

**STATE COMPENSATION INSURANCE FUND
GOVERNANCE COMMITTEE**

MINUTES OF OPEN SESSION MEETING

NOVEMBER 15, 2012

The Governance Committee met on November 15, 2012 at the State Compensation Insurance Fund Headquarters, Board Room, 333 Bush Street, San Francisco, California.

AGENDA ITEM 1: ROLL CALL

The meeting was called to order at 8:30 a.m. and the following Members were present: Lawrence E. Mulryan (Chair); Sheryl A. Chalupa; Sen. Michael J. Machado (Ret.).
Absent by prior arrangement: Daniel M. Curtin

There was a quorum.

Also present: President and CEO Thomas E. Rowe; Chief Financial Officer Dan Sevilla; General Counsel and Corporate Secretary Carol R. Newman; Assistant Chief Counsel and Assistant Corporate Secretary Vera C. De Martini; and Board Liaison and Assistant Corporate Secretary Hilda B. Padua.

AGENDA ITEM 2: ANTITRUST ADMONITION

Mr. Mulryan called attention to and requested confirmation that the Governance Committee members read State Fund's Antitrust Admonition included in each Committee member's meeting materials.

AGENDA ITEM 3: CONSENT CALENDAR

Mr. Mulryan noted that a Consent Calendar is used on the Board of Directors' agenda to increase efficiency and effectiveness. Since there are a number of Governance Committee agenda matters that require more time for discussion, the Committee agenda will also incorporate a Consent Calendar.

Mr. Mulryan asked whether any Committee member had any comments on the Consent Calendar items, of which there were none.

MOTION: Sen. Machado

Second: Ms. Chalupa

To approve the Consent Calendar as presented.

Mr. Mulryan requested public comment of which there was none. Mr. Mulryan called for the vote.

YES: 3

NO: 0

Motion carried.

AGENDA ITEM 4: BOARD MEMBER UPCOMING SPEECHES OR ARTICLES

Mr. Mulryan noted that there is nothing to report.

AGENDA ITEM 5: GOVERNANCE AND COMPLIANCE UPDATE; CODE OF CONDUCT/SUPPORTING POLICIES

Mr. Mulryan noted that the Governance and Compliance update is another agenda item that is being presented for information only. Mr. Mulryan asked whether any Committee member had comments or questions, of which there were none. Mr. Mulryan requested public comment of which there was none.

AGENDA ITEM 6: PUBLIC COMMENT ON THE APPROPRIATENESS OF CLOSED SESSION ITEMS 9-13.

Mr. Mulryan requested public comment on the appropriateness of closed session agenda items 9-13, of which there was none.

AGENDA ITEM 7: PUBLIC COMMENT

Mr. Mulryan requested further public comment of which there was none. The Governance Committee immediately convened into Closed Session at 8:35 a.m.

AGENDA ITEM 14: CALL TO ORDER AND ROLL CALL

The meeting was called to order at 11:20 a.m. and the following Members were present: Lawrence E. Mulryan (Chair); Sheryl A. Chalupa; Sen. Michael J. Machado (Ret.), and Thomas E. Rankin. Absent by prior arrangement: Daniel M. Curtin

There was a quorum.

Also present: President and Chief Executive Officer Tom E. Rowe; Chief Financial Officer Dan Sevilla; General Counsel and Corporate Secretary Carol R. Newman; Assistant Chief Counsel and Assistant Corporate Secretary Vera C. De Martini; and Board Liaison and Assistant Corporate Secretary Hilda B. Padua.

AGENDA ITEM 15: BOARD MEMBER PRESENTATIONS

Mr. Mulryan asked if there were any presentations from the Committee members of which there were none.

AGENDA ITEM 16: PROPOSALS AND SUGGESTIONS FOR FEBRUARY 14, 2013 AGENDA

Mr. Mulryan requested suggestions for agenda items for the February 14, 2013 Governance Committee meeting other than the standing agenda items. Mr. Mulryan noted the following agenda items requests: report on claimant satisfaction baseline; and presentation on the Temporary Resource Pool (aka Workforce Solutions) related to opportunities for selection, training, evaluation and promotion within the company.

Mr. Mulryan also requested public comment of which there was none, and he noted that the next Governance Committee meeting is scheduled for February 14, 2013 in San Francisco, California unless noticed for a new date and time.

ADJOURNMENT

There being no further business before the Governance Committee, the meeting adjourned at 11:25 a.m.

Respectfully submitted,

Hilda B. Padua,
Board Liaison and Assistant Corporate Secretary