

**MINUTES
ARKANSAS TEACHER RETIREMENT SYSTEM
BOARD OF TRUSTEES**

**Monday, April 7, 2025
11:00 a.m.
1400 West Third Street
Little Rock, AR 72201**

ATTENDEES

Board Members Present

Danny Knight, Chair
Shawn Higginbotham, Vice Chair
Kelsey Bailey
Anita Bell
Michael Johnson
Chip Martin
Jeff Stubblefield
Susannah Marshall, Bank Commissioner
Jason Brady, designee for Hon. Dennis Milligan, State Auditor
Kelly Griffin, designee for Sec. Jacob Oliva, Department of Education
Kenneth Bursleson, designee for Hon. John Thurston, State Treasurer

Board Members Absent

Susan Ford
Dr. Mike Hernandez

ATRS Staff Present

Mark White, Executive Director
Sarah Linam, -Deputy Director
Rod Graves, Deputy Director
Tammy Porter, Board Secretary
Curtis Carter, Chief Financial Officer
Braeden Duke, Software Support Analyst
Annemarie Berardi, Dir. Outreach/Engagement
Demetrios Gulley, Internatl Audit
Willie Kincade, Director of Operatios
Jennifer Liwo, General Counsel
Manju, Director, Information Systems
Jerry Meyer, Manager, Real Assets
Logan Penter, Staff Attorney*
Joe Sithong, Information Systems Coordinator*
Stephanie Lilly Palmer, Dir. Human Resources
Logan Penter, Staff Attorney*
Amber Sevilla, Assistant to Ex. Director
Joe Sithong, Information Systems Coordinator*
Whitney Sommers, Administrative Analyst
Leslie Ward, Manager, Private Equity
Misty Yant, Manager, Accounting/Reporting*

Guest Present

Donna Morey, ARTA
PJ Kelly, Aon Hewitt Consulting
Katie Comstock, Aon Hewitt Consulting*
Chae Hong, Aon Hewitt Consulting*
Cyril Espanol*
Douglas Appell*
Georgi Korovski*

***ZOOM**

I. **Call to Order/Roll Call.** Mr. Danny Knight, Chair, called the Board of Trustees meeting to order at 10:35 a.m. Roll call was taken. Ms. Susan Ford was absent.

II. **Motion to Excuse Absences.**

Mr. Stubblefield moved to excuse Ms. Ford and Dr. Hernandez from the April 7, 2025, meeting. Ms. Hamilton seconded the motion, and the Board unanimously approved the Motion.

III. **Adoption of Agenda.**

Mr. Martin moved for adoption of the Agenda. Ms. Bell seconded the motion, and the Board unanimously approved the motion.

IV. **Executive Summary.** The Executive Summary was provided for reference with no questions or expansions on the written summary.

V. **Approval of February 3, 2025, Minutes.**

Mr. Brady moved for approval of the Minutes of the Board of Trustees meeting of February 3, 2025. Mr. Lester seconded the motion, and the Board unanimously approved the motion.

VI. **Executive Director Report.** Director White provided with the Board with his Executive Director Report.

VII. **Legislative Audit Report – June 30, 2024.**

Mr. Martin moved for approval of the Legislative Audit Report – June 30, 2024. Ms. Griffin seconded the motion, and the Board unanimously approved the motion.

VIII. **GASB Report – June 30, 2024.**

Mr. Brady moved for approval of the GASB Report – June 30, 2024. Mr. Johnson seconded the motion, and the Board unanimously approved the motion.

IX. **Report of Member Interest Waived under A.C.A. Section 24-7-205.** None

X. **Report of Employer Penalties and Interest Waived Under A.C.A. Section 24-7-411.** Director White presented the employer interest and penalties waived

report. ATRS may also waive employer interest and penalties when reports or payments are late or have issues due to a new bookkeeper, inclement weather, sickness and other situations that justify a waiver. This was for information only. No action was taken.

XI. Manifest Injustice.

A. In Re: MI# 2025-001

Ms. Bell *moved to approve* the Manifest Injustice Committee Recommendation for MI# 2025-001. Mr. Bailey *seconded the motion*, and the Board *unanimously approved the motion*.

B. In Re: MI# 2025-004

Mr. Brady *moved to approve* the Manifest Injustice Committee Recommendation for MI# 2025-004. Mr. Martin *seconded the motion*, and the Board *unanimously approved the motion*.

XII. Audit Committee Report. Ms. Maggie Garrett, Audit Committee Chair

A. Executive Session – Evaluation of Kevin Chadwick, Internal Auditor.

Mr. Stubblefield *moved* for Board approval of Evaluation of Kevin Chadwick, Internal Audit, and the Board *unanimously approved the motion*.

XIII. Investment Committee Report. Arthur “Chip” Martin, Investment Chair

A. Arkansas Related and Investment Update.

1. List of Fund Closings. The report was provided for reference with no questions or ~~explanations~~ expansions on the written summary.

2. Board Policies Report. The report was provided for reference with no questions or ~~explanations~~ expansions on the written summary.

3. Arkansas Related Update. Mr. Leslie Lane and Sam Walls of Arkansas Capital Corporation gave the Committee a report on Highland Pellets.

4. **Update to Board Policy 4 – Investment Policy.** Executive Director Mark White provided the Committee with a potential update to Board Policy 4 – Investment Policy for consideration with no action ~~taken~~requested at this meeting~~time~~.

B. General Investment Consultant Report *Aon Hewitt Investment Consulting*

1. **Preliminary Performance Report for Month Ending February 28, 2025.** PJ Kelly and Katie Comstock of Aon Hewitt Investment Consulting provided the Committee with a Preliminary Performance Report for ~~the M~~month ending February 28, 2025. ~~The report was for information purposes and no action was taken.~~

~~2. _____~~

C. Real Assets Consultant Report. *Aon Hewitt Investment Consulting*.

1. **Recommendation to approve for Board adoption Resolution 2025-14 authorizing an investment of up to \$100 million dollars in Ares Industrial Real Estate Fund, LP.**

a. **Resolution 2025-14.**

Mr. Martin *moved to approve* the Recommendation to approve for Board adoption Resolution 2025-14, authorizing an investment of up to \$100 million dollars in Ares Industrial Real Estate Fund, LP, and the Board *unanimously approved* the motion.

2. **Recommendation to approve for Board adoption Resolution 2025-15, authorizing an investment of up to \$100 million dollars in Carlyle Property Investors, LP.**

a. **Resolution 2025-15.**

Mr. Martin *moved to approve* the Recommendation to approve for Board adoption Resolution 2025-15, authorizing an investment of up to \$100 million dollars in Carlye Property Investors, LP, and the Board *unanimously approved* the motion.

3. **Recommendation to approve for Board adoption Resolution 2025-16 authorizing an additional investment of up to \$50 million dollars in AxInfra NA II, LP.**

- a. **Resolution 2025-16.**

Mr. Martin *moved to approve* the Recommendation to approve for Board adoption Resolution 2025-16, authorizing an additional investment of up to \$50 million dollars in AxInfra NA II, LP, and ~~t~~The Board *unanimously approved* the motion.

- 4, **Recommendation to approve for Board adoption Resolution 2025-17, authorizing an additional investment of up to \$50 million dollars in KKR Diversified Core Infrastructure Fund, LP.**

- a. **Resolution 2025-17.**

Mr. Martin *moved to approve* the Recommendation to approve for Board adoption Resolution 2025-17 authorizing an additional investment of up to \$50 million dollars in KKR Diversified Core Infrastructure Fund, LP, and the Board *unanimously approved* the motion.

D. Private Equity Consultant Report. *Franklin Park*

1. **Recommendation to approve for Board adoption Resolution 2025-18 authorizing an investment of up to €40 million euros (approximately the equivalent of \$43 million dollars) in MML Capital Partnership VIII, SCSp with Imminent Need.**

- a. **Resolution 2025-18**

Mr. Martin *moved to approve* the Recommendation to approve for Board adoption Resolution 2025-18 authorizing an investment of up to €40 million euros (approximately the equivalent of \$43 million dollars) in MML Capital Partnership VIII, SCSp with

Imminent Need, and the Board *unanimously approved* the motion.

2. **Recommendation to approve for Board adoption Resolution 2025-19, authorizing an additional investment of up to \$40 million dollars in Franklin Park Venture Capital Fund XV, LP., with **Imminent Need**.**

- a. **Resolution 2025-19**

Mr. Martin *moved to approve* the Recommendation to approve for Board adoption Resolution 2025-19 authorizing an additional investment of up to \$40 million dollars in Franklin Park Venture Capital Fund XV, LP., with **Imminent Need, and the Board *unanimously approved* the motion.**

3. **Recommendation to approve for Board adoption Resolution 2025-20, authorizing an additional investment of up to \$40 million dollars in Franklin Park Venture Capital Opportunity Fund II, LP., with Imminent Need.**

- a. **Resolution 2025-20**

Mr. Martin *moved to approve* the Recommendation to approve for Board adoption Resolution 2025-20 authorizing an additional investment of up to \$40 million dollars in Franklin Park Venture Capital Opportunity Fund II, LP., with Imminent Need, and the Board *unanimously approved* the motion.

XIV. Operations Committee Report. *Mr. Bobby Lester, Chair*

- A. **Open Forum for potential Rule or Law Changes by Committee Members and Board Members in Attendance.**

1. Open Forum. None.

B. ATRS 2025 Legislative Package. Ex. Director White gave an update on the ATRS 2025 Legislative Package.

C. Update to ATRS Board Policy 4 – Investment Policy. Ex. Director White gave an update on ATRS Board Policy 4 – Investment Policy. ▸

XV. Staff Reports.

A. Medical Committee Report. Mr. Kincade reported that a total of Three (3) Disability Retirement Applications were approved.

Mr. Lester moved to approve the Medical Committee Report. Ms. Bell seconded the motion and the Board unanimously approved the Motion.

XVI. Securities Litigation Update. Executive Director White gave the Board an update on the Securities Litigation.

XVII. Executive Session to Discuss Executive Director’s Performance Evaluation.

Mr. Martin *moved to convene* the Board of Trustees into Executive Session. Ms. Bell *seconded the motion* and the Board *unanimously approved the motion*.

Mr. Knight, Chair, called the Executive Session of the Board of Trustees to order at 10:57 a.m.

Mr. Knight, Chair, reconvened the Board of Trustees meeting at 11:03 a.m.

The members of the Board of Trustees have discussed the performance of Mr. White as Executive Director and the average rating received by him on the performance measures. The average rating was calculated using forms provided from each of the Board members to Ms. Stephanie Lilly-Palmer. The Chair would entertain a motion to accept the evaluation of the Executive Director and submit it to the Office of Personnel Management for processing.

Mr. Bailey *moved to accept* the recommendation of the Board on the evaluation of the Executive Director and be submitted to the Office of Personnel Management for processing. Mr. Brady *seconded the motion*, and the Board *unanimously approved the motion*.

XVIII. Resignation of Mr. Shawn Higginbotham. Mr. Higginbotham presented his resignation to the Board effective June 30, 2025.

XIX. Fulfillment of Vacancy pursuant to A.C.A. 24-7-302(b)(d).

Mr. Stubblefield *moved* for Appointment for Position #6 – Administrator Trustee, for ATRS staff to advertise a vacancy for Position #6, and to accept applications and bring applications to the June meeting for appointment. Ms. Bell *seconded the motion* and the Board *unanimously approved the motion*.

XX. Other Business. None.

XXI. Adjourn

Mr. Martin *moved to adjourn* the Board meeting. Ms. Hamilton *seconded the motion* and the Board *unanimously approved the motion*.

Meeting adjourned at 11:09 a.m.

Mr. Mark White
Executive Director

Mr. Danny Knight, Chair
Board of Trustees

Tammy Porter,
Recorder

Date Approved