shall be a competitive proposal process and shall generally follow the guidelines listed below:

- Advertisements for the search process shall be placed in the State newspaper and in one or more industry periodicals at least 14 days before the response to the offer is due.
- Uniform documents shall be used for the solicitation, review, and acceptance of investment services and will be posted on the SURS web site. Documents may differ based on the specific search mandate.
- All interested respondents shall return their responses to SURS investment staff, which shall open and record them, providing a list of all respondents to the Investment Committee.
- Following review and evaluation of the responses from interested firms, the field of candidates is narrowed to a smaller list of the most highly qualified firms.
- At this point, representatives from SURS meet with representatives of each firm to obtain an independent assessment of the firm's capabilities.
- Following the interview with the selected firm(s), SURS Staff recommends to the Board one or more Consultants for engagement. Generally, the finalists appear before the Board to present their firms’ qualifications.
- The Board accepts or modifies the recommendation and makes the final decision with respect to the engagement, if satisfied with the firm’s capabilities.
- Contracts are then completed with the selected firm(s). SURS shall not enter into a contract with a Consultant that exceeds 5 years in duration.



No contract to provide consulting services may be renewed or extended. At the end of the term of a contract, however, the Consultant is eligible to compete for a new contract as provided in this section.

- SURS shall post the name(s) of the successful respondent(s) on the SURS web site, along with a disclosure including the total amount applicable to the contract, the total fees paid or to be paid, and a description of the factors that contributed to the selection of the Consultant.

Exceptions to this competitive proposal process are allowed for (i) sole source procurements, (ii) emergency procurements, and (iii) at the discretion of the SURS Board, contracts that are nonrenewable and one year or less in duration, so long as the contract has a value of less than \$20,000. All exceptions granted under this section must be published on the SURS web site, shall name the person authorizing the procurement, and shall include a brief explanation of the reason for the exception.

B. Investment Manager Selection

Investment managers will be selected to fill investment needs when identified by the Staff, Consultant, or Board of Trustees. Generally, for each investment manager search, a written recommendation to initiate a search process shall be prepared by Staff, reviewed by the Consultant, and approved by the Board of Trustees prior to its commencement. For searches affiliated with the SURS Manager Diversity Program (MDP), the investment Staff conducts the search process with the Consultant providing an independent evaluation of the program annually. The criteria used to determine the minimum qualifications of firms to be selected for an assignment are shown below:

Selection Criteria	
1.	Registration with the Securities and Exchange Commission (SEC) under the Investment Advisers Act of 1940, or otherwise qualified under the Illinois Pension Code.
2.	Experience of the firm in the management of institutional portfolios operated under prudent person standards, as well as related investment management experience.
3.	Qualifications and/or depth of the professional Staff.
4.	Soundness of the firm's investment philosophy and process.
5.	The investment record of the firm and/or the firm's principals in former associations where that record is verifiable.
6.	The adequacy of the firm's trading, back office, accounting and reporting, and client servicing capabilities.
7.	Fees.



Using the above criteria established by the Board of Trustees, the top firms are selected using a competitive proposal process based upon the experience and qualifications of the firm's principals, the soundness of the firm's investment philosophy and process, as well as the strength of the investment record and organization.

The search process for investment manager(s) shall be conducted in a substantially similar manner to that of the Consultant search process, discussed in Section VIII(A), entitled "Consultant Selection and Retention," except that the Consultant may assist SURS staff in the search process. It is important to note that SURS does not use any criteria that would be considered a barrier to an emerging investment manager such as a minimum number of years in business or a minimum asset level under management. As a part of the selection process, SURS utilizes its databases to ensure that qualified emerging investment managers are included in the pool of eligible candidates. If an emerging investment manager meets the criteria established for a specific search, then that emerging investment manager shall receive an invitation by the Board or Investment Committee to present his or her firm for final consideration of a contract. In the case where multiple emerging investment managers meet the criteria of the search, the internal investment staff may choose the most qualified firm(s) to present to the Board or Investment Committee.

Upon approval by the Board for the hiring of an investment manager, an investment management agreement and other related documents shall be executed prior to funding the account. All investment management agreements will be in compliance with the relevant section(s) of the Illinois Compiled Statutes, and the five year limitation on the duration of a contract does not apply.

Quiet Period Policy

Purpose

The Quiet Period Policy is intended to establish guidelines by which Board Members and Staff will communicate with prospective service providers during the search process.

Policy Objectives

The objectives of the policy are to ensure that:

- Prospective service providers competing to become employed by SURS have equal access to information regarding the search parameters;
- Communications related to the selection are consistent and accurate; and
- The process of selecting service providers is efficient, diligent, and fair.

Policy Guidelines

The following guidelines will be instituted during a search process for a service provider:

- A quiet period will commence upon Committee action (or Board action if the selection is not initiated through a Committee) to authorize a search for a service provider and end once a selection has been made by the Board and accepted by the service provider;
- Initiation, continuation and conclusion of the quiet period shall be publicly communicated to prevent inadvertent violations;



- All Board members, and Staff not directly involved in the search process, shall refrain from communicating with service provider candidates regarding any product or service related to the search offered by the candidate throughout the quiet period and shall refrain from accepting meals, travel, hotel, or other value from the candidates;
- Throughout the quiet period, if any Board member is contacted by a candidate, the Board member shall refer the candidate to SURS Consultant or Staff directly involved in the search process;
- All authority related to the search process shall be exercised solely by the relevant Committee or Board as a whole, and not by individual Board Members;
- All information related to the search process shall be communicated by the SURS Consultant and Staff to the relevant Committee or Board as a whole, and not to individual Board Members;
- The quiet period does not prevent Board approved due diligence, client conference attendance or communications with an existing service provider that happens to be a candidate in the ordinary course of services provided by such service provider; however, discussions related to the pending selection shall be avoided during those activities;
- The provisions of this policy will apply to service provider candidates throughout the quiet period and shall be communicated to candidates in conjunction with any competitive proposal process; and
- A service provider may be disqualified from a search process for a knowing violation of this policy.

C. Investment Manager Retention

Investment Manager Evaluation

An evaluation of each investment manager shall be conducted not less than annually. The evaluation, at a minimum, will take into consideration the firm's organization and performance relative to an agreed upon benchmark as indicated in the individual investment manager's guidelines. The evaluations will contain a formal recommendation from both the Consultant and the Staff. For public markets managers, the recommendation presented to the Trustees will generally take one of the following four formats:

- Retention with additional funding
- Retention without additional funding
- Retention with a reduction in funding
- Termination

Limited partnership interests in closed end private funds (i.e., private equity, real estate, infrastructure, etc.) will be reviewed annually. If SURS has significant concerns about a fund, a complete legal review of the exit options will be conducted.

The Investment Manager Watch List (Section IX) was developed as a tool to aid in the evaluation of active, public markets investment managers. Watch list factors for consideration are specified in Section IX.



Generally, reasons for termination may include: changes in investment style and discipline, changes in the firm (personnel, structure, or organizational form) which may detract from future performance, changes in the total fund's investment guidelines that eliminate the need for the investment manager, repeated violations of established investment guidelines, or a loss of confidence that the firm will add value or as evidenced by failure to perform historically above their relative benchmark over a period of 3 to 5 years. A complete discussion of the termination process is found in Section X (Investment Manager Termination Guidelines).

Performance Analysis

Regarding performance, the primary measurement will be the investment manager's returns (net of fees) versus the relevant and agreed upon benchmark. Failure of an investment manager to generate excess returns in a short period of time does not require that the contract with the firm be terminated. However, the firm's returns must be within an acceptable range. A secondary performance measure is the investment manager's return versus the return of a universe of investment manager returns whose styles are similar. Again, the investment manager's returns must be within an acceptable range.

Style Analysis

Regarding conformance to style, the quarterly performance measurement will analyze the portfolios of the active U.S. equity investment managers as well as the aggregate U.S. equity portfolio and identify any significant deviations from the individual investment managers' style benchmarks and the Dow Jones U.S. Total Stock Market Index in the case of the aggregate. Significant deviations may lead to the adjustments in asset allocations or to the replacement of an investment manager whose portfolio deviates significantly from the benchmark.

Investment Manager Transitions

In the event of the need to transfer the management of the assets from one investment firm to another, Staff will effect the change in as efficient and prudent a manner as possible. The use of transition manager(s) is permitted when deemed in the best interests of the System. Transition plans may include, but are not limited to, the following: a transfer of securities to an appropriate index fund, crossing securities with other institutional investors, or a transfer of securities to another approved investment manager.

Board Reporting and Monitoring

After an investment manager is selected, the Staff and Consultant will regularly monitor the investment manager's results versus expectations. The System's Staff and Consultant will conduct periodic due diligence meetings with the outside organizations and provide the Board with reports summarizing the assessments made. The Staff and Consultant are responsible for reporting to the Board on any material events regarding an investment manager, along with any recommendation for action to be taken.

Contingent and Placement Fees

Contingent and placement fees are prohibited.



IX. Investment Manager Watch List

Factors for Consideration

The watch list is intended to address investment managers in the SURS investment program with actively managed, public securities mandates that are not achieving desired results. The following factor(s) could warrant an investment manager being placed on watch. Items that are sub-bulleted in lower case letters are the practical criteria used to define these factors:

- 1) **Investment Performance** – Consistent shortfalls versus an agreed upon benchmark. Also considered would be measurement against a relative peer group of investment managers with similar investment styles.
 - a) Over two consecutive quarters on a rolling 3 year period basis, investment manager performance, net of fees, must be within 100 basis points of the stated benchmark or capture more than 90% of the stated benchmark performance.
- 2) **Change in Organizational Structure or Personnel** – Significant change in personnel or firm infrastructure.
 - a) Key individual(s) of an organizational depart.
 - b) Organizational ownership changes materially and negatively impact firm.
- 3) **Clients/Assets under management** - Significant loss of clients and/or assets under management.
 - a) Number of clients decreases so significantly as to increase firm viability concerns.
 - b) Assets under management decrease significantly.
- 4) **Changes in Investment Strategy or Process** – If an investment manager diverges from the strategy and/or style originally hired to implement.
 - a) Investment process or strategy changes “materially” without the consent of SURS.
 - b) Changes to Investment Strategy result in investment manager investment style as unacceptable, redundant, or inappropriate to SURS program by staff and/or Consultant.
- 5) **Compliance** – Failure to comply with written instructions or requests related to communications requested by the Board or staff.
 - a) Pre-arranged policies in the investment management agreement are not implemented by investment manager.
 - b) Direct, written instructions by Board or staff are not executed in timely manner.
- 6) **Significant change in the active risk profile of the investment manager** - This includes factors such as changes in asset allocation and/or risk profile.
 - a) Risk profile/ asset allocation significantly changes as a result of investment manager’s investment philosophy, style, or strategy.
- 7) **Brokerage Guidelines** – Investment managers that do not comply with SURS’ brokerage policy for four consecutive quarters will be considered for placement on watch status.
- 8) **Other** – SURS staff has the ability to include the investment manager on the watch list should other significant circumstances arise that are not currently contemplated.
 - a) Operations – Firm level issues involving regulatory violations.



Monitoring of Investment Managers

A review of investment managers on watch will be conducted on a regular basis. At least quarterly, status calls and/or visits will be conducted with the investment manager. Circumstances under which the Investment Committee may elect to terminate an investment manager not on a watch list may also arise.

The watch list will be presented to the Investment Committee twice a year, at the June and December meetings, reflecting investment performance for the periods ending in March and September, respectively. Investment managers may qualify for immediate inclusion on the watch list as a result of the occurrence of any of the previously mentioned organizational factors. When presenting firms on the watch list, the investment staff will identify factors causing investment managers to be placed on watch.

If the investment manager does not remedy the concerns of SURS, the following actions may occur:

- Immediate termination of the investment manager. Any investment manager termination will follow the guidelines set forth in Section X of the SURS Investment Policy, entitled, "Investment Manager Termination Guidelines."
- Initiate a plan for replacement of the investment manager.
- Reduce allocation of funds to the investment manager by an amount to be determined by the Board with the recommendation of Staff and the Consultant.
- Conduct an interview with the investment manager to determine whether investment performance is explainable or if an upward trend in relative performance has developed.

Investment managers placed on the watch list will receive written notification from SURS, informing the investment manager of the issue and requesting a written explanation. The written response from the investment manager should include an assessment of the alleged event, an explanation of the cause of the event and what changes will or should be expected to assure that the event will be resolved and/or not reoccur.

Removal from Watch list

An investment manager may be removed from the watch list at any time if staff becomes satisfied that the concerns no longer apply and if confidence in future ability to deliver investment performance is restored.

Factors warranting removal from watch list:

- Performance has materially improved to above benchmark and/or above investment manager median over a market cycle (defined as either 3 or 5 year period).
- Organizational issues of concern have been resolved completely or significant progress has been made to address SURS concerns.
- Concerns with investment strategy, philosophy or active risk profile have been resolved or significant progress has been made to address SURS concerns.
- Assets under management stabilize or significantly increase to strengthen viability of firm on an ongoing basis.
- Firm complies or is pending compliance with SURS policies.



X. Investment Manager Termination Guidelines

Introduction

From time to time it will be necessary for the System to terminate a contractual relationship with an investment manager and these actions must be viewed in the context of a fiduciary decision. Due to the sensitivity of this issue, the Board has established the following guidelines to assist in making these termination decisions. In establishing these guidelines, it is the Board's intention to assure all interested parties that decisions made in carrying out these actions occur in a full disclosure environment characterized by objective evaluation and proper documentation. The overriding consideration with respect to all decisions is that they shall be made solely in the best interest of plan participants and beneficiaries and consistent with other legal requirements.

Clearly Defined Objectives

Any action to terminate an investment manager should be based on one or more of the following primary criteria:

- significant changes in firm ownership and/or structure,
- loss of one or more key personnel,
- significant loss of clients and/or assets under management,
- shifts in the firm's philosophy or process,
- significant and persistent lack of responsiveness to client requests,
- changes in SURS' investment strategy eliminating the need for a particular style or strategy,
- chronic violations of SURS' Investment Policy or Parameters,
- unsatisfactory investment performance,
- identification of a new asset class or approach which has been approved in advance by the Board,
- a need for diversification of styles within an existing asset class, or
- failure to satisfy legal requirements.

The Investment Manager Watch List (Section IX) was developed as a tool to aid in the evaluation of active, public markets investment managers. Watch list factors for consideration are specified in Section IX.

Prior to the termination decision, the primary and other relevant considerations shall be identified and described. An evaluation covering the quantitative and qualitative issues to be considered will be developed for each case and the relative importance of each evaluation area will be determined. Documentation regarding any such action should include, but is not limited to, the following items:

- a full description of the reason for the action, including the specific elements serving as the basis for the evaluation and identification of the relevant issues from the System's perspective,
- the assumptions made in the evaluation, if any,
- the results considered and/or qualitative issues upon which the action was based, and



- an objective discussion of the risks, costs, and expected benefits is also to be included if appropriate to the subject matter.

Proper Documentation and Full Disclosure

When reviewing the documentation regarding the termination of an external investment service provider, the primary focus of the Investment Committee shall be on ensuring that the Board will be able to satisfy any interested party that decisions were well reasoned, thoroughly considered, and prudent. Toward this end, the Chair and Committee members will review the written supporting documentation to ensure disclosure of all relevant issues. In evaluating a termination decision, Staff, Consultant and the Committee should review documentation to ensure that the evaluation process was fair and consistently applied. Candidates for termination may, at the pleasure of the Committee or upon the recommendation of Staff and Consultant, be asked to make a formal presentation to the Staff and/or Committee prior to a termination decision, but any such meeting shall not be permitted to delay any action the Board deems appropriate.



XI. Performance Measurement and Reporting

Performance Measurement

Marketable Equity, Fixed Income and Real Estate Portfolios

Time weighted returns, on a net-of-fees basis, will be calculated monthly by the Custodian to measure the performance of the fund and investment managers in comparison with the fund objectives, appropriate peer groups of investment managers, and performance benchmarks.

The results of the total fund, individual asset classes and investment managers are reported to the Board members on a monthly basis.

Private Markets Portfolios

For private equity, direct real estate, and infrastructure portfolios, internal rates of return will be calculated quarterly by the Custodian. These returns will be used to measure performance of the portfolios in comparison with the objectives of the fund and appropriate peer groups. Returns are reported quarterly in arrears.

For Public/Private Investment Program (PPIP) portfolios, internal rates of return will be calculated quarterly by the Custodian to measure the performance of the portfolios in comparison with the objectives of the fund and appropriate peer groups.

Performance Reporting

Monthly, the total fund return shall be compared with the market goal and public fund universe for the current month; quarter; fiscal year; and rolling 1, 3, 5 and 10-year periods. The Market Goal is a passive representation of the specific asset allocation strategy pursued (as defined by the Strategic Policy Allocation) and is the most objective performance evaluation metric to evaluate the performance of the SURS Total Fund. The return of the Market Goal is a weighted average calculation, multiplying each asset class' adjusted strategic target weighting times the return of the asset class benchmark, as defined in Section VII (Investment Manager Structure). Each individual asset class and investment manager shall have their returns compared to relevant benchmark returns for the current month; quarter; fiscal year; and rolling 1, 3, 5 and 10-year periods.

Quarterly, a detailed performance report will be prepared by the Consultant retained by the Board. The report will include information on the total fund, individual asset classes and investment managers. The report will be distributed to the Board of Trustees.

Annually, SURS Investment Staff in conjunction with the Consultant will prepare and present a comprehensive review of the fiscal year results at the September Investment Committee Meeting.



Market Values

All investment values shall be revised not less frequently than quarterly to reflect the values at which they could be sold. The fact that they may not be up for sale currently does not affect the continuing need for market value revisions.

A description follows of the process for accomplishing this for each category of investments.

Marketable Securities (Publicly traded)

These constitute stocks, bonds, warrants, futures, options, etc. traded on the public exchanges. The SURS custodial bank, which has access to prices for these securities, establishes their market value.

Non-Marketable Traded Securities (Private Markets, Infrastructure and Real Estate)

The investment manager has the responsibility for estimating and publishing the market value of these investments. The valuation and appraisal methods used should be consistent with current CFA Institute and industry standards.



XII. Safeguard of Assets

- Qualification of Service Providers

Any firm which SURS retains to manage, control or have custody of assets shall be qualified by thorough due diligence. Appropriate agreements with the firms and trust agreements shall minimize any risk of loss of assets or income.

- Asset Limits

There are cost and service advantages in firms managing or having custody of large pools of assets so that in the absence of any statutory provision(s) to the contrary, there shall be no specific limit on the size of assets controlled or held in custody by any one firm within the asset allocation guidelines. However, limits may be considered on an individual manager basis and will reflect such issues as type of mandate, strength and stability of organization, risk characteristics, etc.

- Monitoring of Service Providers

There shall be continuous monitoring of firms which manage or have custody of assets to assure the firms continue to be stable and financially secure. Instability of any firm or financial weakness shall be reason to transfer custody and/or management of assets from the firm.

- Authorization to Transfer Funds

Transfer of funds between accounts must be evidenced in writing or conducted electronically by an authorized Staff Member and be in compliance with the Custodial bank's procedures. The following positions have been designated by the Board to have the authority to give direction to the Custodian on any and all actions with respect to the Master Trustee relationship between the Board and the Custodian: Executive Director, Chief Investment Officer, and Deputy Chief Investment Officer. The Senior Investment Officer and Investment Officer have been designated by the Board to have the limited authority to only approve payments initiated through the Trade Order Entry system related to initial or subsequent investments in limited partnerships, real estate, infrastructure, PPIP, or other investments approved by the Board.

- Insurance Requirements

All investment managers shall be required to secure and maintain throughout the term of the investment management relationship with SURS insurance that satisfies the requirements set forth below and that is provided by insurer(s) rated A- or better by A.M. Best & Company. Each investment manager shall be required to provide to the Board: (i) a copy of the requisite insurance policies upon initiation of the contract, (ii) an annual certification that the insurance requirements continue to be satisfied, and (iii) evidence of continued satisfaction of the insurance requirements upon request. With the exception of the Manager Diversity Program,



the minimum insurance required for each investment manager shall include: (i) a bond protecting SURS assets that meets the requirements of and that is in the amount specified under ERISA and the regulations thereunder; and (ii) errors and omissions coverage in an amount equal to the greater of: a) \$5 million or, b) 5% of the SURS assets under management, up to a maximum as established in the investment management agreement, but not to exceed \$50 million. For investment managers in the Manager Diversity Program, the minimum insurance required for each investment manager shall include: (i) a bond protecting SURS assets that meets the requirements of and that is in the amount specified under ERISA and the regulations thereunder; and (ii) errors and omissions coverage in an amount not less than \$1 million of coverage. The insurance shall protect SURS against losses from the negligent acts, errors or omissions of the investment manager.

- Custodial Credit Risk

Pursuant to the 40 ILCS 5/15-166, the Board of Trustees has statutory authority to be the custodian of all cash and securities belonging to the System created under Article 15 of the Pension Code. Pursuant to 40 ILCS 5/15-167, the Board may deposit SURS trust funds with one or more banks, savings and loan associations, or trust companies. This policy addresses how SURS will handle custodial credit risk.

Credit risk is the risk that an issuer or other counter-party to an investment transaction will not fulfill its obligations. Custodial credit risk is the risk that, in the event of the failure of a financial institution or counter-party to a transaction, SURS would not be able to recover the value of deposits or investments in the possession of an outside party. To minimize this risk, SURS takes the following measures:

1. Performs due diligence for custody financial institutions and advisors with which SURS will do business and appropriately documents business relationships with these service providers.
2. Provides investment parameters for the investment vehicles detailed in the specific investment management agreements.
3. Monitors the financial condition of the custodian. If there is cause for concern, the Board of Trustees will determine appropriate action.
4. Endeavors to have all investments held in custodial accounts through an agent, in the name of custodian's nominee⁴, or in a corporate depository or federal book-entry system. For those deposits or investment assets held outside of the custodian, SURS will follow applicable regulatory rules.
5. Requires the custodian to meet the following requirements:
 - The custodian or its subcustodians will provide safekeeping of all SURS securities in segregated accounts that reflect the holdings of SURS; the custodian will not commingle SURS securities with the custodian's own securities.
 - Monthly reports will be provided/made available by the custodian.

⁴ Registered owner of a stock or bond if different from the beneficial owner, who acts as holder of record for securities and other assets. Nominee ownership simplifies the registration and transfer of securities.



XIII. Permissible Investments

Listed below are the investments specifically permitted under this Investment Policy. They are categorized as equity and fixed income to indicate how they are classified for purposes of the Policy

Mix:⁵

Equity Investments:

- Common Stocks
- Preferred Stocks
- Convertible Preferred Stocks
- Convertible Bonds
- Exchange-Traded Funds (ETFs)
- Private Placement Investments
- Rule 144A Securities
- Commingled Private Equity Funds
- Directly Owned Real Estate
- Commingled Real Estate Funds
- Real Estate Investment Trusts (REITs)
- American Depository Receipts (ADRs)
- Currencies
- Covered Call and/or Covered Put Options
- Warrants
- Forward contracts
- Futures
- Swaps

Fixed Income Investments:

- Government Bonds
- Corporate Bonds
- Convertible Bonds
- Inflation Indexed Bonds
- Residential and Commercial Mortgages
- Residential and Commercial Mortgage Backed Securities
- Asset Backed Securities
- Commingled Fixed Income Funds
- Commercial Paper
- Short-term investments
- Money Market Funds
- Private Placement Residential and Commercial Mortgages
- Private Placement Debt
- Rule 144A Securities
- Forward contracts
- Futures
- Covered Call and/or Covered Put Options
- Cash and Cash-Equivalent Securities
- Money Market Funds
- Short-Term Investment Funds (STIF)
- Swaps

⁵ Investments listed here are for general information purposes only. Each manager retained by the Board will be given specific instructions with regard to permissible investments relevant to their role in SURS' investment process.



XIV. General Investment Restrictions and/or Guidelines

- **Leverage**

Leverage used with any investment strategy will be consistent with the discipline for which the Board hired the investment manager. Use of leverage will be controlled as appropriate in the investment manager's investment guidelines, and will be subject to review by Staff, Consultant, and/or Investment Committee.

- **Account Structure**

Assets may be held in commingled funds and/or privately managed separate accounts. Exposure through commingled funds shall be evaluated on a case-specific basis through analysis of the fund's "offering document." Upon review by the Staff and Consultant, and approval by the Board, the "offering document" becomes the specific investment guidelines for that allocation.

- **Quality and Diversification Standards**

All investments made shall be subject to the quality and diversification standards established by the Illinois Pension Code [40 ILCS 5]. Quality standards will be specifically set forth in the investment manager's guidelines. In the event an issue is downgraded below the minimum credit quality after purchase, the investment manager may continue to hold the security if it believes doing so is in the best interest of SURS. The investment manager shall provide written justification of the action to SURS as soon as practicable.

- **Investment Authorization**

No investment or action pursuant to an investment may be taken unless permitted by this Policy or the investment manager's guidelines. Exceptions may be made subject to prior review by and express written authorization from the Investment Staff and Consultant. In the event that any material exception is discovered which has not been specifically authorized, the Staff will immediately provide to the Board a detailed explanation of the exception and action being taken to remedy the situation.

- **Mini-Tenders**

This guideline applies to all investment managers of SURS. It should be considered as an integral part of the investment guidelines applicable to the investment manager.

This guideline applies to tender offers that are exempt from registration requirements imposed by the U.S. Securities and Exchange Commission (such tender offers are generally known as "mini-tenders"; currently where the total



amount of the tender offer is limited to five percent (5%) or less of the outstanding shares of the issuer).

Investment managers may tender shares owned by SURS only upon the following terms and conditions:

1. Either the securities involved in the tender are publicly traded, and the issuer of the shares and the entity making the tender offer are the same, OR
2. The investment manager provides three (3) days' advance written notice to SURS that it is going to tender shares pursuant to a mini-tender offer.⁶
3. Each notice must be in writing and must include the following information:
 - a. The identity of the offeror and what due diligence has been performed by the investment manager to satisfy itself as to the creditworthiness of the offeror.
 - b. The identity of the transfer or receiving agent, whether or not the transfer or receiving agent is affiliated with the offeror, and what due diligence has been performed by the investment manager to satisfy itself as to the creditworthiness of the transfer agent.
 - c. The expiration date of the offer, the deadline for settlement of the tender, and whether the terms of the tender offer permit the offeree to revoke the tender if payment is not received by the settlement deadline.
 - d. Whether securities tendered on behalf of SURS will be maintained in trust or escrow pending receipt of payment for the securities, or the other protections that will be in place to ensure the safekeeping of SURS' securities pending receipt of payment.

⁶The sole purpose of the notice requirement is for the investment manager to confirm that it has conducted due diligence adequate to protect the SURS assets involved in the mini-tender, and SURS does not assume responsibility for such due diligence or for the investment decision. The investment manager shall retain full fiduciary responsibility for the investment decision, including a determination that a decision to tender SURS' securities under the terms and circumstances involved in the mini-tender is prudent, is protective of SURS' assets, and is otherwise in accordance with the investment manager's fiduciary duties to SURS, which determinations may involve due diligence and consideration of factors beyond those outlined in this section 3, in the investment manager's sole discretion.



XV. Corporate Governance

A. Proxy Voting Guidelines

1) Domestic Shares

A proxy voting service, pursuant to a contract with SURS, will vote the proxies of domestic shares according to the proxy voting service's proxy voting guidelines, as customized for SURS and approved by the SURS Board. All proxy votes not specifically addressed by the proxy voting service's approved proxy voting guidelines will be voted consistently with the Council of Institutional Investors' Corporate Governance Policy. Proxy votes not addressed by either of the above standards will be voted for the exclusive benefit of System participants and beneficiaries, generally in favor of enhancing shareholders' long-term value. The proxy voting service shall provide to SURS regular reports of proxy voting activity, pursuant to the terms of a contract with SURS.

2) Non-Domestic Shares

Investment managers shall vote the proxies of non-domestic shares under their discretion and report the results of those votes not less than annually. Proxies shall be voted for the exclusive benefit of System participants and beneficiaries. In general, proxies should be voted in favor of enhancing shareholders' long-term value.

As a general rule, votes that fall within the context of Routine and Non-Routine Matters should be made in accordance with the following guidelines:

- **Routine Matters:** Routine proxy proposals may be voted in support of company proposals unless doing so would be contrary to the interests of the shareholders. Routine matters include the following, unless a proxy contest is being waged with respect to such matter, in which case it becomes Non-Routine:
 - Election of directors;
 - Selection of auditors;
 - Corporate name change;
 - Amendment of Articles of Incorporation that are required to comply with federal or state regulation; and
 - Change in the date, time or location of annual meeting.
- **Non-Routine Matters:** Non-Routine proposals should be carefully analyzed and considered on a case-by-case basis. Non-Routine proposals that do not eliminate the rights of shareholders, unreasonably dilute or impair the status of securities held, or impair ownership status of the securities may be voted with management. Non-Routine proposals that would or might impair



the economic interests of shareholders should be voted against management.

- Reporting: Investment managers shall report the results of their votes at least annually. The report shall contain at a minimum the name of the corporation, a brief description of the proposal, the vote cast, and whether the vote cast was with or against management.

B. Securities Litigation Policy

1) Identification Of Potential Claims

- a) In order to weigh the costs and benefits of the various alternatives as specified below, SURS Staff will identify potential claims by determining if it bought or sold the securities of a company during applicable periods.
- b) SURS Staff will regularly match the SURS portfolios against reports of securities litigation cases obtained from Consultants, law firms engaged for securities litigation, and from other sources deemed reliable by Staff such as the Stanford Class Action Clearinghouse and the Council of Institutional Investors.
- c) If SURS did not buy or sell securities of a company during the applicable period, the inquiry will end. If SURS had purchases or sales during the period, evaluation of the potential claim will proceed as specified below.

2) Evaluation Of Potential Claims

- a) If SURS bought or sold securities during an applicable period, evaluation of the alternatives available will begin with an initial assessment of the size of the potential claim.
- b) Where a potential loss is less than \$1 million, further action will ordinarily be limited to monitoring as specified in Part 3 below to ensure that class member claims are filed if and when there is a right to do so, unless there are extenuating circumstances that warrant further consideration by Staff and the Board of Trustees
- c) Where the potential loss is greater than \$1 million, the alternative courses of action available shall be identified by the Staff. Alternatives will likely include several different courses of action, such as:
 - i) Monitoring the course of a class action suit and filing a claim at the end to participate in a class payment.
 - ii) Monitoring the course of a class action suit, but objecting to a proposed settlement if there are reasons to object.
 - iii) Seeking to control a class action by seeking designation as lead plaintiff, either singly or with others.



- iv) Opting out of a class action suit and filing a separate suit, either singly or with others.
 - d) The relative merits of each alternative will be weighed and considered by Staff.
 - e) Staff will make a recommendation to the Executive Committee of any course of action beyond participating in the litigation as a passive member of the class. The Executive Committee will have the authority to approve any course of action beyond monitoring the case. If the Executive Committee approves active participation in the litigation, additional authorization is not necessary to align with other potential plaintiffs in application for named plaintiff status if such an action is agreed appropriate by the general counsel and Executive Director.
- 3) **Monitoring**
- a) The Staff will utilize the services of the system's custodian, as well as the services of any consultants with expertise in this area chosen by Staff, to monitor pending cases which involve securities that SURS bought and sold during the relevant periods to evaluate any settlements proposed and to file claims as necessary for SURS to participate in distributions of funds. To the extent that Staff finds a proposed settlement inadequate to protect the interests of the System, the Executive Committee may authorize action to file legal objections. Authorization is not necessary for staff to file an objection to attorneys' fees or expenses if an objection is agreed appropriate by the general counsel and Executive Director.
- 4) **Legal Action**
- a) Where the Executive Committee has determined under Part 2 that the interests of the System will be best served by seeking designation as lead plaintiff or by opting out of a class action, Staff will choose appropriate counsel from the approved list determined under Part 5 and will negotiate a fee agreement. If the Staff determines that appropriate counsel is a firm not on the approved list, the recommendation of such firm shall be made to, and approved by, the Executive Committee.
 - b) Any legal action authorized or taken shall be reported to the Board of Trustees, who shall also be provided periodic updates on the status of such actions.
- 5) **Approved Law Firms**
- a) SURS Staff will interview and select, through a competitive proposal process, a roster of no more than five qualified securities litigation firms. This roster will constitute SURS' "approved list."
 - b) In cases where the initiation of litigation is a formality designed to provide support for another institutional investor, SURS Staff may recommend that the most sensible and cost-effective source of legal representation will be the SURS General Counsel or the legal counsel representing the institutional investor that SURS wishes to support.



XVI. Emerging Investment Managers and Broker/Dealers

The State Universities Retirement System of Illinois (SURS) is committed to providing opportunities for emerging investment managers and broker/dealers. SURS has taken and is continuing to take important and appropriate actions to provide increased opportunities for emerging investment managers, as well as minority-, female-, and persons with a disability-owned (MFDB) investment managers that have advanced beyond the statutory definition of emerging investment managers.⁷ This program has been and will continue to be important to the SURS Board of Trustees and has received the highest priority. In determining the status of a business enterprise, SURS will use the definitions found in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act, 30 ILCS 575/2(A), (B).

The Illinois Pension Code, in 40 ILCS 5/1-109.1, encourages the trustees of the System to use emerging investment managers in managing the System's assets to the greatest extent feasible within the bounds of financial and fiduciary prudence, and to take affirmative steps to remove any barriers to the full participation of emerging investment managers in investment opportunities afforded by the System. Furthermore, in accordance with the Illinois Pension Code, SURS encourages its investment managers to use emerging investment managers as subcontractors when the opportunity arises.

SURS Board of Trustees adopted the following resolution in 1992 to seek increased participation by emerging investment managers and brokers for SURS investment program. The Trustees reaffirmed the resolution in 2001. Since that time, SURS has continued to strive to increase inclusivity in the investment program and has expanded the initiative to include minorities, females and persons with a disability.

WHEREAS

SURS is a public retirement system with a mandate to invest prudently for the best total return subject to reasonable risks, and

WHEREAS

SURS investment strategy, established by the Board, is designed to achieve excellent long-term results through a well-diversified, multi-asset structure. Investment service providers are engaged to implement the Board's strategy, and

WHEREAS

SURS as a public agency with a diverse membership aspires to assure reasonable access to SURS service provider relationships to minority and women-owned firms, and

⁷ The phrase "emerging investment manager" is used throughout the text of this document. Effective April 3, 2009, P.A. 96-0006 revised the definition of "emerging investment manager." As a result, the current definition applicable to SURS is found in 40 ILCS 5/1-109.1(4) and is defined as "a qualified investment adviser that manages an investment portfolio of at least \$10,000,000 but less than \$10,000,000,000 and is a 'minority owned business', 'female owned business' or 'business owned by a person with a disability' as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act."



WHEREAS

The availability of qualified minority and women-owned firms is not a barrier to their utilization,

THEREFORE

IT SHALL BE THE POLICY OF THE SURS BOARD

To seek to achieve a goal of increased participation of minority and women-owned business enterprises as investment managers of SURS actively managed assets.

To seek to achieve a goal of increased participation of minority and women-owned business enterprises as brokers for security trading of SURS assets.

To request an annual report from each of SURS investment managers regarding its use of minority and women-owned business enterprises as brokers, as well as a report on its work force utilization of the same.

To provide annually to its membership a report of SURS goals and progress toward those goals for utilization of minority and women-owned business enterprises.

A. Goals for Utilization of Minority-, Female-, and Persons with a Disability-Owned (MFDB) Investment Management Firms

It is the goal of the Board that, subject to its fiduciary responsibility, 17% of total actively managed investment assets be managed by emerging investment managers and MFDB investment managers. This goal shall be reviewed annually. SURS strives, on an ongoing basis, to improve and increase its relationships with and use of MFDB managers and broker/dealers.

It is also the goal of the Board that, subject to its fiduciary responsibility, the use of MFDB investment managers be significant in each of the broad asset classes in which SURS is invested and not concentrated in any particular asset class. In accordance with Public Act 96-0006, SURS has established the following goals for the management of assets in specific asset classes by emerging investment managers.⁸ The table below identifies utilization goals for actively managed assets in each of the major asset classes. While these objectives may not be immediately achieved, the desire is to show meaningful progress toward these goals over time. These goals shall be reviewed annually.

⁸ P.A. 96-0006 requires the establishment of “3 separate goals for (i) emerging investment managers that are minority owned businesses; (ii) emerging investment managers that are female owned businesses; and (iii) emerging investment managers that are businesses owned by a person with a disability.”



<u>Asset Class</u>	<u>Goal for Minorities</u>	<u>Goal for Females</u>	<u>Goal for Persons with a Disability</u>	<u>Overall Active Goal</u>
Equities	10%	5%	0-2%	17%
Fixed Income (includes TIPS)	7%	4%	0-1%	12%
Alternative Investments	0-10% of new allocations	0-10% of new allocations	0-10% of new allocations	10% of new allocations
Total Fund	9%	6%	0-2%	17%

B. Minority-Owned Broker/Dealer Usage Policy

The Board of Trustees of the State Universities Retirement System has an established policy that seeks increased participation of investment management firms owned by minorities, females, and persons with a disability. As part of this policy, the Board also adopts minimum expectations for the use of minority-owned broker/dealers⁹ by the System's investment managers. Investment managers should not use indirect methods such as step-outs to achieve these goals.

The minimum expectations are established based on the asset class in which the investment manager invests. SURS encourages its investment managers to strive to exceed the minimum expectations.

Domestic Equity Separate Accounts

Subject to best execution, active domestic equity investment managers for SURS are required to direct 30% of the total eligible commission dollars to minority-owned broker/dealers. Trades executed using electronic trading platforms are excluded from this requirement.

Structured Active U.S. Equity Separate Accounts

Subject to best execution, structured active U.S. equity investment managers for SURS are required to direct 10% of the total eligible commission dollars or eligible trading volume to minority-owned broker/dealers. Trades executed using electronic trading platforms are excluded from the 10% requirement.

Non-U. S. Equity Separate Accounts

Subject to best execution, non-U.S. equity investment managers for SURS are required to direct 12.5% of the total eligible commission dollars to minority-owned broker/dealers. Trades executed in emerging market countries¹⁰ or using electronic trading platforms are excluded from this requirement.

⁹ For purposes of this section and in accordance with P.A. 96-0006, "minority-owned broker dealer" means "a qualified broker-dealer who meets the definition of 'minority owned business', 'female owned business', or 'business owned by a person with a disability', as those terms are defined in the Business Enterprise for Minorities Females, and Persons with Disabilities Act."

¹⁰ As defined by Morgan Stanley Capital International



Structured Active Non-U.S. Equity Separate Accounts

Subject to best execution, structured active non-U.S. equity investment managers for SURS are required to direct 10% of the total eligible commission dollars or eligible trading volume to minority-owned broker/dealers. Trades executed in emerging market countries or using electronic trading platforms are excluded from the 10% requirement.

Global Equity Separate Accounts

Subject to best execution, global equity investment managers for SURS are required to direct 17.5% of the total eligible commission dollars to minority-owned broker/dealers. Trades executed in emerging market countries or using electronic trading platforms are excluded from the 17.5% requirement.

Fixed Income Separate Accounts

Subject to best execution, fixed income investment managers for SURS are required to direct 20% of eligible fixed income trading volume to minority-owned broker/dealers. Trades executed in emerging market countries or using electronic trading platforms are excluded from the minimum trading requirements.

Treasury Inflation Protected Securities (TIPS) Separate Accounts

Subject to best execution, Treasury Inflation Protected Securities (TIPS) investment managers for SURS are required to direct 10% of eligible TIPS trading volume to minority-owned broker/dealers. Trades executed in emerging market countries or using electronic trading platforms are excluded from the minimum trading requirements.

Real Estate Investment Trust Securities (REITS) Separate Accounts

Subject to best execution, active REITS investment managers for SURS are required to direct 10% of the total eligible commission dollars to minority-owned broker/dealers. Trades executed in emerging market countries or using electronic trading platforms are excluded from this requirement.

Reporting Guidelines

Each investment manager will submit a compliance report within 30 days after March 31, June 30, September 30 and December 31 of each year. Reporting will be monitored over a rolling twelve-month period.

Consequences of Non-Compliance

SURS continuously monitors investment managers' compliance with this policy and has established a series of consequences for those investment managers who continually fail to meet expectations. The investment managers are expected to achieve the desired levels over rolling twelve-month periods. The following steps will occur if the investment manager continues to fall short of expectations:

- 1) A follow-up letter will be distributed to the investment manager not achieving the minimum level of minority-owned broker/dealer usage. The investment manager will be reminded of the usage expected by SURS. Currently, as stated in the Annual Report to the Governor and General



Assembly on the Use of Emerging Investment Managers, prepared as required in Public Act 87-1265, a letter is distributed to all of the investment managers on an annual basis listing the level of expectations.

- 2) Not achieving the desired level of minority-owned broker/dealer usage will be noted in the annual investment manager review presented to the SURS Board of Trustees. This could impact the evaluation ranking provided to the firm.
- 3) SURS Staff will conduct a meeting with the investment manager to discuss the reasons for not achieving the desired level of trading.
- 4) Investment managers not achieving the expected levels of broker/dealer usage may be subject to a moratorium on additional funding.
- 5) If an investment manager fails to comply with the request, they may be invited to appear before the SURS Board of Trustees to explain why they are unable to achieve the desired level of trading.
- 6) The investment manager may be placed on the Investment Manager Watch List in accordance with section IX of this policy.

C. Manager Diversity Program

Objectives and Goals

The State Universities Retirement System (SURS) has implemented the Manager Diversity Program (MDP), formerly known as the Manager Development Program, in its proactive efforts to assist in the development of emerging investment management firms. The Manager Diversity Program is a manager of managers program that is overseen by SURS Staff.

The primary goal of the MDP is identifying highly successful minority-, female-, and persons with a disability-owned (MFDB) investment managers that can then be awarded meaningful allocations in the actively managed portfolio.

The performance objective of the MDP is to seek annualized investment returns, net of investment management fees, in excess of the market goal for 1, 3, 5, and 10-year periods. While individual investment managers may underperform in any given year, the diversification within the program should limit the underperformance at the program level.

Benchmarks

The Manager Diversity Program consists of three broad components, each of which is measured by a relevant benchmark. Within the domestic equity component, the active portfolio and the passive portfolio are measured by separate benchmarks. The table below identifies the benchmark for each program component. Individual investment manager benchmarks are identified in the investment guidelines for each investment manager.



<u>MDP Component</u>	<u>Benchmark</u>
Overall Program	Custom - based on the benchmarks of the underlying MDP components
U.S. Equity	Custom - based on the benchmarks of the underlying investment managers
Fixed Income (includes TIPS)	Custom – based on the benchmarks of the underlying investment managers
Non-U.S. Equity	Custom – based on the benchmarks of the underlying investment managers
Private Equity	Dow Jones U.S. Total Stock Market Index + 5%

Search and Selection Process

For searches affiliated with the SURS Manager Diversity Program (MDP), the Investment Staff conducts the search process with the Consultant providing an independent evaluation of the program annually. The criteria used to determine the minimum qualifications of firms to be selected for an assignment are the same as the criteria generally applicable to investment manager selection, discussed in Section VIII(B), entitled “Investment Manager Selection.”

Using the criteria established by the Board of Trustees, the top firms are selected using a competitive proposal process based upon the experience and qualifications of the firm’s principals, the soundness of the firm’s investment philosophy and process, as well as the strength of the investment record and organization.

The search process for investment manager(s) shall be conducted in a substantially similar manner to that of the Consultant search process, discussed in Section VIII(A), entitled “Consultant Selection and Retention,” except that the Consultant may assist SURS staff in the search process. It is important to note that SURS does not use any criteria that would be considered a barrier to an emerging investment manager such as a minimum number of years in business or a minimum asset level under management. As a part of the selection process, SURS utilizes its databases to ensure that qualified emerging investment managers are included in the pool of eligible candidates.

Investment Manager Evaluation

Investment managers in the MDP program will be evaluated in the same manner as that set forth in Section VIII (Selection and Retention). Termination decisions will follow the guidelines set forth in Section X (Investment Manager Termination Guidelines). An evaluation of each investment manager shall be conducted not less than annually.

Authority to Hire/Retain/Terminate Investment Managers

The MDP is a manager of managers program overseen by SURS staff. As such, SURS Staff has the responsibility to identify, recruit, and monitor MDP investment managers. SURS Staff will make recommendations on the selection, retention and termination of MDP investment managers, but the Board (acting through its Investment Committee) reserves the ultimate authority with respect to all investment



manager hiring, retention and termination decisions. The SURS Staff has the responsibility to implement the Board decisions through negotiation, execution and enforcement of the investment management agreement and guidelines. All investment management agreements and amendments thereto must be executed by the Executive Director. In the event that termination of an investment manager is warranted under the Investment Manager Termination Guidelines, and prompt termination of the investment manager is necessary to protect and preserve System assets, SURS Staff may, with the prior approval of the Executive Director, terminate the investment manager prior to Board action. The Board shall be promptly notified of the decision to terminate the investment manager, and the decision shall be presented to the Investment Committee for ratification at its next meeting.

Retention and termination decisions will be fully documented and will include a full description of the reason for the action, including the specific elements serving as the basis for the evaluation and identification of the relevant issues from the System's perspective.

SURS Staff has the authority to rebalance between MDP investment managers in order to maintain target allocations and style neutrality in each component of the MDP. Staff will report the results of rebalancing activity to the Investment Committee at the next regular Investment Committee meeting.

Advancement

The following factors are considered in determining when an investment manager should be advanced into the larger SURS portfolio:

- Stability in Organization
- Growth in Assets under Management
- Confidence in Investment Process
- Strong Investment Performance
- Product Fit

In addition to the factors mentioned above, the needs of the overall SURS investment program will be considered.

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