

**PENSION BENEFITS COUNCIL  
BOARD MEETING MINUTES  
May 12, 2023**

**I. CALL TO ORDER**

- A. Location: Bennazar, García & Milián C.S.P. & videoconference
- B. Time: The meeting began at 10:11 am

**II. ATTENDANCE**

<b>PENSION BENEFITS COUNCIL MEMBER</b>	<b>ATTENDANCE</b>
<b>Financial Oversight and Management Board for Puerto Rico</b>	
Mr. Jason Fichtner	Present (Videoconference)
<b>Official Committee of Retirees of the Commonwealth of Puerto Rico</b>	
Mrs. Carmen H. Núñez Rodríguez	Present
Mrs. Blanca E. Paniagua Adorno	Present
Mr. Juan Ortiz Curet	Present (Videoconference)
Mrs. Wanda G. Santiago López	Present (Videoconference)
Carlos A. Cabán García, Esq.	Present
<b>American Federation of State, County and Municipal Employees</b>	
Vacant	N/A
Mrs. Sandra Pacheco Santiago	Absent
<b>Commonwealth of Puerto Rico</b>	
Rita González, Esq. in representation of  Omar Marrero Díaz	Present (Videoconference)
<b>Guests:</b> Héctor Mayol and Francisco del Castillo from Bennazar, García & Milián C.S.P.	

### III. AGENDA

#### A. Quorum:

1. Wanda Santiago, Secretary, certified the quorum with the attendance of seven members of the Pension Benefits Council.

#### B. Reading and Approval of the Previous Minutes:

1. The Pension Benefits Council approved the minutes of the meeting of April 19, 2023.

#### C. Discussion of the Arbitration Regulations:

1. Francisco del Castillo explained that it is necessary to approve an arbitration regulation because under the Guidelines the appeals of the election process must be resolved through arbitration. In addition, the Bylaws also established an arbitration procedure in cases of removal of members of the Pension Benefits Council and any other regulation that may be approved in the future that requires arbitration.
2. The draft of the Arbitration Regulations was previously circulated to the members of the Pension Benefits Council and was discussed article by article by Francisco del Castillo and the members asked questions about the document.
3. The Pension Benefits Council unanimously approved the Arbitration Regulations.

#### D. Discussion of the Bylaws:

1. The draft of the Bylaws was previously circulated to the members of the Pension Benefits Council. During the meeting, the draft of the Bylaws with the latest changes recommended by Rita González and Jason Fichtner was presented on the screen and the document was discussed article by article by Francisco del Castillo.
2. The Pension Benefits Council unanimously approved (with seven votes) the Bylaws with the votes in favor of Rita González, representative of the Governor of Puerto Rico, and Jason Fichtner, representative of the Financial Oversight and Administration Board for Puerto Rico, in compliance with Section 3.1 of the Guidelines. The Pension Benefits Council approved the Bylaws with the following amendments, to read as follows:

- i. Article 2.1, letter D: miscellaneous changes.

“D. Day: It will be understood that it is calendar unless it is provided in the Bylaws as business day. In the case of calendar days,

if the last day falls on a Saturday, Sunday or a legal holiday, the term will be extended until the next business day.

ii. Section 3.5.3: miscellaneous changes.

Section 3.5.3: Just Cause for removal – It shall be understood that there is just cause to remove a Member of the Benefits Council when her or she incurs in the violation of one or more of the subsections established below:

A. ...

...

E. Carry out any act that prevents the application of the Guidelines, Deed of Trust or these Bylaws.

...

H. Make unauthorized expressions that affect the good name of the Benefits Council.

...”

iii. Section 3.5.4: miscellaneous changes.

“Section 3.5.4: Removal procedure – When a sworn written complaint is received alleging that a Member incurred in violations of the Guidelines, Bylaws or Code of Conduct, which may lead to disciplinary action, the President or the Benefits Council may refer the complaint to a Disciplinary Committee, that will be appointed by the President or the Benefits Council.

...”

iv. Article 4.2: Modified the table under “Bylaws” to include an additional line under Section 4.9.5.

<b>Bylaws</b>	<b>Votes Required</b>
Section 3.6.2 – Vacancies of elected Members	Vote of the majority of the Members (5 votes with 9 Members).
...	...
“Section 4.9.5: Removal of Members from Executive Positions”	“2/3 of all its Members (6 votes with 9 Members)”
...	...

v. Section 4.4.2: miscellaneous changes.

“Section 4.4.2: Manner to Schedule and Preside the Meetings - The meetings of the Benefits Council will be scheduled by the President and if not available, by the Vice President, and if not available, by the Secretary. The Member appointed by the Governor of Puerto Rico or the one appointed by the Financial Supervision and Administration Board for Puerto Rico may also call meetings of the Pension Benefits Council. In addition, a meeting of the Benefits Council can be called by agreement of the majority of its Members. The Benefits Council will meet at least every three months.

The meetings of the Benefits Council shall be chaired by the President and if he is not present, by the Vice President, in his absence by the Secretary, and if the positions are vacant, by a provisional president designated by the majority of the Members. If the Secretary is not present, any Member shall be appointed to act as recording secretary.”

vi. Section 5.5.1: Miscellaneous Changes

“Section 5.1.1: Duty to Inform: If any matter under consideration by the Benefits Council constitutes, for one or more Members, an actual or potential Conflict of Interest, said Member must: (i) inform the Benefits Council, (ii) refrain from vote or intervening on the matter under consideration and (iii) be excused from that part of the meeting.”

vii. Article 6.10.2: Corrected the English version to read the same as the Spanish version.

viii. Article 8.8: Validity: it was established that the Bylaws would enter into force on July 1, 2023.

“Article 9.8: Validity – These Bylaws will come into force on June 1st, 2023. Article 4.10 will have retroactive effect to April 6, 2022.”

ix. Chapter IX entitled "Certification": to read that the Bylaws were approved with the votes of the representatives of the Governor of Puerto Rico and the Financial Oversight and Administration Board for Puerto Rico.

“I, Carmen Núñez Rodríguez, President and I, Wanda Santiago López, Secretary, of the Benefits Council, certify that this document is a true and exact copy of the Bylaws approved by the Benefits Council during the regular meeting of May 12, 2023. The Bylaws were approved with seven votes in favor, of which two were from the representatives of the Governor of Puerto Rico and the Financial

