



## **Texas Municipal Retirement System Charter for the Board's Investment Committee**

This charter has been created and adopted by resolution of the Board of Trustees ("Board") of the Texas Municipal Retirement System ("System" or "TMRS").

### **I. Purpose and Authority**

- A. *Purpose.* The primary purpose of the Board's Investment Committee ("Investment Committee" or "Committee") is to advise and assist the Board in fulfilling its fiduciary oversight responsibilities with respect to the investment of TMRS assets.
- B. *Authority.* The Committee is an advisory committee to the Board and does not have delegated authority to act on behalf of the Board unless, and then only to the extent, expressly stated in this Charter.

### **II. Composition**

In accordance with the TMRS Bylaws, including Chapter 3 – Committees, the Committee's structure will be as follows:

- A. *Members.* The Committee will be composed of all six (6) members of the Board.
- B. *Terms.*
  - i. The Board Chair will appoint the Committee Chair.
  - ii. Members of the Committee will serve one-year terms, unless otherwise provided by Board resolution, but may be reappointed.
  - iii. The Board will review the composition of the Committee each December and will make appointments or reappointments to be effective in January.
  - iv. The Board Chair will fill any vacancies, as needed, with Board approval at its next meeting.
  - v. Interim appointments are permitted to serve immediately, pending Board approval.
- C. *Resources.*
  - i. The following Resource Team of TMRS staff ("Staff") may attend and participate in Committee Meetings:
    - a. the Executive Director;
    - b. the Chief Investment Officer and/or Deputy Chief Investment Officer, as needed;
    - c. as needed, the Deputy Executive Director, Chief Legal Officer, Chief Compliance Officer, and/or other members of TMRS' investment staff or investment attorneys.

- ii. The Committee Chair will appoint a member of the TMRS staff, which may be the same as or different from one of the Staff as defined in clause (i) above, to serve as Secretary to the Committee.
- iii. The Committee may retain special accounting, compensation, legal, or other consultants or experts and/or utilize the services of any other TMRS staff or TMRS consultants as it considers necessary or desirable in the performance of its duties; provided, however, that the retention of any external consultants or experts will be subject to the availability of funds in the TMRS budget to pay for such services.

### **III. Meetings**

- A. It is anticipated that the Committee will meet quarterly, but the Committee shall have the authority to convene additional or fewer meetings, as circumstances require. Any Committee member or the Executive Director may call a meeting. A quorum of the Committee shall consist of four members. Concurrence of four members is required to adopt recommendations to the Board or take other Committee action.
- B. Subject to applicable requirements of the Texas Open Meetings Act (“TOMA”), if any, the Committee may hold meetings in person or by telephone or video conference call. It is the intent of the Board that this Committee is an advisory committee to the Board.
- C. The Committee Chair and Staff will develop the meeting agendas. Meeting agendas will be provided in advance to Committee members and the Resource Team, along with appropriate briefing materials, if any.
- D. The Committee will report on its activities to the Board through the Committee minutes and special presentations as deemed necessary or desirable by the Committee members. Members of the Resource Team may also provide more frequent updates, including email updates, to the Board on Committee activities.
- E. The Executive Director may make a request to the Committee Chair to meet in “closed session” with the Committee (i.e., with Committee members only) if there are significant matters that need to be addressed involving the office of the Director of Finance, the office of the Director of Human Resources, or any other part of the organization.
- F. The Committee may invite additional members of TMRS staff, experts, consultants and/or others to attend meetings (including “closed session” meetings) and provide pertinent information, as deemed necessary or desirable by the Committee members.

### **IV. Responsibilities and Duties**

The Committee will take all actions as is necessary to fulfill its Purpose as described in Section I, including:

- A. Receive and review detailed investment reporting, and

- B. Discuss with staff and investment consultants topics including but not limited to market trends, risk exposures, performance attribution, and strategy changes.

**V. Charter Review and History**

This Charter will be reviewed at least every four years.

The Board adopted this Charter for the Investment Committee on December 11, 2025.

Modifications/changes to this Charter are as follows:

Dates: