

**Executive Session of the Retiree Health Care Trust
Board of Trustees**

55 W. Monroe Street
Suite 1950
Chicago, IL 60603

May 28, 2015

Approved Meeting Minutes

An executive session of a regular meeting of the Board of Trustees of the CTA Retiree Health Care Trust was held on May 28, 2015 at One North Franklin Street, 27th Floor.

The following Trustees were present:

Chris Kasmer, Chair
Joseph Burke
Lisa Walik as an alternate for Omar Brown
Kenneth Franklin
Tommy Sams
Paul Sidrys
Patricia Thomas-Miller, as an alternate for Joan Coogan

The Executive Director was present. Mike Virgil of BWMS was present as General Counsel for the Retirement Plan. Justin Lannoye of Dowd, Bloch, Bennet and & Cervone appeared on behalf of the ATU Local 241-appointed Trustee. Appearing on behalf of the ATU Local 308 appointed Trustee was Joseph Burns of Jacobs, Burns, Orlove and Hernandez. Appearing on behalf of the Regional Transit Authority-appointed Trustee was Daniel Salemi of Franczek Radelet, PC. James Daley of Jackson Lewis P.C. appeared on behalf of the CTA-appointed Trustees.

Mr. Kasmer indicated that, at the Joint, Special Board meeting they had asked Mr. Kallianis to come back to the Boards with a succession Plan and also mentioned that the Boards would have to make a decision about whether or not to hire an in-house counsel.

Mr. Kallianis provided a brief update on a succession plan. He indicated that, if something were to happen to him in the short term, he would recommend that Ms. Trejo be primarily relied upon by the Trustees for administration of the Plans, working with Mr. Means. Mr. Kallianis also indicated that, in the near term, he would like to hire an Assistant Executive Director with a benefit and financial background who would work primarily in the benefit area for a while. This person would transition with Mr. Means for a short time and then take over benefits administration and Mr. Means would transition to another role for a short time until he left the Plan. Mr. Sams asked Mr. Kallianis if he saw the Assistant Director position as replacing the Deputy Executive Director position and Mr. Kallianis indicated that he did see the Assistant Director Position replacing the Deputy Executive Director position and that the Deputy position

would be reclassified for a short time.

Mr. Kasmer asked Mr. Kallianis for his thoughts on having an in-house counsel versus an outside counsel. Mr. Kallianis indicated that he thought the in-house model worked well and it was beneficial to him to have someone in the office on a day to day basis.

Mr. Burke asked if it was Mr. Kallianis' thought that the General Counsel / Assistant Director position would be split into two positions. Mr. Kallianis indicated that he was recommending that the Assistant Director position would be separate from the General Counsel position and that, at some point in the future, the Boards could have three people to think of for long-term for succession – the General Counsel, the Assistant Director and the Finance Officer.

On motion by Mr. Franklin, seconded by Mr. Burke, the Board voted to return to open session.