



**COMMONWEALTH OF PENNSYLVANIA
PUBLIC SCHOOL EMPLOYEES' RETIREMENT BOARD
DELEGATION RESOLUTION**

The Pennsylvania Public School Employees' Retirement System (PSERS) Board delegates to the Executive Director (ED) the authority to act finally with respect to all matters outlined below.

The ED's actions under this delegation shall be conducted in compliance with applicable laws, regulations, statutes, directives and policies, resolutions of the Board, and in conformance with the Board Governance manual.

GENERAL

1. Conduct and oversee the implementation of the Board's policies, programs, strategic plan, and enterprise objectives and initiatives within the resources and fiscal limits set by the Board.
2. Conduct, approve, and oversee the administration and management of all functions within PSERS, including without limitation all actuarial, audit, financial, investment, and legal functions, with independence and in conformance with professional standards and the direction of the Board.
3. Conduct, approve, and oversee the administration and Business Continuity of all units and functions within PSERS and the operation of PSERS' headquarters' facility and Regional Offices, including provision for sufficient information technology, facilities, and equipment to support PSERS business and operational needs, operating within the resources, delegations of authority, and fiscal limits set by the Board.
4. Approve building, tenant, and owner improvements that were not anticipated during the annual budgeting process as deemed necessary by the ED.
5. Except where the Board has required the ED to act personally, delegate to staff, as appropriate in the ED's judgment, any authority delegated to the ED under this delegation. To the extent the ED has delegated authority to act finally, such final authority may be further delegated.
6. Routinely report to the Board significant action the ED has taken under this delegation of authority.

STAFF RESOURCES AND ORGANIZATIONAL STRUCTURE

7. Approve the internal organizational structure of PSERS in a manner that is consistent with this delegation of authority and applicable Board policy.
8. Approve personnel decisions, including hiring, disciplining, and terminating, for all employees except the Chief Investment Officer (CIO) and Chief Counsel (CC), who report to the Board; and the Chief Audit Officer (CAO), who reports to the Audit, Compliance and Risk Committee. The Board and the ED share responsibility for hiring, evaluating, and terminating the CIO, CC, and CAO.

ADDITIONAL SPECIFIC AUTHORITY

9. Consistent with applicable Commonwealth procurement code and policies, approve the procurement of services from all contractors, vendors, consultants, and advisors, except that the Board reserves the authority to approve the procurement of services for the following:
 - The Board's independent auditor (Audit, Compliance and Risk Committee)
 - The Board's consultants directly impacting member and employer services (Benefits and Appeals Committee)
 - The Board's independent actuary (Finance and Actuarial Committee)
 - The Board's Defined Contribution Plan consultant (Defined Contribution Committee)

- The Board's Defined Contribution Plan Third-Party Administrator (Defined Contribution Committee)
 - The Board's outside fiduciary counsel (G&A Committee)
 - The Board's self-assessment consultant (G&A Committee)
 - Executive search firm(s), when the search is for the ED, CIO, CC, or CAO (G&A Committee)
 - The Board's executive compensation consultant(s) (G&A Committee)
 - The Board's health plan third-party administrators (Health Care Committee)
 - The Board's health plan consultant (Health Care Committee)
 - The Board's defined benefit investment consultants (Investment Committee)
 - The Board's outside counsel, as may be required (Board)
10. Oversee agency contract negotiation, management and termination, consistent with Commonwealth procurement policy.
 11. Oversee preparation of actuarial valuations and employer contribution rates for school employers, consistent with Board policy and as directed by the Finance and Actuarial Committee.
 12. Approve the initiation and settlement of litigation, including administrative appeals and adjudicatory matters, except that the Board retains the authority to approve the initiation and settlement of litigation involving material sums, securities litigation class actions, or other litigation having a substantial impact on the strategic goals or program operations of PSERS.

ADDITIONAL AUTHORITY

13. Oversee the administration and investment of the retirement fund, consistent with and except as otherwise delegated within Board policy, including the Board's adopted Investment Policy Statement.
14. Represent PSERS and communicate its policies and positions before outside parties and organizations (including without limitation the media, other governmental entities and officials, employer and employee organizations, and contractors).

EMERGENCY SITUATIONS

15. In emergency situations, the ED shall have the authority to act on matters not expressly within this delegation, provided that:
 - The action is, in the ED's reasonable judgment, necessary to protect the System, its employees, its data and systems, the Fund, or other System assets from substantial loss or significant harm that is reasonably likely to occur if action is delayed for the scheduling of an emergency meeting of the Board or its committees; **and**
 - The ED consults with, at minimum, the Board Chair, Vice Chair, Chair of the Governance and Administration Committee, and Chair of the Audit, Compliance, and Risk Committee, before taking action; **and**
 - The ED promptly reports to the Board the emergency action taken, and the reasons why the ED determined action was immediately necessary.

This delegation is effective immediately upon adoption by Resolution of the Board. The delegations to the ED shall be reviewed, at minimum, every three (3) years consistent with the Governance and Administration Committee Charter.