

**WASHINGTON STATE INVESTMENT BOARD**  
**Board Meeting Minutes**  
**April 21, 2016**

The Washington State Investment Board met in open session at 9:37 a.m. in the boardroom at 2100 Evergreen Park Drive SW, Olympia, Washington.

Present: Marcie Frost, Chair  
Arlista Holman  
Judy Kuschel  
Bill Longbrake  
George Masten  
Treasurer Jim McIntire  
Stephen Miller  
Richard Muhlebach  
Bob Nakahara  
David Nierenberg  
Representative Timm Ormsby  
Joel Sacks  
Jeff Seely

Absent: Kelly Fox, Vice Chair  
Senator Mike Hewitt

Also Present: Theresa Whitmarsh, Executive Director  
Gary Bruebaker, Chief Investment Officer  
Ian Cameron, Chief Operating Officer  
Chris Phillips, Institutional Relations Director  
Steve Draper, Senior Investment Officer – Real Estate  
Bill Kennett, Senior Investment Officer – Fixed Income  
Phil Paroian, Senior Investment Officer – Public Equity  
Tom Ruggels, Senior Investment Officer – Private Equity  
Allyson Tucker, Senior Investment Officer – Risk Management  
and Asset Allocation  
Diana Will, Senior Investment Officer – Tangible Assets  
Fabrizio Natale, Assistant Senior Investment Officer – Private  
Equity  
Kate Sandboe, Legislative Relations and Corporate Governance  
Officer  
Kristi Haines, Confidential Secretary

Mary Lobdell, Attorney General's Office  
Tara Blackburn, Hamilton Lane

[Names of other individuals attending the meeting are listed in the permanent record.]

Chair Frost called the meeting to order and took roll call.

## **ADOPTION OF THE FEBRUARY 18, 2016, MINUTES**

**Mr. Sacks moved to adopt the February 18, 2016, minutes. Treasurer McIntire seconded, and the motion carried unanimously.**

### **EXECUTIVE DIRECTOR'S REPORT**

Ms. Whitmarsh reported on her 529 College Savings Plan presentation to the GET Committee, providing background information, discussing the legislative process, and the resulting legislation. She shared that the WSIB was able to have language incorporated into the legislation which includes a provision that the WSIB could potentially be the investment manager; however, GET also has the option to partner with another state program or with an outside entity. After extensive due diligence by WSIB staff, it was determined the WSIB is not the best vendor for the GET program, as our scale does not match the 529 marketplace, and staff felt it was important to withdraw as an option. She said this information was presented to GET yesterday. Throughout the process, WSIB staff remained engaged with key stakeholders, and there are no issues from a reputation standpoint. Ms. Whitmarsh asked that the Board provide guidance on how to handle these types of situations going forward, thinking about what we do if we are not the best manager and how we can be a partner or strategic advisor.

Treasurer McIntire thanked staff for their hard work on this and confirmed that the information was well-received by the GET committee; they were happy to have WSIB staff participation in discussions, and coming back to them so quickly enhances our reputation. He said he has touched base with a number of legislators on both sides, and everyone is happy.

Representative Ormsby echoed Treasurer McIntire's comments on promptness and detail, adding that the double-edged sword to success means the WSIB may receive multiple requests for management.

Ms. Whitmarsh reported that Phil Paroian, along with representatives from the Department of Retirement Services (DRS), presented to the City of Bellevue on the WSIB's defined contribution program, as the city is considering the state program to replace its existing privately-run 457 program.

Ms. Frost shared that Energy Northwest has transferred its assets to DRS and WSIB.

Ms. Whitmarsh introduced Stephen Backholm, the WSIB's new Director of Technology and Innovation; gave an update on activities relative to Institutional Relations and media interests; reported on the recent ISRP conference in Seattle, acknowledging Beth Vandehey and Marie Splaine for their work with the group and hosting the event this year; and discussed the current quiet period for two procurements for tax services. She finished her report by thanking Judy Kuschel for providing on-site training to staff on workplace and personal safety.

## **PRIVATE MARKETS COMMITTEE REPORT**

Mr. Masten stated that the Private Markets Committee met on April 7 to consider three private equity investment recommendations, one tangible assets investment recommendation, and two real estate investment recommendations.

### **The Sixth Cinven Fund, L.P.**

**Mr. Masten moved that the Board invest up to €275 million, plus fees and expenses, in The Sixth Cinven Fund, L.P., subject to continuing due diligence and final negotiation of terms and conditions. Treasurer McIntire seconded the motion.**

Mr. Masten said the fund, with a target size of €5.5 billion, will invest in mid- to large-buyout transactions across Europe across six industry sectors: business services; consumer; financial services; healthcare; industrials; and technology, media, telecommunications. The WSIB has invested in five previous Cinven funds since 1996. He said this proposed investment is consistent with the Board-approved 2016 private equity annual plan and model portfolio, and the recommendation is based on Cinven's deep, experienced investment team; consistent investment strategy; successful, long-term track record; focus; portfolio fit; and other factors relevant to the recommendation.

**The above motion carried unanimously.**

### **Menlo Special Opportunities Fund, L.P.**

**Mr. Masten moved that the Board invest up to \$150 million, plus fees and expenses, in Menlo Special Opportunities Fund, L.P., subject to continuing due diligence and final negotiation of terms and conditions. Treasurer McIntire seconded the motion.**

Mr. Masten explained that the fund, with a target size of \$250 million, will co-invest with Menlo Ventures XII (MV XII) and successor Menlo flagship venture funds, both in subsequent financings of select existing portfolio companies that Menlo has identified as "winners" and in new later-stage and growth round investments. Menlo Ventures is the WSIB's longest-standing private equity relationship, dating back to 1981, and this proposed investment is consistent with the Board-approved 2016 private equity annual plan and model portfolio.

He stated that the recommendation is based on Menlo's strong franchise, experienced team, long-term performance, focus, portfolio fit, successful long-term relationship, and other factors relevant to the recommendation.

Mr. Sacks asked about the size of the Menlo XII fund; Mr. Ruggels responded that the fund size is \$400 million. Representative Ormsby inquired about the exception to the 25 percent investment in a particular fund and asked if that is something that routinely happens. Treasurer McIntire and Mr. Masten responded that this is an unusual circumstance.

**The above motion carried unanimously.**

## **Apax IX, L.P.**

**Mr. Masten moved that the Board invest up to \$250 million, plus fees and expenses, in Apax IX, L.P., subject to continuing due diligence and final negotiation of terms and conditions. Treasurer McIntire seconded the motion.**

Mr. Masten shared that Apax IX will be a global buyout fund with a target size between \$7.5 billion and \$8.5 billion that will invest across four sectors: technology and telecom, services, healthcare, and consumer, explaining that Apax targets control buyout investments in companies with enterprise values between \$800 million and \$1.3 billion. He said this proposed investment would fall into the unidentified allocation in the Board-approved 2016 private equity annual plan and is consistent with the model portfolio.

Mr. Masten stated that the recommendation is based on Apax's deep, experienced investment team, long-term track record, local presence on a global basis, sector-focused investment strategy, and other factors relevant to the recommendation.

Mr. Sacks asked if the WSIB would get a seat on the Advisory Board. Mr. Masten replied in the affirmative.

**The above motion carried unanimously.**

## **Warwick Partners III, L.P.**

**Mr. Masten moved that the Board make an investment of \$125 million, plus fees and expenses, in Warwick Partners III, L.P., subject to continuing due diligence and final negotiation of terms and conditions. Chair Frost seconded the motion.**

Mr. Masten stated that Warwick Energy Group, the fund's general partner, specializes in upstream energy, investing in non-operating interests in on-shore oil and gas wells in the U.S. with proven reserves, and this investment was included in the 2016 tangible assets annual plan approved by the Board. If approved, the fund will be the first investment by the WSIB with Warwick.

Mr. Masten explained that the recommendation is based on Warwick's exclusive focus on non-operating interests in producing assets; the firm's proprietary use of integrated data between geology, land, and engineering that has led to a strong track record in delivering alpha; an attractive entry point due to the decline in oil and gas prices; a team that has a complementary blend of operating, technical and investment skills; the ability to leverage the relationship across the tangible asset portfolio; and other factors relevant to the recommendation.

Discussion ensued around the geographic focus of Warwick in Oklahoma and Texas, the ability for money to be made in the drilling of oil wells, even at low oil prices, industry-related research, and returns experienced in continental U.S. basins.

**The above motion carried unanimously.**

## **Aevitas Property Partners, LLC**

**Mr. Masten moved that the Board make an additional investment of \$500 million, plus fees and expenses, in Aevitas Property Partners, LLC, subject to continuing due diligence and final negotiation of terms and conditions. Treasurer McIntire seconded the motion.**

Mr. Masten shared that the partnership will invest in real estate operating companies (REOCs), consistent with the WSIB's primary strategy for real estate investments, and thus far, Aevitas has earmarked all of its \$750 million commitment from the WSIB to six REOCs. He said the partnership will continue to make investments globally, with an ongoing focus on the Mediterranean region, India, and selected Western European countries, and this proposed investment is consistent with the Board-approved 2016 real estate annual plan.

Mr. Masten detailed the basis for the recommendation, including Aevitas's quality of senior management, differentiated skill set, patient approach, diversification benefits, excellent governance rights, and other factors relevant to the recommendation.

[Stephen Miller arrived at 10:04 a.m.]

## **Evergreen Real Estate Partners LLC**

**Mr. Masten moved that the Board make an additional investment of \$600 million, plus fees and expenses, in Evergreen Real Estate Partners LLC, subject to continuing due diligence and final negotiation of terms and conditions. Treasurer McIntire seconded the motion.**

Mr. Masten explained that Evergreen's strategy is to invest in or with REOCs, consistent with the WSIB's primary strategy for real estate investment. To date, the partnership has invested in 13 companies, committing \$3.425 billion of its total available commitment of \$3.5 billion, and has currently-identified needs for capital to continue growing its existing portfolio companies. Additionally, the partnership is pursuing potential investments in new REOCs in multiple geographies. He confirmed that this proposed investment is consistent with the Board-approved 2016 real estate annual plan.

Mr. Masten said the recommendation is based on Evergreen's quality and depth of management, their quality and depth of underwriting, the diversification benefits of the partnership, excellent governance rights, and other factors relevant to the recommendation.

**The above motion carried unanimously.**

## **Bridgepoint Europe IV, L.P., Private Equity Secondary Investment**

Mr. Masten reported that the Committee also reviewed a private equity secondary investment transaction. Private Equity Investment Program Policy 2.10.700 authorizes the Executive Director to invest in secondary market opportunities in existing private equity limited partnerships, and, in accordance with the policy, on March 2, 2016, the WSIB purchased a secondary interest in Bridgepoint Europe IV, L.P., a fund in which the WSIB has an existing primary commitment of €150 million. As of the date of closing, the purchase price was approximately \$28.4 million, the unfunded assumed commitment approximately \$4.8 million, and the total potential exposure acquired approximately \$33.2 million.

### **OTHER ITEMS**

Mr. Masten informed the Board that Tangible Assets staff updated the Committee on the Plum Creek and Weyerhaeuser merger relating to the WSIB's investment in Twin Creeks.

### **ADMINISTRATIVE COMMITTEE REPORT**

Chair Frost began by introducing Mr. Mike Watson, the new president of the Retired Public Employees Council. She then reported that the Administrative Committee met earlier this morning.

### **Biennial Investment Officer Salary Survey**

Mr. Cameron summarized the presentation that was given at the Administrative Committee meeting, reviewing the results of the bi-annual salary survey. The Board's process and authority for setting investment officer salaries is set forth in RCW 43.33A.100. McLagan completes an annual salary survey, and the WSIB does a bi-annual salary survey utilizing McLagan's data.

Mr. Cameron reviewed current and proposed investment officer salary ranges, and explained the goal of setting limits of ranges at the average of the comparison group.

**Chair Frost moved the Board adopt the proposed salary ranges for investment officers, provide notice to the director of the Office of Financial Management and the chairs of the House of Representatives and Senate fiscal committees, and provide an effective date for the new salary ranges of 60 days after notice is given to OFM and the fiscal committee chairs. Treasurer McIntire seconded, and the motion carried unanimously.**

### **Public Comment Policy and Process**

Chair Frost explained that Mr. Phillips provided public comment options to the Committee, which then discussed the procedural options for continued management of public comment as part of the Board's public meeting agendas; however, the Committee does not want to adopt a formal policy. Rather, they would like to allow the Chair to retain discretion over comment, giving adequate time for people to present on agenda items the Board is entertaining, balanced with quorum issues and getting business done. She said the Committee considered Board discretion, an online sign-up process with guidelines so participants would know what to expect, and continued ability to sign in on the day of the meeting.

## **Executive Director Performance Evaluation Policy 2.00.220 Review**

Chair Frost stated that the Committee reviewed Executive Director Evaluation Policy 2.00.220.

**Chair Frost moved the Board affirm approval of Executive Director Performance Evaluation Policy 2.00.220, with no recommended changes. Treasurer McIntire seconded, and the motion carried unanimously.**

### **Other**

Chair Frost reported that the Committee discussed the Non-Voting Board Member process. There are two non-voting Board members with expired terms and two additional with terms ending this year. She explained the process to date, which has been that individuals who are interested submit a resume to the WSIB; however, this informal process hasn't generated much interest or many resumes. She said it was suggested that active outreach precede this process, with a decision to be made around the September or October timeframe.

### **AUDIT COMMITTEE REPORT**

Mr. Sacks said he would provide the Audit Committee report, as he chaired the meeting for Treasurer McIntire, who was unable to attend.

### **Financial Statement Auditor – Scope of Services and Auditor Appointment**

Mr. Sacks reported that the Audit Committee met on March 1 and reviewed the scope of work and auditor appointment recommendations for the 2016 External Audit Services. For the upcoming Fiscal Year 2016 audit of the Board-prepared financial statements, staff and the Committee would like to engage Eide Bailly LLP to perform the independent financial statement audits.

**Mr. Sacks moved that the Board appoint Eide Bailly LLP to perform the Fiscal Years 2016, 2017, 2018, and 2019 independent financial statement audits. Mr. Masten seconded, and the motion carried unanimously.**

Mr. Sacks stated that the Committee also reviewed the scope of services proposed to conduct the independent annual review of compliance with the Board's Conflict of Interest Policy. The Committee and staff recommend Watson McDonell LLP to perform the annual Conflict of Interest Policy Compliance Reviews.

**Mr. Sacks moved the Board appoint Watson McDonell to perform the calendar years 2015, 2016, 2017, and 2018 Conflict of Interest Policy Compliance reviews. Ms. Holman seconded, and the motion carried unanimously.**

### **Risk Appetite Statements Review**

Mr. Sacks explained that the Committee reviewed the updated Risk Appetite Statements, noting that the last Board approval of these statements was September 2011.

**Mr. Sacks moved the Board approve the Risk Appetite Statements as presented. Treasurer McIntire seconded, and the motion carried unanimously.**

**Other**

Mr. Sacks reported that the Committee received an update on the status of prior audit recommendations. He said there were eight audit recommendations followed up on in the last quarter; seven recommendations were resolved over the quarter, and the outstanding recommendation is partially completed, with management anticipating full completion by March 31, 2016.

He said the Committee received two internal audit reports, Investment Accounting Verification System and Trade Processing, Confirmation, and Settlement. The overall results for both audits were positive, with the following comments:

- There were no recommendations as a result of the Investment Accounting Verification System.
- The Trade Processing, Confirmation, and Settlement report contained two recommendations. First to enhance controls over system access report reviews and second to reinforce controls over monitoring of unfunded commitments of private market investments.
- Management agreed with the recommendations and the Committee will receive a status on the resolution at the next meeting in May.

Mr. Sacks reported that the Committee also received updates on the annual audit plan status; proxy voting results for 2015; quarterly investment referral log; the 2015 personal investment report, annual Enterprise Risk Management framework, which is rolled into the Strategic Plan development. He said WSIB staff provided an overview of the Investment Compliance Program, including the details of investment compliance testing processes and the results from the 2015 testing, as well as an overview of the Daily Valued Funds (DVF) Annual Report, noting there were no errors either material or immaterial related to the DVFs and no instances of being unable to close the DVFs.

Mr. Sacks relayed the information the Committee received from State Street Bank (SSB) representatives on recent action taken by the Securities and Exchange Commission (SEC) relative to improper conduct of one of SSB's former employees who worked in the asset servicing business. The representatives discussed the internal control enhancements that are now in place to mitigate the risk of a similar event occurring in the future. Mr. Sacks stated the WSIB's reputation is of utmost importance and noted the Audit Committee spends a significant amount of time discussing the management of reputational risk, from the perspective of the WSIB and the impacts from its business partners. Mr. Sacks also stated the WSIB values the relationship with SSB and insisted that SSB carefully monitor and appreciate the impact that these type of events have on its clients. Mr. Sacks emphasized that the WSIB expects there will not be a similar incident in the future and acknowledged that, although SSB representatives did a nice job of relaying what they are working on internally, he wanted to reinforce that the WSIB takes these types of matters very seriously.

Mr. Sacks completed the Audit Committee report by reporting that the Committee met in executive session to discuss the Audit Director's performance evaluation.

## **EDUCATION SESSION**

### **Ethics, Public Records, and Open Public Meetings Act**

Ms. Lobdell opened with the caveat that the opinions she will share are hers and not those of the Office of the Attorney General. She said there would be three topics covered: ethics, public records, and the Open Public Meetings Act (OPMA).

Ms. Lobdell explained that Board members have an obligation under the ethics policy to read it, and shared highlights from the policy, including the provisions for integrity, professionalism, and ethical behavior. Ms. Lobdell discussed five ethics categories: gifts; travel; personal investments; conflicts; and use of position, explaining that use of position means not using public resources or position for personal benefit or for the benefit of others. She discussed computer usage and acceptance of gifts, relaying that nominal gifts are defined by policy and allowed to be accepted, explaining that recipients of gifts that cannot be accepted have the obligation to report the gifts received and either return or donate them. Ms. Lobdell talked about travel, meals, and hosted receptions, which she opined should be looked at with a critical eye. She stated that just because something is provided by a third party does not mean it is allowed, and she discussed dealing with vendors with whom the WSIB does or could do business, advising caution. She closed the ethics portion of her comments referring the Board to the personal investment policy and reminded the Board that use of position provisions require them to report or recuse themselves when necessary.

Ms. Lobdell focused her public records comments on recent developments in the law. The public is expected to have access to every aspect of state government, discussing use of personal devices, how this use interacts with business, and the responsibilities of using privately-held devices. She reiterated that it is important to know the retention rules, exercise good judgment, and be able to conduct a reasonable search if requested.

Ms. Lobdell went on to share a new Washington State Supreme Court decision relating to the Open Public Meetings Act (OPMA) and quorum requirements. Discussion ensued around Committee quorums, Board business transacted via email, meetings, *ad hoc* committees, penalties for violations, and the importance of contacting the AG's office if there are any questions related to OPMA.

Mr. Sacks asked for clarification regarding the requirements of OPMA. Ms. Lobdell responded by explaining that the OPMA requires notice of a meeting. Conducting a meeting without giving notice is an OPMA violation.

Discussion ensued around the mechanics of paying any fines for violation.

[The Board took a recess at 10:46 a.m., and reconvened in open session at 11:00 a.m.]

## **PUBLIC COMMENT**

The Board received public comment from Scott DeLibero of Milton, Washington, who complimented the WSIB on its website, its overall structure, and money management. He asked the Board to consider the possibility of allowing participants to take out loans on Deferred Compensation Program funds for first time homebuyers or college tuition, allowing contributions after retirement, and investing through public works trust fund loans.

## **EDUCATION SESSION**

### **Private Equity Education Session – Fees and Terms**

Ms. Blackburn, Hamilton Lane, presented on private equity fees and terms, economics, and structure of private equity partnerships. She said it is important to keep themes in mind, as there are a lot of defined terms, extensive documents, and unlimited scenarios, so she would give some guidelines, keeping it as high level as possible, providing information to keep as a reference tool.

Ms. Blackburn discussed some of the more common private equity terms, the WSIB investment structure, global and U.S. markets, management fees and how they are paid, fee offsets and the effects of the general partner (GP) internal structures, additive fees, carried interest, distribution waterfall structures, and the flow of capital among the parties in a fund.

Discussion ensued around the commonality of hurdle, deal terms, impact of being a larger investor, negotiation of management fees, fee offsets, Hamilton Lane's responsibilities on behalf of the WSIB, reporting guidelines currently proposed by the Institutional Limited Partners Association (ILPA), calculation of net asset value (NAV) and effects of distributions, assessment of individual fund performance and profitability, bottom line results of the returns achieved through private equity investments, various ways of measuring performance, and implementing ILPA guidelines as a suggestion to GPs, not a requirement.

### **Private Equity Education Session – ILPA Project Related to Fees**

Mr. Natale, Assistant Senior Investment Officer – Private Equity, presented information on ILPA efforts, explaining that ILPA is comprised of private equity institutional investors. He explained that ILPA was founded in 2001 and currently has 330 members in 39 countries. Although mostly North American and public pension fund driven, ILPA is making strides at getting other member types and regions. Mr. Natale described the four ILPA fields: research and benchmarking (transparency), membership and events (peer networking), institute and member education (best in class), and industry affairs, advocacy, and standards (media, lawmakers, regulators). Mr. Natale shared that he serves on the ILPA board, and work on the transparency issue began in the last couple years, catalyzed by Andrew Bowden of the SEC revealing deficiencies in how fees were charged, offset, and reported, among other issues. Mr. Natale explained that the goal of ILPA's initiative is to identify and promote enhanced processes and improve disclosures, working to bring GPs into the process. He said there were 42 organizations involved in drafting the template.

Mr. Natale described ILPA's process, including surveys polling its membership, which reflected a lack of consistency among GPs in reporting information and limited partners (LPs) in requesting information. ILPA began to work on trying to unify the process, setting up working groups to create a new reporting template, which was released in February 2016.

This new template provides for two levels of reporting, allowing GPs and LPs to obtain different levels of information and disclosure based on need, and is a high level guide and supplemental to financial statements. Mr. Natale reiterated that ILPA is endorsing guidelines and this is voluntary not forced; it boils down to how its implemented, and the key is adoption. He said there has been tremendous interest by GPs, because it makes their lives easier. Smaller GPs that don not have an infrastructure as strong as larger GPs may need more resources, but they just need to put a process in place to start using it. Mr. Natale stated that the SEC is very interested in this, and ILPA meets with the SEC regularly. Although they are able to, the SEC does not want to mandate use of the reporting template.

Discussion ensued around the WSIB's current processes with private equity GPs and the impact of this new reporting template to reduce fees, difference between transparencies for limited partners and understanding of the information, staff time savings resulting from the new template, compliance review benefits, and benefit of mitigation to reputation risk.

Treasurer McIntire said that treasurers on a national level are interested in this project, and he has a sense that there will be more discussion of data coming out of these templates. He opined that it may be useful to spend time developing presentations of reporting on this information, as it is easy to misinterpret and should be presented in a clear, understandable way.

## **EDUCATION REPORTS**

### **Council of Institutional Investors (CII) Spring Meeting**

Chair Frost, Ms. Holman, Treasurer McIntire, and Messrs. Masten and Longbrake attended the CII Spring Meeting held March 21-23.

Ms. Holman said she was impressed with CII, the work they do, and their influence on companies to effect change. Relative to board tenure and diversity, she said it was interesting to discuss directors' time on boards; independence and succession, with a focus on racial diversity; and how to get boards to think seriously about the increase in Latinos, Asians, and women, but the decrease in African Americans on boards.

Treasurer McIntire expressed that he thought it was a great conference and that Ms. Whitmarsh's panel on allocation of capital was the best. He also shared that he attended a panel on CEO and senior manager compensation, which conveyed a lack of consideration of value add of specific individuals within companies. He added that in statewide elected officials compensation studies, value add is not really appropriate, but complexity of issues in the job can be considered, resulting in some changes in how the positions are categorized.

Mr. Masten reported that for the first time in 3 years he thought it was a good meeting, although he was not impressed with the board of directors panel or the first afternoon presentation. He said the lunch speaker was good, and he bought his book.

Mr. Longbrake complimented Ms. Whitmarsh on her presentation and shared his thoughts on the luncheon speaker, whose book thesis is that the nature of production is shifting toward smart production, including IT robotics, 3D printing, and access to internet, and the resulting effects on long-term investing.

Chair Frost shared her impressions of the shareholder activist panel and executive compensation panel.

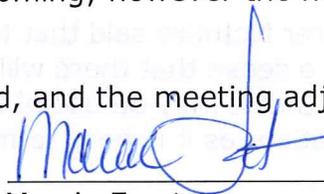
**BlackRock's 2016 Institutional Investors Conference**

Chair Frost attended BlackRock's Institutional Investors Conference held April 5. She reported on a cyber security presentation, in which it was indicated that there will be no privacy in about a decade as preventative technology is not keeping pace. She also discussed presentations relating to overall concerns with China and its lack of growth, the UK leaving the European Union, the impact of oil on various economies, disruptive technology, and chasing private equity for returns. Chair Frost said this conference is held every 2 years and she would recommend it.

**OTHER ITEMS**

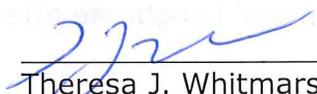
Ms. Whitmarsh stated that there would likely not be May Administrative Committee and Board meetings. A formal announcement will be forthcoming; however the next meetings will likely be in June.

There was no further business to come before the Board, and the meeting adjourned at 12:35 p.m.



Marcie Frost  
Board Chair

ATTEST



Theresa J. Whitmarsh  
Executive Director