

**THE PUBLIC SCHOOL RETIREMENT SYSTEM
OF MISSOURI**

and

**THE NON-TEACHER SCHOOL EMPLOYEE
RETIREMENT SYSTEM OF MISSOURI**

INVESTMENT POLICY

**Mission
Philosophy
Objectives
Policies and Practices
Responsibilities
Performance Measurement
Implementation
Specific Activity Policies**

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INVESTMENT POLICY

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I. Introduction and Mission Statement

The Public School Retirement System of Missouri and The Non-Teacher School Employee Retirement System of Missouri ('PSRS' and 'NTRS', respectively, and hereinafter collectively referred to as 'PSRS/NTRS' or 'Systems') are mandatory, cost-sharing multiple-employer retirement systems for substantially all full-time employees of all public school districts in the State of Missouri and all public community colleges.¹ The two Systems are separate by statute; the benefit structures, contribution rates, asset allocations, accounting systems and investment manager structures are unique to PSRS and NTRS. Responsibility for the operation and administration of the Systems is vested in a common Board of Trustees (Board), which has a fiduciary responsibility to the Members and Beneficiaries. In recognition of this fiduciary obligation, the Board has adopted the following Mission Statement for the Systems:

Mission Statement

The Public School Retirement System of Missouri and The Non-Teacher School Employee Retirement System of Missouri (PSRS and NTRS) work in partnership with the member school districts of this state to provide eligible employees and their beneficiaries with a significant source of income based on the employee's length of service and compensation in order to enhance retirement, disability and death benefits received from other sources.

It is the fiduciary responsibility of those charged with administration of PSRS/NTRS to:

- Effectively collect contributions,
- Prudently invest the assets to obtain optimum returns,
- Equitably provide benefits, and
- Impartially and in accordance with applicable law administer the benefit programs.

The Board of Trustees and staff are committed to providing services to the members and beneficiaries professionally, promptly, courteously, and efficiently.

The purpose of the Mission Statement is twofold. First, it provides broad operational direction to the Board, Staff and external contractors. Second, it makes an explicit commitment to the Members and Beneficiaries of the Systems regarding the provision of retirement benefits. With the Systems' Mission Statement as a basis, the Board has adopted the following Investment Policy.

¹ *Exceptions are the school districts of St. Louis and Kansas City, and non-teacher employees of St. Louis Community College. These groups are not covered by either PSRS or NTRS.*

II. Statement of Purpose of Investment Policy

This document outlines the investment philosophy, objectives, and practices of PSRS/NTRS and has been developed to serve as a reference point for the management of the Systems' assets. To assist the Systems' participants in achieving their financial security objectives, the Board has adopted a long-term plan by which the assets of the Systems will be maintained and enhanced through prudent investments. This plan is intended to ensure that the level of assets is adequate to cover the accumulated liabilities of the Systems. **This is an official policy document of PSRS/NTRS. Adoption of this Investment Policy supersedes any prior Investment Policy document(s). Deviation from this document is not permitted without explicit written permission, in advance, from the Board.**

In developing its Investment Policy, the Board understands and accepts its fiduciary obligations to the Members and Beneficiaries of the Systems. These obligations are legal in nature, and are outlined in Section 105.688. of the Revised Statutes of Missouri. The statute is reproduced below and incorporated in its entirety as part of this Investment Policy:

The assets of a system may be invested, reinvested and managed by an investment fiduciary subject to the terms, conditions and limitations provided in sections 105.687. to 105.689. An investment fiduciary shall discharge his or her duties in the interest of the participants in the system and their beneficiaries and shall:

- (1) Act with the same care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a similar capacity and familiar with those matters would use in the conduct of a similar enterprise with similar aims;
- (2) Act with due regard for the management, reputation, and stability of the issuer and the character of the particular investments being considered;
- (3) Make investments for the purposes of providing benefits to participants and participants' beneficiaries, and of defraying reasonable expenses of investing the assets of the system;
- (4) Give appropriate consideration to those facts and circumstances that the investment fiduciary knows or should know are relevant to the particular investment or investment course of action involved, including the role of the investment or investment course of action plays in that portion of the system's investments for which the investment fiduciary has responsibility. For purposes of this subdivision, "appropriate consideration" shall include, but is not necessarily limited to a determination by the

investment fiduciary that a particular investment or investment course of actions is reasonably designed, as part of the investments of the system, to further the purposes of the system, taking into consideration the risk of loss and the opportunity for gain or other return associated with the investment or investment course of action; and consideration of the following factors as they relate to the investment or investment course of action:

- (a) The diversification of the investments of the system;
 - (b) The liquidity and current return of the investments of the system relative to the anticipated cash flow requirements of the system; and
 - (c) The projected return of the investments of the system relative to the funding objectives of the system;
- 5) Give appropriate consideration to investments which would enhance the general welfare of this state and its citizens if those investments offer the safety and rate of return comparable to other investments available to the investment fiduciary at the time the investment decision is made.

The statute provides the foundation for development of the Systems' Investment Policy. The language in the statute is complex. For brevity and clarity, the Board hereby adopts the following interpretation of the statute as its "Guiding Principles":

Principles Guiding PSRS/NTRS's Investment Activity

1. *Act in the exclusive interest of the Members of the Systems.*
2. *Maximize total return within prudent risk parameters.*
3. *Preserve the long-term purchasing power of the fund.*

These principles, combined with the applicable sections of the Revised Statutes of Missouri, serve as the basic guideline for this Investment Policy document.

III. Investment Philosophy

The Systems' Mission Statement indicates that among its key duties is provision of benefits to Members. In order to do so the Systems must accumulate and maintain the liquid financial reserves necessary to fulfill this obligation.

Liquid financial reserves shall be obtained from three sources: (1) Contributions from the Members of the Systems; (2) Contributions from Employers; and (3) Return on Investments. The Systems are contributory by statute; for purposes of developing this

Investment Policy, the Systems assume at this time that the stream of contributions from Members and their Employers will continue in the future and remain an important source of funding. More important than the level of contributions, in terms of total dollar impact, is the return on investment of the assets of PSRS/NTRS. Based on general beliefs about the long-term investment returns available from a well-diversified, prudently invested portfolio, the Board has adopted the following Total Fund Investment Objective:

Total Fund Investment Objective

The goal of the PSRS/NTRS investment strategy is to achieve a total real rate of return of at least 4.5 percent per annum over time.²

In order to achieve this real rate of return, the Board will rely on an investment strategy utilizing an appropriate long-term, diversified asset allocation model. The purpose of diversification is risk minimization. Diversification generally should be along the following lines: asset classes (stocks, bonds, cash, real estate, etc.), countries, industries, investment styles, capitalization ranges and maturity sectors. Other considerations in asset allocation modeling should take into account the purpose of the Systems, the size and financial condition of the fund, and general business conditions. The factors mentioned here are not intended to be limiting; rather, they are outlined as a general indication of the importance of diversification to proper asset allocation. The Board will determine the proper allocation among asset classes and investment managers, based on advice and analysis provided by the Investment Staff and/or External Asset Consultant(s).

Investment managers will be given specific tactical roles within the overall strategic investment plan. Depending on their assignments, managers may be judged on some or all of the following: (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. The Investment Staff and Consultant will provide continual performance monitoring and supervision of the Systems' managers, and provide periodic updates to the Board. The review focus of the Board will be based on performance relative to asset class benchmarks and peer performance over time.

The Board recognizes that even though its investments are subject to short-term volatility, it is critical that a long-term investment focus be maintained. This prevents ad-hoc revisions to its 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 schedule³ :

² *The real rate of return is the rate by which the long-term total return exceeds the long-term inflation rate. The Board shall employ an actuarial consultant for purposes of determining the inflation rate to be used in calculating the PSRS and NTRS pension obligations. The current assumed inflation rate is three and one-half (3.50) percent per annum.*

³ *The Board reserves the right to review any of these topics at any time. This formal schedule is set forth for long-term planning purposes only.*

Formal Review Agenda Item	Formal Review Schedule
Total Fund Performance	Quarterly
Broad Asset Allocation	Every three years
Manager Structure	Every three years
Investment Policy	Bi-annually

In determining its philosophy towards risk, the Board has properly considered, in addition to its fiduciary obligations and statutory requirements, the Systems' purpose and characteristics, financial condition, liquidity needs, sources of contribution, income, and general business conditions. Projected investment returns are above actuarial requirements, indicating that the fund should continue to grow over time and should not be negatively impacted by liquidity constraints. It can therefore be explicitly stated that the liquidity requirements of the Systems are not so binding that specific investment decisions are necessary to meet them. The Board is not prevented from structuring a well-diversified investment portfolio, and its commitment to a long-term investment focus should be maintained.

IV. Roles and Responsibilities

PSRS/NTRS is one of the larger public pension funds in the United States; as such its operational requirements are complex. In order to properly administer the Systems and carry out investment strategies, the Board relies heavily on both Internal Staff and external contractors. 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, to ensure proper controls and to reduce or eliminate duplication of effort.

Board of Trustees

The PSRS/NTRS Board is responsible for prudent utilization of the Systems' funds and assets involving retirement and disability benefit plans. The Board has the responsibility of establishing and maintaining policies and objectives for all aspects of the Systems' operation, including establishing contribution rates and administrative policies.

Specifically with regard to the investment process, the Board relies on the recommendations of its Investment Staff and Consultant prior to taking investment action. The following are examples of Board-level investment decisions:

1. Approval of formal policies related to the investment program.
2. Determination of long-term policies for risk tolerance and asset mix.
3. Determination of manager structure.
4. Retention or termination of investment Managers.

The Investment Staff and Consultant will provide information addressing investment activities to the Board both prior to and during its regular meetings. After briefings by Staff and Consultant on any topics or issues pertinent to the Systems' investment operations, the Board will determine what action, if any, is necessary. Assuming that the

long-term plan, asset allocation and investment managers are properly structured, the general course of action for the Board will be to recommend only modest changes in direction.

Executive Director

The Executive Director (Director) is appointed by, and serves at the pleasure of the Board. The Director is responsible for planning, organizing, and administering all operations of the Systems under the broad policy guidance and direction of the Board. The Director, with the assistance of the Investment Staff, monitors the performance of the investment portfolio; ensures that funds are invested in accordance with Board policies; studies, recommends, and implements policy and operational procedures that will enhance the investment programs of PSRS/NTRS; and ensures that proper internal controls are developed to safeguard the assets of the Systems. In fulfilling these responsibilities, the Director relies heavily on the Chief Investment Officer and Consultant.

Internal Investment Staff

The Internal Investment Staff provides internal investment management and consulting support to the Board and Director. The primary functions of the Investment Staff include analyzing the overall asset allocation of the Systems and its portfolio structure; providing technical advice; screening and monitoring external Managers to ensure compliance with Board mandates and policies; management of internal programs; serving as a liaison to the investment community; monitoring fund performance and rebalancing assets; and informing and advising the Board and Director on financial, economic and political developments that may affect the investments of the Systems. The Investment Staff also works closely with the Consultant on a project-specific basis. The Chief Investment Officer reports directly to the Director.

Internal Accounting Staff

The Internal Accounting Staff develops and maintains the accounting systems of PSRS. The Accounting Staff identifies and records on a timely basis the valid fiscal transactions of the system, and designs and monitors the internal controls on those transactions so as to insure the integrity of the fiscal information. The Accounting Staff provides the Director and the Board with the financial tools to make informed management decisions, and prepares the external accounting statements and Comprehensive Annual Financial Report (CAFR) in accordance with generally accepted accounting principles (GAAP). The primary responsibility of the Accounting Staff in the investment process is reconciliation of the System's records with the reports prepared by the Custodian. The Accounting Staff also maintains the System's transaction records and monitors realized and unrealized investment gains and losses. The Accounting and Investment Staff share responsibility for both the management of the cash flow of the System's funds and the maintenance of the System's banking relationships necessary to facilitate that process. The Accounting Staff reports to the Director through the Assistant Executive Director.

Actuarial Consultant

The System may employ an Actuarial Consultant (Actuary) for the purpose of forecasting asset and liability growth and the many complex factors included in estimating future pension costs. These factors include, but are not limited to, interest rates, inflation, investment earnings, mortality rates and employee turnover. These actuarial assumptions are then used to forecast uncertain future events affecting the System. The Actuary shall provide periodic reports on the actuarial valuation of the System, and shall provide recommendations to the Board including, among other things, the estimated level of contributions necessary to fund promised benefits. The Actuary is appointed by, and serves at the pleasure of the Board.

External Asset Consultant(s)

The External Asset Consultant's (Consultant) duty is to work with the Board and Staff to manage the investment process. This includes regular meetings with the Board to provide an independent perspective on the Fund's goals, structure, performance and managers. The Consultant will review asset allocations and performance in conjunction with the Staff, and make recommendations to the Board as appropriate. The Consultant will assist with external manager selection, when needed. The Consultant is also responsible for reviewing internal management programs. In addition to observing financial, economic, and political developments, the Consultant will also monitor changes within the pension and investment communities that may affect the Systems. The Consultant will promptly inform the Board and discuss the impact of material changes taking place within any current or potential manager's investment process or organizational structure. The Consultant is appointed by, and serves at the pleasure of the Board.

External Investment Managers

The external investment managers (managers) will be selected by, and serve at the pleasure of, the Board. Managers will be given explicit written directions detailing their particular assignments, and will construct and manage investment portfolios that are consistent with the investment philosophy and disciplines for which they were hired. They will select, buy, and sell specific securities within their guidelines and in adherence to other policies set forth by the Board. Discretion is delegated to the managers to carry out investment actions as directed by the Board. Managers will provide performance reporting to the Staff utilizing standardized reporting formats at intervals specified by Staff. Specific operational information for each manager is addressed at length in the Operating Manual.

Custodian

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 the Board's review. Performance reports will be provided by the Custodian at intervals specified by Staff. In addition, a bank or trust depository arrangement will be utilized to accept and hold cash and to invest such cash in liquid, interest-bearing instruments. The Custodian may also, at the direction of the Board, engage in a Securities Lending program.

V. Asset Allocation

PSRS/NTRS's investment assets are divided into general classes such as domestic stocks, non-U.S. stocks, and bonds. It is common practice to construct portfolios using combinations of asset classes in order to improve the risk/return profile of the fund. This concept is called diversification, and was discussed briefly in Section III. The asset allocation decision is generally regarded as the most important decision to be made in the investment management process. Studies have indicated that approximately 85 percent of the variability in an investment portfolio's return can be attributed to the asset allocation decision.

In order to determine the appropriate mix of asset classes in a portfolio, five factors must be considered:

1. appropriate asset classes for investment,
2. the expected rate of return for each asset class,
3. the estimated risk of each asset class (expressed as the standard deviation of the rate of return),
4. the correlation between the rates of return of the asset classes, and
5. the investment objectives and risk constraints of the fund.

Once an analysis of these factors is completed, the asset mix which produces an optimal risk/return tradeoff can be determined. As stated in Section I, PSRS/NTRS consists of two distinct systems: The Public School Retirement System and The Non-Teacher School Employee Retirement System. It is therefore necessary to conduct two separate asset allocation studies. The methodology for each study is the same; differences in plan characteristics may produce distinct results. Based on its determination of the appropriate risk tolerance for each System, and its long-term return expectations, the Board has adopted the following broad asset allocation guidelines for PSRS/NTRS:

THE PUBLIC SCHOOL RETIREMENT SYSTEM OF MISSOURI	
<i>Asset Class</i>	<i>Allocation</i>
Domestic Equity Investments	38.00%
Non-U.S. Equity Investments	15.00%
Fixed Income Investments	47.00%

THE NON-TEACHER SCHOOL EMPLOYEE RETIREMENT SYSTEM OF MISSOURI	
<i>Asset Class</i>	<i>Allocation</i>
Domestic Equity Investments	38.00%
Non-U.S. Equity Investments	15.00%
Fixed Income Investments	47.00%

Within each broad asset class there exist numerous investment styles and philosophies in which the Systems' assets may be invested. The Board shall make these Manager Structure decisions based on the advice and recommendations of the Investment Staff and Consultant. These allocations shall be included in the Operating Manual. As stated in Section III, a formal review of the Manager Structure shall be conducted at least every three years by the Board, in conjunction with a formal Broad Asset Class Allocation review.

Cash held by managers can be disruptive to the allocation process. Managers are therefore expected to be fully invested at all times, with the exception of brief periods between the sale of an existing security and the purchase of a replacement security. The Board may choose to hire managers specializing in market timing; these managers may be authorized to hold cash. Absent specific prior written Board authorization, no manager shall hold more than five (5) percent of their allocated funds in cash.

Asset Allocation Objectives

Asset allocation studies are conducted based on projections set by the Actuarial Consultant. In order to determine if the Systems' objectives are being achieved, it is necessary to develop benchmarks by which the Systems' progress may be judged. These benchmarks allow the Systems to be judged (1) by performance relative to broad market indices, (2) by long-term performance relative to its actuarial assumptions, and (3) by performance relative to other public pension systems as a reference point of oversight. The stated objectives of the asset allocation process are as follows:

1. *To equal or exceed over a market cycle an index comprised of:*

THE PUBLIC SCHOOL RETIREMENT SYSTEM OF MISSOURI	
Market Index	Proportion
Russell 3000 Domestic Stock Index	38.00%
MSCI AC World Free Ex US (Gross Divs)	15.00%
Lehman Brothers Aggregate Bond Index	47.00%

THE NON-TEACHER SCHOOL EMPLOYEE RETIREMENT SYSTEM OF MISSOURI	
Market Index	Proportion
Russell 3000 Domestic Stock Index	38.00%
MSCI AC World Free Ex US (Gross Divs)	15.00%
Lehman Brothers Aggregate Bond Index	47.00%

2. *To earn a rate of return, after fees, of 4.5 percent in excess of plan liability inflation.*

There may be short-term variations from these objectives; the Board believes, however, that over the long-term (market cycle to market cycle) these goals should be attainable. In the short-term, individual managers will not be measured against the aggregate fund objective nor against the real rate of return target outlined above. Managers may be evaluated:

1. against appropriate market indices on both a risk-adjusted and nominal basis;
2. against peers within their style groups;
3. on adherence to their stated investment styles; and
4. on adherence to investment guidelines.

Performance expectations for each manager will be determined by the Investment Staff and the Consultant. The specific performance criteria for each manager will be outlined in the Operating Manual.

VI. Permissible Investments

Listed below are the investment vehicles specifically permitted under this Investment Policy. They are categorized as equity or fixed income to indicate how they may be classified for purposes of the asset-mix guidelines⁴:

Equity Investment Vehicles:

- Common Stocks
- Preferred Stocks
- Convertible Preferred Stocks
- Convertible Bonds
- Venture Capital
- American Depository Receipts (ADRs)
- Covered Call and/or Covered Put Options
- Warrants
- Futures
- Rule 144A Securities
- Real Estate Investment Trusts (REITs)

Fixed Income Investment Vehicles:

- Bonds
- Convertible Bonds
- Mortgages
- Mortgage-Backed Securities
- Asset-Backed Securities

⁴ *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 tactical role in PSRS/NTRS's investment process.*

- Commercial Paper
- Futures
- Rule 144A Securities
- Inflation-indexed Securities
- Covered Call and/or Covered Put Options
- Cash and Cash-Equivalent Securities
- Money Market Funds
- Bank Short-term Investment Funds (STIF)
- Real Estate Investment Trusts (REITS)

Additional Information:

- The above assets may be held in commingled funds and/or privately managed separate accounts.
- Investments in commingled funds shall be evaluated on a case-specific basis through analysis of the fund's 'offering document'. The 'offering document' shall become the specific investment guidelines for that particular allocation, along with any additional terms negotiated and agreed upon in writing between the investment manager and PSRS/NTRS.
- Private placement investments, with the exception of Rule 144A Securities, are not permitted without prior review and express written authorization from the Board.
- Investments may not be made in any investment that is prohibited by the Internal Revenue Service or statutory restrictions.
- The securities representing debt and equity of any one company shall not exceed 5.0 percent of the market value at cost of any manager's portfolio except for securities of the U.S. government without specific written approval in the manager's Investment Guidelines.
- All investments made shall be subject to the quality and diversification restrictions established by Section 105.688. of the Revised Statutes of Missouri.
- Derivative securities that are structurally complex, leveraged or are being used for purposes of speculation may not be used without prior review and express written authorization from the Board. Futures and options may be used by investment managers to obtain asset class exposure with uninvested cash, to equitize dividend receivables, or for yield curve management.
- No investment or action pursuant to an investment may be taken unless expressly permitted by this Policy. Exceptions may be made subject to prior review by and express written authorization from the Board.

Securities Lending

The Board may elect to hire a Securities Lending Investment Agent (Agent) to lend financial securities of the fund. Any income from this activity will be deposited upon receipt in a pre-specified short-term investment vehicle or vehicles. The Agent may lend financial securities (including but not limited to U.S. and non-U.S. equities, corporate bonds and U.S. and non-U.S. government securities). This Agent shall continually review the creditworthiness of potential borrowers through adequate analysis of publicly available information and any other material available to them. No more than thirty (30)

percent of the Systems' securities on loan shall be loaned to any one borrower. All loans shall be fully collateralized with cash, securities or irrevocable bank letters of credit. Collateralization of such loans shall be at least 102 percent domestic (105 percent international) of the market value of the loaned securities plus accrued income for U.S. and non-U.S. loans, respectively. Securities on loan should be marked-to-market on a daily basis to assess adequacy of collateralization. The Agent shall provide quarterly performance reports to the Staff. The Securities Lending program shall in no way inhibit the trading activities of the other managers of the Systems.

VII. Responsibilities of External Investment Managers

General Manager Guidelines

PSRS/NTRS utilizes external investment managers to implement its investment programs. These managers have demonstrated expertise with particular asset classes and/or management styles. In order to be considered for an assignment, a manager must have a level of assets under management so that the addition of funds from PSRS/NTRS will not cause the assets of the Systems to exceed 25 percent of the manager's total assets in the product. Each investment manager shall be a registered advisor under the Investment Advisers Act of 1940 (or shall be appropriately exempt from registration). Individual investment guidelines will be set for each manager. These guidelines will be specific as to the particular role of that manager's portfolio in the overall investment structure, and will address the following topics:

- Permissible Investments
- Style Adherence
- Diversification
- Portfolio Quality Requirements
- Performance Objectives
- Manager-specific Issues

Managers will be delegated the duties of sector and security selection, portfolio quality and timing of purchases and sales (including broker selection), subject to their specific guidelines. Compliance with these guidelines is mandatory. No deviation will be permitted without express written permission, in advance, from the Board.

Communication

An external manager employed by the Board is expected to communicate, in writing, any developments that may impact the Systems' portfolios to the Staff and Consultant within five (5) business days of occurrence. Examples of these events include, but are not limited to:

- a significant change in investment philosophy;
- a significant shortfall in performance relative to the assigned benchmark for the most recent quarter;
- a loss of one or more key management personnel;

- a new portfolio manager being assigned to the Systems' accounts;
- a change in the ownership structure of the manager's firm; or
- any occurrence which might potentially impact the management, professionalism, integrity or financial position of the investment management firm.

Additionally, managers will be responsible for meeting with the Investment Staff and Consultant approximately once every six months. One of the two meetings will be held at the manager's place of business and the other meeting will be held at the offices of PSRS/NTRS. The Investment Staff will coordinate with the manager to arrive at acceptable meeting dates.

Benchmarks

All investment managers will be judged against appropriate benchmarks. Each manager's benchmark will reflect that manager's particular style or strategic role in PSRS/NTRS's investment process. Each benchmark will be clearly specified, measurable and investable. Benchmarks do not have to be published or widely recognized; they may be "customized" for a particular investment style(s). The proper benchmark shall be determined in advance of funding by mutual agreement between the manager, Staff, and Consultant.

Performance Reporting

All investment managers under contract with PSRS/NTRS will report investment performance to Staff on a quarterly basis. **The Systems require managers to utilize a standard reporting format. There will be no exceptions to this requirement.** A blank copy of this form is included in the Operating Manual. Managers may however provide their standard performance reports as supplemental information to the PSRS/NTRS standardized report. Please refer to the following section of this document for more information.

Ramification of Non-Compliance

All investment managers are employed at the pleasure of the Board, with a five-day termination notice provision in PSRS/NTRS's standard manager contract. Failure to follow these generic guidelines, and/or the manager-specific guidelines as set forth in the Operating Manual may result in termination.

VIII. Performance Measurement

Performance reviews are a critical part of the portfolio management process. In fulfilling this duty, the Board will rely on its external investment managers, Consultant(s), Custodian, and Staff. PSRS/NTRS receives quarterly performance reports from the following three sources:

1. **Managers:** shall provide quarterly reports utilizing a standardized reporting format specified by the Staff. There will be no exceptions. Managers may provide their

standard performance information in a different format as supplemental information only, at their discretion.

2. **Custodian:** shall provide monthly performance reports to the Investment Staff. These reports shall detail the individual performance of managers and the overall performance of the fund. In addition, the Custodian shall report the results of any securities lending activities to the Investment Staff on a quarterly basis.
3. **Consultant:** shall provide verification of performance numbers generated by the Custodian on a quarterly basis. Additionally, the Consultant shall provide performance reports to the Board on all internal investment management functions. This information shall be presented to the Board by the Consultant at regular Board meetings. These reports will include, at a minimum, comparison with the Total Fund Objectives.

Staff will be responsible for ensuring that performance reports are received in a timely manner from these parties, and will provide continual supervision of the performance reporting on the portfolio.

IX. Implementation

The Board recognizes that the complex investment processes of PSRS/NTRS require a substantial amount of daily attention. It is clear that the Board, meeting periodically, cannot oversee the day-to-day operations of the investment function. In order to promote operational efficiency in the implementation of its Investment Policy, the Board has employed various parties to carry out these duties. The efficiency of operations are critically dependent on the proper delegation and coordination of clearly defined assignments among the various parties listed in Section IV of this document.

This Investment Policy has been written with the intent of providing a broad operational outline, or *reference point*, for implementing the investment philosophy and practices of PSRS/NTRS. Properly structured, a policy document of this nature should require little revision over time. Technical details have been intentionally omitted from this document, due to the volume and complexity of these issues. This information is included in PSRS/NTRS's Investment Policy Operating Manual (Manual). This is a separate binder which is available for public inspection in the central files of PSRS/NTRS's Investment Department. Where applicable, the Manual should contain information which is no more than one year old. Dated information may be removed and kept in Staff files. The Manual will be maintained by PSRS/NTRS's Internal Investment Staff, and will contain the following information:

Asset Allocation Assumptions

Section V of this Investment Policy contains a general discussion of the asset allocation process and the end results of the model; more detailed information, including the inputs and assumptions used in the process will be included in the Operating Manual. An

important part of the Manual is detailed information regarding the allocation and rebalancing of assets between asset classes and within the Manager Structure. The Manual will also contain summaries of all portfolio rebalancing activities by Staff.

Specific Manager Guidelines

The investment manager guidelines have been previously outlined in Section VII of this document. The Manual contains specific guidelines outlining the tactical role of each individual manager within PSRS/NTRS's investment strategy. These guidelines shall include, but are not limited to, general information on each manager, specific descriptions of assignments, communication requirements, proxy voting responsibilities, benchmarks, and performance reporting requirements. These specific guidelines will be agreed upon by Staff, Consultant, and the manager in advance of funding.

Performance Measurement

The performance measurement section shall contain at least the most recent year of quarterly performance information for each manager employed by PSRS/NTRS.

Cost Management

This section of the Manual shall contain summary information provided by managers about their management fees, brokerage commission expenses, and use of soft dollars.

Miscellaneous Information

The Manual may also include other information pertinent to the investment operations of the Systems, as deemed appropriate by the Board, Director, and or Investment Staff.

X. Glossary of Terms

Asset Allocation Decision - choosing among broad asset classes such as equities, fixed-income securities and real estate.

Beneficiary - the present or potential recipient of a benefit.

Brokerage Commission - payment for administrative costs trading securities; the cost of execution.

Commingled Fund - a pooling of funds from multiple investors, managed as one account. The client owns units in the pool; similar to a mutual fund.

Diversification - spreading a portfolio over many investments to avoid excessive exposure to any one source of risk.

Electronic Crossing Network - an increasingly popular and cost-effective means of trading securities where issues are traded by computer either intra-day or overnight. Reduces or eliminates market impact of trading and brokerage commissions.

Derivative - a financial obligation that derives its precise value from the value of one or more other instruments (or assets) at that same point in time.

Equity Investment - claims held by the residual owners of a firm. May also be referred to as common stock.

Fiduciary - one who can exercise discretionary authority or can control important aspects of a pension plan's management.

Fixed Income Investment - a security issued by a borrower that obligates the issuer to make specified payments to the holder over a specific period. May also be referred to as "debt" or "bonds".

Futures – an exchange traded contract providing for the forward delivery of a security, commodity or bundle of such instruments at pre-specified prices. Some futures require cash settlement rather than actual delivery.

Marked-to-Market - revaluation of securities to market value.

Private Placement - issuance of debt or equity directly to an investor or investors.

Proxy - an instrument empowering an agent to vote for a shareholder.

Rebalancing - realigning the proportions of assets in a portfolio as needed.

Risk - the uncertainty of outcome or the likelihood of a loss.

Separate Account - funds managed on an individual account basis; no pooling with other investors. The client owns the securities.

Short-Term Investments – any fixed income investment with less than one year to maturity.

Soft Dollars - the value of goods or services that brokerage houses supply to investment Managers "free of charge" in exchange for the investment Managers' business.

Total Return - interest or dividend income plus any realized or unrealized capital gain (or loss) on an investment.

Appendix I

Portfolio Rebalancing Policy

The Public School Retirement System of Missouri
and

The Non-Teacher School Employee Retirement System of Missouri

Introduction

The Board is responsible for asset allocation decisions, and will periodically review its target allocations to confirm or adjust the targets (see Section III). Until such time as the Board changes the asset allocation ranges, it will be necessary to periodically rebalance the portfolios as a result of market value fluctuations. Rebalancing portfolios involves

the periodic transfer of funds from investment strategies that have performed well to strategies that have not performed as well to ensure an optimal balance is maintained.

Portfolio rebalancing is an important component of investment policy. One of the biggest challenges in managing institutional assets is avoiding the pressure to shift the asset mix in a reactive manner after a meaningful market movement. As markets decline during periods of uncertainty, investors' emotions can override rational decisions and sound long-term investment programs can be abandoned at precisely the wrong time. This tendency is part of human nature. In order to ensure that long-term asset class targets are maintained during all types of market conditions, the Systems use a disciplined portfolio rebalancing process.

The adoption of a formal rebalancing mechanism is a complex decision; no one rebalancing rule is appropriate for all circumstances. In determining the most appropriate policy two important, though potentially competing, objectives were carefully considered:

- Controlling portfolio risk as measured by negative tracking error to the policy benchmark, and
- Minimizing transaction costs and portfolio disruptions.

Factors that influence the choice of a rebalancing policy include: plan size, asset allocation, manager structure, the relative volatility of asset classes, and the correlations between asset classes. The Systems' incorporated all of these factors into crafting a rational, systematic, and cost-effective 'trigger points' approach to portfolio rebalancing.

Policy and Procedures

Small variances between actual and target allocations do not warrant rebalancing. Instead, a rebalancing event is initiated if the percentage of the Systems' assets in a particular asset class has deviated from the target beyond a specified 'trigger point.' Portfolio rebalancing will be conducted in such a manner that transaction costs and portfolio disruptions are minimal. The Investment Staff is responsible for rebalancing the Systems' portfolios and for reporting rebalancing activity to the Board at the regular Board meetings. The rebalancing 'trigger points' and the corresponding rebalancing targets for PSRS/NTRS are as follows:

ASSET CLASS	Lower Trigger Point	Lower Rebalancing Target	Allocation Policy Target	Upper Rebalancing Target	Upper Trigger Point
Domestic Equity	35.50%	37.00%	38.00%	38.50%	40.00%
Non-U.S. Equity	13.00%	14.00%	15.00%	15.50%	16.50%
Fixed Income	44.50%	47.00%	47.00%	48.00%	49.50%

The rebalancing targets shown in the table do not necessarily coincide with the asset class policy targets. For example, if the actual domestic equity allocation reaches 40.1 percent (the upper 'trigger point'), Staff will rebalance the domestic equity allocation back to the

upper rebalancing target (38.5 percent), instead of the allocation policy target (38.0 percent). Rebalancing targets are utilized based on the Systems' belief that bringing an asset class back to the policy allocation is typically not optimal in terms of minimizing transaction costs. At some point between the rebalancing target and the policy allocation, the incremental impact on tracking error no longer justifies the incremental transaction costs.

The Systems also utilize asymmetric 'trigger points.' For example, the lower 'trigger point' for domestic equity is 2.5 percentage points below the allocation policy target. The upper 'trigger point,' on the other hand, is only 2.0 percentage points above the policy allocation. Research suggests asymmetric boundaries are more cost efficient over time than symmetric boundaries, especially when expected returns vary greatly across asset classes. This is because a shortfall that develops in the allocation to a higher return asset class (such as domestic equity) is more likely to be self-correcting, reducing the need to rebalance as frequently.

As stated, if any one asset class hits a 'trigger point,' the result will be to rebalance that asset class and those other asset classes that have the greatest potential for stabilizing performance relative to the policy benchmark, subject to potential size limitations. There are many ways that a potential rebalancing might occur. Outlining a step by step process in this Investment Policy would only serve to encumber the flexibility needed to rebalance in the most efficient manner possible. Circumstances surrounding individual managers at the time a 'trigger point' is reached will dictate the precise manner in which the portfolios are rebalanced. At all times, the Investment Staff will proceed with a portfolio rebalancing event with the goal of optimizing the tradeoff between controlling portfolio risk as measured by negative tracking error to the policy benchmark, and minimizing transaction costs and portfolio disruptions.

Appendix II

Liquidity Management Policy

The Public School Retirement System of Missouri

and

The Non-Teacher School Employee Retirement System of Missouri

Introduction

PSRS reached the point in mid-1999 where monthly contributions did not always cover monthly benefits. This is not a sign of a liquidity crisis, rather it is a normal characteristic of a maturing pension fund.

Policy and Procedures

On the 20th of each month, or the next business day thereafter, the amount of cash in the cash clearing account will be evaluated to determine if there will be adequate liquidity to fund the monthly benefit payment. In the event there is not, the Investment Staff will determine which manager(s) to utilize to raise the needed funds.

In determining which manager(s) to utilize, the following factors will be considered:

- Amount of cash in the managers' portfolio
- Pending trade activity
- Current asset allocation versus the policy target
- Managers' current allocation versus the policy target

As of January 2000, NTRS was in the position where monthly contributions exceeded monthly benefits. This excess accumulates in the cash clearing account. Staff will monitor the monthly excess to determine when cash should be drawn down and distributed to investment manager(s).

In determining the manager(s) to receive funds, the following factors will be considered:

- Probability of a rebalancing event
- Current asset allocation versus the policy target
- Managers' current allocation versus the policy target

Staff will consider all of the above factors to determine the most efficient manner to distribute excess funds to investment manager(s).

Appendix III

Investment Manager Retention Policy

The Public School Retirement System of Missouri
and

The Non-Teacher School Employee Retirement System of Missouri

Introduction

Investment experts agree that asset allocation is the most important decision made by a pension fund. The second most important decision is that of manager selection. A great deal of effort goes into the selection of investment managers that constitute a fund's manager structure. Unfortunately, manager retention decisions are generally made on a

much more ad-hoc basis - yet this decision has the same potential impact on returns as does the initial selection of the manager.

The decision to replace an inferior (or unskilled) investment manager with a superior (or skilled) investment manager seems quite simple, with obvious benefits for the system. The decision process, however, is not as elementary as it might seem. The complicating factor lies in the inherent variability of investment returns. The dynamics and inefficiencies of the capital markets, which investment managers are hired to exploit, make straightforward evaluations of manager skill very difficult. This complexity can, in turn, result in poor investment manager retention decisions. A faulty analysis may have potentially high costs if the conclusion results in a:

- Type I Error: the retention of an unskilled manager, or
- Type II Error: the premature termination of a skilled manager.

In addition, a fund must also consider the cost of transitioning assets between managers. These transaction costs are not inconsequential, yet are of secondary consideration in comparison to the cost of retaining an unskilled manager. In order to make both sound hiring and sound retention decisions, a pension fund must make reliable assessments of an investment manager's skill. Without such an assessment, there is little assurance that a manager selected today will outperform a manager that was terminated yesterday.

Objectives and Principles

The following Investment Manager Retention Policy provides a systematic, consistent and rational framework for manager retention decisions. The Policy allows for the identification of existing and potential problems, and outlines how and when PSRS/NTRS should address specific issues and events thereby avoiding untimely or ad-hoc decisions that may adversely impact fund returns. This policy will apply to all of the Systems' external managers, except where otherwise noted, and is intended to:

- foster a long-term approach to manager evaluations,
- provide a logical and statistically valid framework for manager skill evaluation,
- promote timely and appropriate responses to actual and potential performance issues, and
- provide flexibility to allow application across all asset classes, management styles, and market environments.

When conducting a search for a potential investment manager, efforts are made to determine the likelihood of *future* success. It is important to maintain this same focus when conducting a retention analysis on an existing investment manager. There are two broad categories of analysis for evaluating investment manager performance - quantitative and qualitative. Quantitative assessments of manager success are useful in judging *past* investment success. They are, however, much less successful predictors of *future* performance. Quantitative tools, such as cumulative and rolling returns, will be used in this Retention Policy to identify performance shortfalls relative to the manager's

specific benchmark. Qualitative assessments of the investment manager's philosophy, organizational structure and depth of personnel are helpful in identifying the source of the shortfall. Both types of analysis will be employed to allow for the identification of both actual and potential performance problems.

Monitoring Investment Managers

The Systems' investment managers are monitored on an ongoing basis by the Investment Staff and Consultant. It is through this monitoring process that Staff and the Consultant gather the information necessary to conduct quantitative and qualitative evaluations of investment manager performance. Contact with the managers is quite frequent, in some instances on a daily basis. A formal schedule for official meetings with investment managers exists, along with formal performance reporting requirements. Investment performance reports are provided to the Systems by the managers, the custodian, and the Consultant.

Manager Meeting Frequency and Content

Staff will meet with each investment manager not less than twice a year, once in PSRS/NTRS's offices and once on-site with the investment manager. Each meeting will include a review of the investment manager's performance, current investment strategy, and other issues related to the manager's organization, personnel, or investment process. The managers may collectively meet with the Board of Trustees for a strategic investment planning retreat at some point during each fiscal year. Any investment manager may be called to appear before the Board at any time during the fiscal year.

Performance Reporting

All investment managers under contract with PSRS/NTRS will report investment performance to Staff on a quarterly basis. These reports will utilize a standardized reporting format specified by the Systems. There are no exceptions. Managers may provide their standard performance information in a different format as supplemental information only, at their discretion.

The Systems' Custodian shall provide monthly performance reports to the Staff. These reports will detail the individual performance of Managers and the overall performance of the fund. Additional performance reporting will be provided to the Board of Trustees by the Investment Consultant. The Consultant will provide verification of performance numbers generated by the Custodian on a quarterly basis. This information will be presented to the Board by the Consultant at regular Board meetings. These reports will include, at a minimum, comparison with the Total Fund Objectives.

Quantitative Analysis

In order to evaluate manager skill, cumulative or rolling assessments of tracking error will be calculated for each external manager investing PSRS/NTRS's assets in publicly-traded

securities.⁵ Due to the differences between active and passive management, separate standards will apply.

Passive Managers

Passive management strategies exhibit low variability of returns, and also have a zero-alpha performance expectation relative to each specific index. For these reasons, PSRS/NTRS will use annual tracking error objectives outlined in each passive manager's investment guidelines to monitor performance. Enhanced passive strategies with explicit alpha expectations will be considered active management strategies for the purposes of monitoring performance. As such, enhanced passive strategies will be subject to the "Active Manager" guidelines outlined in the following section.

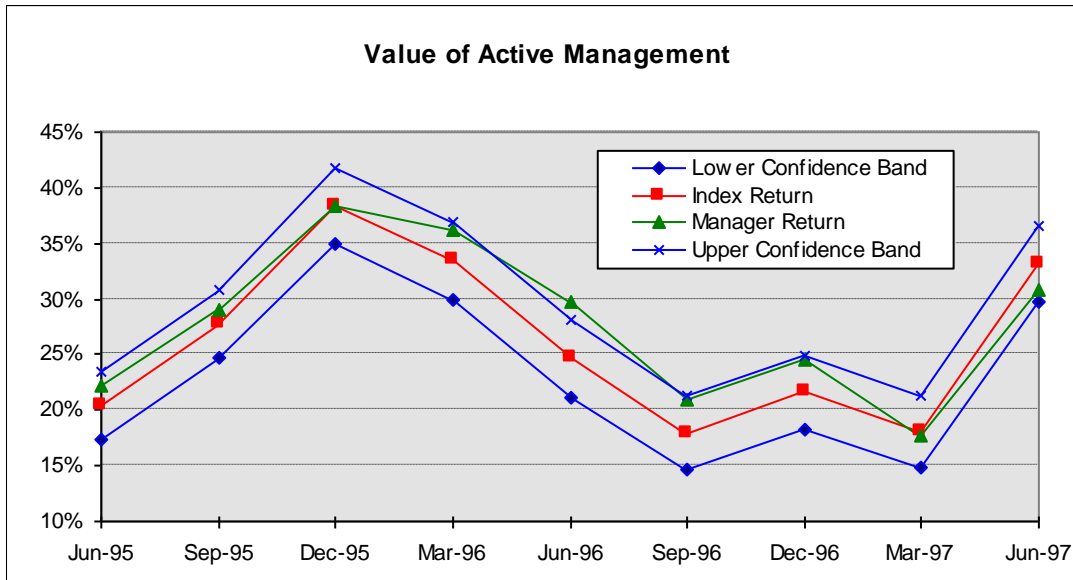
Active Managers

The quantitative evaluation of active investment managers is a complex process. There is significant volatility in active manager returns (relative to the manager's benchmark), and this volatility makes it very difficult to assess whether a manager's over- or under-performance is the product of random volatility or true investment skill. A proper quantitative analysis must therefore consider the variability of a manager's excess return, in addition to the absolute magnitude of the excess return, when making judgments about manager skill.

It should be expected that skilled managers will often have periods of under-performance, as it should be expected that unskilled managers will often experience periods of over-performance. Due to the inherent volatility of active manager returns relative to an assigned benchmark, investment manager skill must be evaluated from a long-term perspective. Over time, skilled managers will produce a higher average excess return more frequently than will unskilled managers. Depending on the availability and appropriateness of each manager's historic quarterly return series, manager skill should be evaluated on a five-year rolling average basis.

Once the quarterly returns of both the manager and the benchmark have been linked and annualized, a Small-Sample Confidence Interval will be developed to identify acceptable bands of over- and under-performance. Standard statistical modeling will be utilized to construct an 80% confidence interval. Under this approach, it may be assumed that a manager's returns will fall between the upper and lower tolerance limits 80% of the time. Instances of performance exceeding these tolerances may be due to random volatility. Consecutive periods of over- or under-performance may also be due to random volatility, or may be an indicator of a problem or potential problem with an investment manager that requires the attention of the Board. The following chart graphically illustrates this methodology:

⁵ PSRS currently has no private market allocation. Should a future allocation be made, this Policy as written will not apply. The illiquid, longer-term nature of private market investments necessitates a different quantitative methodology from that utilized for public market managers.



The picture above depicts a statistically valid method of assessing the variability of manager performance relative to an agreed-upon benchmark, and is referred to as a VAM (Value of Active Management) graph. The Index Return line represents the return on the benchmark over moving five-year periods. Investment Manager Performance exceeding (or conversely, falling below) the benchmark over the preceding five years will plot above (or conversely, below) the horizontal line. The area between the Upper and Lower Confidence Bands represents a “confidence interval” based on the return volatility of the manager’s agreed-upon benchmark. Returns within the confidence interval represent performance due either to skill or to chance. Returns falling outside the confidence interval represent superior or inferior performance significant enough that the odds of it being due to chance are low.

This confidence interval methodology will be used to highlight quantitative performance concerns by drawing a VAM graph similar to the one above for each active manager employed by the Systems. The VAM graph will plot performance relative to the agreed-upon benchmark, net of fees, and will include the performance history that led the Systems to retain the investment manager as well as PSRS/NTRS’s actual experience. Utilization of a five-year rolling average time frame properly puts manager evaluation into a larger context and should assist the Systems in identifying unusual, deteriorating performance from random volatility in an active manager’s returns. The width of the confidence interval is dependent on the volatility of the benchmark used by the manager. This methodology can therefore be applied across all publicly-traded asset classes in PSRS/NTRS’s investment strategy. As a result, the confidence interval methodology will tailor itself to each individual investment manager’s approach.

QUANTITATIVE ANALYSIS - “RED FLAGS” AND RECOMMENDED ACTIONS

As stated earlier, a number of factors may contribute to a manager’s over- or under-performance at any given time - market dynamics, investment skill, and/or pure chance.

Given this uncertainty, it is unwise to mandate termination for lagging performance at any specific point. After implementing the previously-described methodology and constructing VAM graphs for each manager, the following guidelines will be used for review of an active manager's status:

A. if the manager's rolling, five-year return plots below the rolling, five-year benchmark return for four (4) consecutive quarters, the manager will be placed on a Watch List. Once a manager is placed on a Watch List, performance will be closely monitored and scrutinized. Additional actions could include staff meetings with the manager or a formal re-interview of the manager by the Board. Generally, two (2) consecutive periods of rolling, five-year return plots above the benchmark line following placement on the Watch List will result in the manager's removal from that list. The observation process will at this point begin again.

B. if the manager's rolling, five year return plots below the lower confidence band for two (2) consecutive quarters, a Comprehensive Review will be initiated. The Watch List is bypassed in this case. Breaching the lower confidence band indicates a serious performance problem which should be addressed, in-depth, as soon as possible. A Comprehensive Review is a thorough, in-depth due diligence effort, similar in scope to PSRS/NTRS's highly-structured manager search process. A Comprehensive Review explores all elements of a manager's organization, personnel, investment philosophy and process. Also, this Review may include a formal re-interview of the manager by the Board. A Comprehensive Review will be completed within 90 days of initiation.

The ultimate outcome of a Comprehensive Review is a decision to retain or terminate the investment manager in question. **A Comprehensive Review does not force termination.** The review will focus on whether the firm should be re-hired today given current events and prevailing circumstances. A decision to retain a manager may include certain conditions that the manager must satisfy, and may also include a probationary period.

QUALITATIVE ANALYSIS - "RED FLAGS" AND RECOMMENDED ACTIONS

In-depth qualitative analysis is conducted on potential investment managers during the Systems' systematic manager search process. This analysis covers areas such as style, philosophy, process, personnel, and organizational structure. Similar analysis will be employed on an ongoing basis during the contract period with each manager, whether passive or active, hired by the Board.

A significant and potentially adverse event related, but not limited, to any of the following qualitative issues or events will be considered a "Red Flag" - a problem or potential problem - by the Staff or Consultant. Generally, "Red Flags" will be reported to the Board of Trustees at its next regular meeting. If the issue is considered serious enough a special meeting of the Board may be called by the Executive Director, based on recommendations by the Chief Investment Officer and/or Investment Consultant. Examples of "Red Flags" include, but are not limited to:

- 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 PSRS/NTRS's investment strategy eliminating the need for a particular style or strategy, or
- chronic violations of PSRS/NTRS's investment policy or investment manager guidelines.

Should any of these "Red Flags" be raised, the recommended courses of action are similar to those contained in the preceding section. After an assessment of the nature of the problem or potential problem, the Board should then make a determination as to the appropriate course of action. Possible responses include, but are not limited to:

- no action,
- placement on a Watch List,
- staff meetings with the manager,
- formal re-interview of the manager by the Board, or
- initiation of a Comprehensive Review.

Because of the subjective nature of Qualitative Analysis, each situation should be handled on a case-by-case basis. A "Red Flag" does not necessarily require immediate action or reaction on the part of the Systems.

Conclusion

This Investment Manager Retention Policy provides guidelines that are useful in determining the conditions under which a contract relationship between an investment manager and PSRS/NTRS should be called into question, and depicts circumstances where the Board of Trustees may elect to terminate a manager for cause (all of PSRS/NTRS's investment manager contracts may be terminated, with or without cause, after five days' written notice).

A manager retention decision is very important to the continued success of a pension fund's investment strategy. As such, it should not be taken lightly nor should it be made with blind reliance on quantitative or qualitative guidelines. The adage "this is more art than science" is truly applicable. The ultimate decision rests in the collective judgment and authority of the Board of Trustees. **Nothing contained in this Investment Manager Retention Policy mandates retention or termination of an investment manager.** As stated in the introduction, the objective of this document is to provide a long-term approach to manager evaluations in a systematic, consistent and rational framework. The Policy allows for the identification of existing and potential problems, and outlines how and when PSRS/NTRS should address specific issues and events thereby avoiding untimely or ad-hoc decisions that may adversely impact fund returns.

Appendix IV

Economically Targeted Investment (ETIs) Policy

The Public School Retirement System of Missouri

and

The Non-Teacher School Employee Retirement System of Missouri

Policy and Procedures

For purposes of definition, ETIs are " . . . investments that are selected for the economic benefits they create in addition to the investment return to the employee benefit plan

investor."⁶ The Board understands that this area is open to broad interpretation. The following criteria, applicable to any investment, will also be applied to investments that might be classified as ETIs:

1. The fiduciary principles of prudence and exclusive interest of participants will not be abrogated or modified in order to increase the attractiveness of ETIs.
2. There will be no concession on rate of return. This means there will be no hidden subsidies and that the classic "efficient frontier" test is applicable: a commensurate unit of return will be received for each unit of risk incurred.
3. All participation should be voluntary on the part of the Systems and should not stem from a legal or policy mandate.
4. Each ETI will be evaluated using an integral, objective process -- that is, each will be meticulously analyzed solely on its own risk/return characteristics. **No weight will be given to redeeming social interests.**
5. The Systems will participate only if at least one other comparable institutional investor is participating.

When evaluating an investment, appropriate consideration must be given to the role that the investment or investment course of action plays (in terms of diversification, liquidity, risk and return) with respect to the entire investment portfolio of the Systems. Consideration should also be given to alternative investments with similar risks available to the Systems. The Board believes this set of investment criteria is in full compliance with Section 105.688. RSMo., quoted previously in Section II of this document.

Appendix V

Brokerage Policy

The Public School Retirement System of Missouri
and

The Non-Teacher School Employee Retirement System of Missouri

Introduction

As part of its fiduciary responsibility to the Members, it is important that the Board maintain a prudent policy pertaining to brokerage commissions paid on securities

⁶ *Labor Department Interpretive Bulletin on Economically [sic] Targeted Investments, June 23, 1994, 59 FR 32606, published by the Bureau of National Affairs Inc., Washington D.C.*

transactions. The Board hereby delegates discretion over placement and execution of securities transactions to its managers subject to the following constraints:

Best Execution

When trading assets under management, investment managers retained by the Board are expected to seek best execution at the lowest net execution cost.

Average Commission Ceiling

The Board believes that electronic crossing networks are an increasingly efficient and cost-effective means of equity trading. In order to encourage their use, the Board requires that its equity managers closely monitor their brokerage commission expenses. Brokerage commissions vary with investment styles and philosophies; some transactions are more or less difficult to execute than others. Staff will negotiate an average commission per share ceiling with each individual Manager prior to funding. This number shall be included in the specific manager guidelines detailed in the Operating Manual.

Each of PSRS/NTRS's managers will be required to provide Staff with a quarterly report showing all brokerage transactions effected on behalf of the Systems. In the event that average commissions exceed this ceiling, a detailed explanation of the reasons why must also be provided. The Custodian shall also provide brokerage commission information to Staff in its quarterly performance reports.

Directed Commission/Commission Recapture Programs

There is currently no directed commission or recapture program; a program of this nature may reduce or eliminate the need for negotiated average commission ceilings. The Board reserves the right to institute such programs in the future if deemed appropriate.

Soft Dollars

The Board recognizes that "Soft Dollar" Commissions are allowed under Section 28(e) of the Securities and Exchange Act of 1934 (commonly referred to as the 'Safe Harbor' provision). However, there is significant controversy surrounding the use and proper allocation of soft dollars by investment managers. The Board therefore requires its managers to provide accounting of soft dollar transactions involving securities of the Systems. The Board believes it is possible to make a reasonable, though admittedly imprecise, allocation of these commission dollars across manager accounts. These reports shall be provided quarterly to Staff, and shall include the number of shares traded, dollar amount of soft dollar commissions, the brokerage firms to which they were directed, and an explanation of the goods or services received.

Appendix VI

Proxy Voting Policy

The Public School Retirement System of Missouri
and

The Non-Teacher School Employee Retirement System of Missouri

Policy and Procedures

Individual investment managers will be responsible for voting proxies in the best interests of the members of the Systems. Each manager is responsible for maintaining records of

how each proxy is voted and providing a report to the Investment Staff within thirty (30) days after fiscal year-end (June 30), detailing how their proxies were voted. Managers are expected to vote proxies to maintain or enhance shareholder value in the sole interest of the Systems, and will not support unethical, predatory, manipulative, or other actions that would not reflect the best interests of the Systems. The Board reserves the right to provide specific proxy voting direction to its managers at any time.

Appendix VII

Securities Class Action Litigation Policy

The Public School Retirement System of Missouri

and

The Non-Teacher School Employee Retirement System of Missouri

Introduction

In fulfilling its fiduciary responsibility to prudently invest and manage the assets of the Systems, PSRS/NTRS invests in the stock of public companies ('issuers') through the use of external investment managers. From time to time, class action lawsuits are brought against the issuers, their directors, and/or their officers for alleged violations of federal and state securities laws relating to various disclosure obligations and, in many cases, other breaches of fiduciary or other duties. As a shareholder, the Systems are putative members of the alleged classes. When notification is distributed regarding the potential securities class action litigation, action is required in order for the Systems to participate as a member of the alleged classes.

Policy and Procedures

The Systems require their external investment managers to be familiar with all securities class action litigation involving securities held (or held in the past) in the Systems' portfolios under their direction. It is each manager's fiduciary responsibility to ensure that PSRS/NTRS are participants in any securities class action litigation where the manager believes it is in the Systems' best interest. As a supportive means to ensure that PSRS/NTRS are class member participants in the appropriate instances, the Systems' Custodian is required to notify the Investment Staff when it receives notification regarding securities class action litigation involving securities currently held (or held in the past) in the PSRS/NTRS investment portfolios. The Investment Staff is then responsible for instructing the Custodian to file on behalf of the Systems' in the appropriate instances.

Appendix VIII

E-MAP Implementation Manual

The Public School Retirement System of Missouri

and

The Non-Teacher School Employee Retirement System of Missouri

I. Introduction

On October 19, 1999 the Board of Trustees of The Public School Retirement System of Missouri and the Non-Teacher School Employee Retirement System of Missouri (PSRS and NTRS, respectively, and hereinafter collectively referred to as ‘PSRS/NTRS’ or ‘Systems’) approved the Equity-Manager Alpha Pool (E-MAP) program as an enhancement to the PSRS and NTRS Domestic Equity portfolios. E-MAP is a multi-manager asset pool that is treated generally as a single portfolio within the overall Domestic Equity structures of PSRS and NTRS. The Investment Staff, with assistance from the External Asset Consultant (Consultant), is charged with administering the E-MAP program. The Investment Staff and Consultant are jointly responsible for manager hiring and termination decisions. The Board set the initial allocation to E-MAP at 9.0 percent of the Domestic Equity allocation (or, 3.42 percent of Total Fund assets). On December 14, 1999 the Board adopted the policies and procedures for E-MAP set forth in this Implementation Manual.

II. Statement of Purpose of Implementation Manual

The Implementation Manual provides formal documentation of the investment policies and procedures for E-MAP and is incorporated into the Systems’ Investment Policy as Appendix I. The document serves as a reference point for the management of E-MAP assets by providing a clear definition of the program’s philosophies, objectives, and practices and also gives guidance to those responsible for overseeing and administering the program – that is, the Board, Executive Director, Investment Staff and Consultant.

The Implementation Manual is intended to serve in tandem with the Investment Policy as it relates to E-MAP. Certain sections of this document, however, specify investment practices that are unique to E-MAP and, as a result, deviate significantly from language contained in the body of the Investment Policy. The following segments of this manual provide direction for the management of E-MAP assets that supercede various portions of the Investment Policy document:

- III. Investment Philosophy,
- IV. Responsibilities,
- V. Manager Hiring and Termination Policy, and
- IX. Implementation.

The remainder of the Investment Policy is specific to the E-MAP program in the following sections:

- VI. Permissible Investments,
- VII. Responsibilities of External Investment Managers,
- VIII. Performance Measurement, and
- Brokerage Policy (Appendix V).

The development and maintenance of the Implementation Manual is the responsibility of the Investment Staff. Any revisions to the policies and

procedures set forth herein must be approved by the Board of Trustees. The Lead Consultant is also expected to sign off on changes to the directives specified in this document. The Implementation Manual may be revised at any time.

III. Investment Philosophy

E-MAP is a multi-manager asset pool with a distinct and separate set of investment objectives and guidelines that is treated for purposes of strategy formulation, risk management, asset class rebalancing and Board-level performance reporting as a single portfolio within the overall structures of PSRS and NTRS. The E-MAP program is designed to provide diversification, risk control and the opportunity for excess returns without materially changing the overall objectives and risk/return profile of the Systems' Domestic Equity allocation. E-MAP is also expected, over time, to provide an effective vehicle to address the continued growth of PSRS/NTRS's Domestic Equity assets.

The performance objective for E-MAP is to exceed the returns of the broad domestic equity markets while incurring a level of risk that is generally consistent with the policy benchmark. E-MAP utilizes the same policy benchmark as the Domestic Equity Composite – that is, the Russell 3000 Index. Based on the Systems' general beliefs and expectations regarding the level of excess returns that can be generated by a carefully reasoned combination of active management styles, the following performance objective has been established for the E-MAP program:

E-MAP Performance Objective

The performance goal of the E-MAP portfolio is to achieve a net-of-fees return that is 100-200 basis points above the return of the Russell 3000 Index over a full market cycle.⁷

In order to achieve the performance objective specified above, it is anticipated that at times the E-MAP portfolio will differ significantly from the Russell 3000 Index in terms of portfolio construction and risk characteristics. While these differences will likely result in short-term return volatility relative to the benchmark (i.e., tracking error), the combination of investment strategies utilized in E-MAP are expected to provide favorable risk-adjusted rates of return over full market cycles.

The Systems' will employ a number of specific investment practices that are unique to the E-MAP program. These practices are described in the paragraphs that follow.

Delegation of Manager Hiring and Termination Decisions

⁷ Net-of-fees comparisons will take into account all incremental costs associated with the E-MAP program, including manager fees, incremental custodial costs, and incremental staff and consultant expenses.

The Board of Trustees has delegated to the Investment Staff and Consultant all manager hiring and termination decisions within E-MAP. The Executive Director, Chief Investment Officer and Lead Consultant must unanimously agree upon all manager hiring and termination decisions in writing. The Board reviews hiring decisions in an open Board meeting prior to the execution of a contract with an external service provider. The Staff will inform the Board in writing within 72 hours of a termination decision. The specific details regarding the Systems' Manager Hiring and Termination Policy for E-MAP are described in section V.

Emphasis on 'Alpha Generating' Strategies

The manager structure for E-MAP, along with the search process to identify qualified service providers, will focus on (but not necessarily be limited to) the retention of active managers with the ability to generate significant returns in excess of the appropriate benchmark over a full market cycle. These managers will strive to add value through superior stock selection and other active management decisions. The ultimate objective of the manager search process is the identification of a unique set of long-term portfolio construction specialists that have the conviction to implement their 'best' investment ideas.

Typically, investment strategies that place a higher emphasis on sustainable alpha are inherently more volatile (i.e., more risky) than highly diversified or index-like portfolios when viewed in isolation. One of the goals of E-MAP will be to develop the optimal combination of alpha generating strategies that, when viewed in the aggregate, will provide the required level of diversification and risk control without sacrificing the opportunity for excess returns. Enhanced index strategies will also be considered as part of the E-MAP structure as a method to control aggregate risk and gain broad exposure to the domestic equity markets.

Intensive Analysis of Manager Combinations

Individual manager strategies can appear risky when viewed in isolation. When carefully reasoned combinations of diverse investment strategies are viewed in the aggregate, the resulting portfolios can produce a return pattern over time that exhibits very favorable risk/return characteristics. With that goal in mind, the Staff and Consultant will give careful consideration to manager combinations through the incorporation of sophisticated risk management techniques. This intensive analysis of the way in which individual portfolios perform within a larger composite will be part of the manager search process and the ongoing evaluation of the E-MAP program.

Increased Manager Opportunity Set

Due to the smaller individual assignment sizes within E-MAP, the universe of potential service providers is significantly increased. The Systems' employ a rule that PSRS/NTRS's assets shall not account for more than 25 percent of a manager's assets in a given product. This rule is applied to the entire manager structure, including the E-MAP portfolio. The combination of PSRS/NTRS's

very substantial asset base and application of the 25 percent rule can result in the elimination of a number of quality investment management firms from the search for qualified service providers. The smaller account sizes within E-MAP will help alleviate this problem, allowing for a greater reliance during the search process on screens that are designed to identify firms with creative and unique investment philosophies that also have the internal resources needed to replicate past success.

Manager Allocation Strategies

Allocations to the E-MAP managers may be altered over time as a means to control risk and add incremental excess returns. Actual allocations to E-MAP managers may deviate from initial targets as a result of market fluctuations or from the transfer of assets from one manager to another. The manager allocation strategies employed within E-MAP may from time to time result in modest 'style tilts' to the portfolio. All active decisions to reallocate funds within E-MAP that result from changes in the target manager weights are based on a careful assessment of the expected relative risk and return potential for each manager and require the advance written approval of the Lead Consultant. Incorporation of tactical manager allocation strategies is expected to improve the risk/return profile of E-MAP without materially impacting the broader Domestic Equity structure. The Guidelines for Manager Allocations are described in section VI. of this document.

IV. Investment Responsibilities

This section of the Implementation Manual specifically addresses the roles and responsibilities of the Board of Trustees, Executive Director, Investment Staff, Lead Consultant and Consultant Staff as they pertain to E-MAP. The Systems' Investment Policy describes the roles and responsibilities of the parties as they relate to other components of the PSRS/NTRS investment program.

Board of Trustees

The Board of Trustees has general oversight responsibilities for E-MAP to ensure the prudent utilization of the Systems' assets allocated to the program. The Board relies on the analysis and recommendations of the Investment Staff and Consultant prior to taking investment action pertaining to the program. The Investment Staff and Consultant provide information to the Board both prior to and during its regular meetings. The Board approves the policies and procedures for E-MAP contained in this Implementation Manual.

As part of the oversight process, the Board relies primarily upon the following:

- Independent, semi-annual reporting by the Lead Consultant,

- Quarterly performance reporting for the E-MAP composite,
- Inclusion of E-MAP in the 'Adopt-A-Manager' program,
- Semi-annual written reviews by Staff, and
- Participation by the E-MAP managers in the annual Manager Symposium.

The E-MAP portfolio participates in the 'Adopt-A-Manager' program through semi-annual meetings with Staff, where Staff is the manager. The meetings serve as a formal review of the E-MAP program, with one meeting taking place in PSRS/NTRS's offices and the other occurring in the offices of the Consultant.

In addition to program oversight, the Board reviews manager selection and termination decisions made by the Investment Staff and Consultant Staff, relying upon information and analysis supplied by the parties as part of its review of this activity.

Executive Director

The Executive Director adds another layer of oversight and evaluation to E-MAP by ensuring that assets allocated to the program are invested in accordance with the Systems' policies and procedures. The Executive Director must agree in writing to all hiring and termination decisions prior to the execution or cancellation of a contract with external service providers. The Executive Director relies heavily on the Investment Staff and the Consultant in fulfilling these responsibilities.

Investment Staff

The Investment Staff is responsible for administering all facets of the E-MAP program. Staff's responsibilities for E-MAP include, but are not limited to, the following:

- Development and maintenance of the Implementation Manual,
- Conducting manager searches with the Consultant Staff,
- Making manager hiring and termination decisions,
- Manager structure and the development and implementation of manager allocation strategies,
- Portfolio rebalancing,
- Monitoring and evaluation of external asset managers,
- Semi-annual written reviews,
- Reconciling performance reporting by the parties, and
- Evaluation and refinement of the program.

As part of the evaluation of existing managers, Staff meets twice annually with each firm to formally review performance and investment activity. Staff carefully monitors the managers to ensure compliance with the Systems' policies and

procedures and to make sure each firm is adhering to the investment guidelines established for their mandate.

Staff meets twice each year with the Consultant to review the E-MAP portfolio and also participates in the PSRS/NTRS 'Adopt-A-Manager' Program. The Investment Staff works closely with the Lead Consultant and members of the Consultant's Staff.

External Asset Consultant

The Consultant's responsibilities are twofold. The primary duty is to provide an independent evaluation of the E-MAP program to the Board of Trustees and is fulfilled by the lead member of Consultant's team. The Lead Consultant conducts a formal review of E-MAP, reporting to the Board on a semi-annual basis. The Lead Consultant must agree in writing to all manager hiring and termination decisions, and must also provide advance written approval of initial manager allocations and all reallocations that result from changing the manager target weightings. The Lead Consultant acts in an oversight role, reviewing and questioning the recommendations of the Investment Staff and Consultant Staff. Performance reporting by the Lead Consultant and/or Staff is incorporated into the Quarterly Performance Report to the Board as a single line item for the E-MAP composite.

The second component of the Consultant's responsibilities is assigned to members of the Consultant Staff. Members of the Consultant Staff work closely with the PSRS/NTRS Staff, providing an independent perspective on the program's administration. Staff members help conduct manager searches in combination with the Investment Staff and work with the Systems' in developing E-MAP policies and manager target allocations.

V. Manager Hiring and Termination Policy

Introduction

On December 14, 1999, The Board of Trustees of The Public School Retirement System of Missouri and The Non-Teacher School Employee Retirement System of Missouri ('PSRS/NTRS' or 'Systems') approved the policies and procedures for hiring and/or terminating external asset managers for the Equity-Manager Alpha Pool (E-MAP) program. The following paragraphs serve to codify these practices.

The Board has delegated to the Investment Staff and Consultant all manager hiring and termination decisions within the E-MAP portfolio. In establishing this policy, it is the Systems' intention to assure interested parties that actions taken during the process of implementation and maintenance of the E-MAP program occur in an environment of full disclosure that is characterized by competitive bidding, objective evaluation and thorough documentation. The overriding

consideration with respect to all decisions is that they are made solely in the best interests of plan participants and beneficiaries.

To assure that all manager hiring and termination decisions adhere to the Board's intentions, all such actions shall be unanimously agreed to by the Executive Director, Chief Investment Officer and Lead Consultant. As part of their oversight responsibilities, the Board shall review all manager selections prior to the execution of an official contract with an external service provider. The Investment Staff will inform the Board within 72 hours of a manager termination decision. It is the responsibility of the Investment Staff and Consultant to provide the necessary documentation to the Board of Trustees once the decision to take investment action has been made.

Hiring and/or Termination of External Asset Managers

The Investment Staff and Consultant Staff will take action to hire or terminate external asset managers under one or more of the following circumstances:

- To initially implement a prudent and diversified manager structure for the E-MAP portfolio,
- When the need for an assignment type has been identified that will materially improve the diversification and/or risk-return profile of the portfolio,
- To remove one service provider in favor of another, and/or
- When the need arises to eliminate an assignment within E-MAP.

Documentation of the Decision-Making Process

Documentation materials prepared by the Staff and Consultant Staff regarding action to hire or terminate a manager(s) will include a full description of the reason for the action, the expected benefits resulting from the action and a full review of the decision-making process. The primary focus of the Staff and Consultant Staff when preparing documentation regarding the hiring and/or termination of external asset managers will be on providing the Board with the level of information necessary to satisfy all parties that decisions were well reasoned, carefully considered and prudent.

Minimum Criteria for External Asset Managers

In order to receive consideration for an assignment within E-MAP a manager must meet certain minimum criteria. In addition to these basic requirements that apply to all E-MAP searches, a manager must also comply with any additional search criteria defined by the Staff and Consultant Staff that have been established for a particular assignment. The minimum criteria for external asset managers are described below.

Organizational Qualifications. To be selected as an external service provider, a manager shall meet the following organizational criteria:

- Qualified to serve as a fiduciary to the Systems,
- Registered with the SEC (if applicable),
- Free of conflicts of interest, and
- Have a proven record of professionalism and ethical behavior.

In addition, a manager must have a level of assets under management so that the addition of funds from PSRS/NTRS will not cause the assets of the Systems to exceed 25 percent of the manager's total assets in the product.

Investment Style and Process. The investment style and process employed by a manager must be compatible with the Systems' investment objectives and policies. The manager should also have a proven record of adherence to an established investment philosophy over time.

Personnel. A manager must have an experienced professional staff with adequate support personnel to meet the necessary reporting requirements. A manager should be able to demonstrate policies designed to attract and retain key personnel.

Performance. The manager and/or its personnel shall have a demonstrated ability to achieve superior performance in the investment approach under consideration.

Manager Search Process

External asset managers qualified to fill assignments within the E-MAP portfolio are identified through the manager search process. The Investment Staff and Consultant Staff are charged with the responsibility of conducting the necessary searches for qualified service providers. Each step of the process is thoroughly documented in a Manager Search Book that is provided to the Executive Director and Board of Trustees for their review. The Search Book is intended to provide documentation that all relevant issues have been disclosed, that the search process was conducted fairly, and that the policies and procedures outlined herein were followed to the Board's satisfaction.

Competitive Environment. The search for external asset managers will be conducted in an open and competitive environment to ensure that qualified providers are identified, the process is fair and objective, and that pricing is reasonable. In instances where multiple providers exist, a meaningful sample of qualified firms must be considered and evaluated in relationship to each other. If a situation arises in which an investment approach is unique to a specific firm, a full description of the unique characteristics of the firm and the reasons why a competitive alternative does not exist must be fully documented.

Manager Selection Criteria. The Investment Staff and Consultant Staff will jointly develop the manager selection criteria used to screen the universe of

potential service providers. In order to identify the most qualified service providers, manager screens will be tailored to each specific assignment within the E-MAP portfolio. The Investment Staff and Consultant Staff will independently apply the screening criteria to the manager universe to ensure fairness and consistency.

Requests for Proposals. Requests for Proposals (RFP's) developed by the Staff and Consultant Staff will be sent to qualified service providers. A copy of the RFP questionnaire will be included in the documentation materials presented to the Board. The Staff and Consultant Staff will independently assess and rank the RFP respondents based on a set of established criteria.

Due Diligence. The investment management firms receiving the highest rankings by the Staff and Consultant Staff will be subjected to an intensive due diligence effort. The Staff and Consultant Staff participate jointly in this process. Both parties conduct a number of quantitative and qualitative analyses and meet on-site with each manager under consideration to be hired.

Manager Selection and Search Process Documentation. The manager receiving the highest collective ranking from the search team is selected to fill the designated assignment within the E-MAP portfolio. The Executive Director and Board review all manager selections prior to the execution of an official contract with the chosen external service provider. The Investment Staff and Consultant Staff are responsible for the preparation of all search process documentation.

VI. Implementation

Guidelines for Manager Allocations

The Investment Staff, with the advice of the Consultant Staff, determines the size of the allocations to each manager within the E-MAP program. Allocations to the E-MAP managers may be altered over time or allowed to deviate from initial targets as a means to control risk and add incremental excess returns. The manager allocation strategies employed within E-MAP may from time to time result in modest 'style tilts' relative to the Russell 3000 Index. Incorporation of this strategy is expected to improve the risk/return profile of E-MAP without materially impacting the broader Domestic Equity structure.

Monitoring the allocations to each manager and, when necessary, making strategic changes to those allocations to take advantage of market and investment management opportunities are important components of Staff's responsibilities in managing E-MAP. Staff shall adhere to the following guidelines when determining the dollar allocations to the E-MAP managers:

- Changes to the manager allocations shall be based on longer-term expectations and should not be guided by short-term fluctuations in the capital markets,

- A prudent level of style and process diversification shall be maintained at all times,
- No fewer than three, and no more than ten, external asset managers shall be utilized (the initial target is five to seven managers),
- No external asset manager shall invest more than 40 percent of E-MAP's total assets based on market values, and
- Any changes in the allocations to managers should be completed in a cost efficient manner, utilizing 'natural' cash flows to the extent possible.

It is possible, at times, that a manager may be under contract with the Systems but will not manage any assets. Such a situation would be based on the Systems' manager allocation strategies.

The initial allocations and all reallocations are based on a careful assessment of the relative risk and return potential for each manager. Reallocations that are based on a change in the target weight for any manager require the advance written approval of the Lead Consultant. The Investment Staff is responsible for documenting the rationale for actions taken in accordance with this policy.

Asset Class Rebalancing

E-MAP will be treated as one portfolio for purposes of implementing PSRS/NTRS's broad asset class rebalancing policies. As such, when the asset class rebalancing trigger points are breached, the E-MAP portfolio will typically be rebalanced back to the target weight within the overall manager structure.

External Asset Manager Fees

The Investment Staff and Consultant Staff are responsible for securing the services of qualified service providers at fee levels that are reasonable and competitive. The Staff and Consultant Staff will work diligently to assure the most favorable fee arrangements for the Systems. In accordance with that policy, Staff and Consultant Staff will consider a number of different fee structures. Both asset-based and performance-based fee alternatives will be considered. All performance-based fee structures, however, will be carefully compared and contrasted to traditional asset-based fee options.

Manager Guidelines

Individual Investment Guidelines will be established for each external asset manager. These guidelines will be specific as to the particular role of that manager's portfolio in the overall E-MAP structure, and will address the following topics:

- Permissible investments,
- Style adherence,
- Diversification,
- Portfolio quality,

- Performance objectives, and
- Other manager-specific issues.

Compliance with the Systems' Investment Guidelines is mandatory. No deviation will be permitted without express written permission, in advance, from the Investment Staff.

Ongoing Manager Evaluation

The Investment Staff is responsible for the monitoring and evaluation of the external asset managers employed by the Systems as part of the E-MAP program. In fulfilling this role, Staff meets twice annually with each manager to formally review performance and investment activity. E-MAP managers will from time to time participate in the Systems' annual Investment Symposium held in June of each year.

In addition to these formal review mechanisms, the Investment Staff engages in a number of activities designed to oversee the external management of E-MAP assets. Staff carefully monitors the managers to ensure compliance with the Systems' investment policies and procedures and to make sure each firm is adhering to the specific Investment Guidelines established for each mandate. As part of the managers' responsibility, they are required to complete a quarterly analysis of their investment activities in a Standard Reporting Format developed by Staff. The Staff combines the information received from the managers with its own internally generated analyses and data from the Custodian to complete the review process of the E-MAP managers.