

Corporate Governance

**2011
Annual Report**



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Ohio Public Employees Retirement System

Each year, the Ohio Public Employees Retirement System's ("OPERS" or "System") Corporate Governance Department undertakes significant initiatives to advance the OPERS' corporate governance program and provide value to the entire organization.

Corporate Governance staff implemented the 2011 Goals and Measures discussed with the OPERS Board Proxy Policy and Corporate Governance Committee as a focus for the Department's 2011 strategies, activities and initiatives. OPERS' strategies for advancing the program revolved around:

- Conducting proxy voting activities
- Engaging in public company educational outreach
- Maximizing OPERS' membership in the Council of Institutional Investors
- Enhancing OPERS' reputation for corporate governance
- Monitoring emerging issues and proposed rules and releases from the U.S. Congress, Securities and Exchange Commission and other regulatory bodies
- Maintaining the OPERS Corporate Governance Policy ("Policy") and Proxy Voting Guidelines ("Guidelines") that mirror best practices
- Maintaining compliance with the Policy and Guidelines
- Communicating with internal and external stakeholders
- Providing value to all OPERS' members

Calendar year 2011 was a productive period for the OPERS' corporate governance team. The team actively voted OPERS' proxies and initiated educational outreach with OPERS' top U.S. equity holdings. The program representation was enhanced with OPERS' presence on the board of the Council of Institutional Investors. Communication with internal and external stakeholders about corporate governance best practices and proxy voting remained strong, including educational materials for retirees who own shares in public companies.

With the strategic guidance from the OPERS Board of Trustees, the OPERS' corporate governance team is well prepared to meet and hopefully exceed the goals set for 2012 as we strive to advance the program in a sometimes uncertain legislative and regulatory environment.

Respectfully,

Handwritten signature of Ken Thomas in black ink.

Ken Thomas
Board of Trustees Chair

Handwritten signature of Cinthia Sledz in black ink.

Cinthia Sledz
Board of Trustees Vice Chair;
Chair of Proxy Policy and
Corporate Governance Committee

Handwritten signature of Karen E. Carraher in black ink.

Karen E. Carraher
Executive Director

CORPORATE GOVERNANCE PHILOSOPHY ¹

As a long-term investor, OPERS strives to manage assets and risks in a prudent, timely and cost-effective manner within its investment objectives and legal authority. The corporate governance program seeks to protect and enhance the investment returns of OPERS' assets by effectively voting its proxies and responsibly participating in associated corporate governance activities. OPERS is a long-term investor in the U.S. and international equity markets and, as a fiduciary, OPERS exercises its shareowner rights solely in the economic interests of the System's participants and beneficiaries.

Major corporate governance failures have prompted new legislative and regulatory developments like the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, and amended listing standards at major U.S. exchanges. Effective corporate governance can foster a culture of corporate integrity, financial accountability, leadership and

long-term strategic goals of growth and profitability. Good corporate governance can significantly contribute to the long-term financial performance of a company. OPERS Corporate Governance Policy is intended to reflect these changes and to serve as a basis for guiding OPERS' proxy voting and supporting its corporate governance strategies.

CORPORATE GOVERNANCE OBJECTIVES ²

The objective of OPERS' corporate governance program is to enhance the long-term value of OPERS' investments by supporting and promoting:

- Activities that ensure management and boards of directors are acting in the best interest of shareowners and in ways that protect OPERS' assets;
- Corporate accountability, financial transparency and responsibility; and
- Governmental policies and regulations that are in the best interest of OPERS.

EFFECTIVE CORPORATE GOVERNANCE CAN FOSTER A CULTURE OF CORPORATE INTEGRITY, FINANCIAL ACCOUNTABILITY, LEADERSHIP AND LONG-TERM STRATEGIC GOALS OF GROWTH AND PROFITABILITY.

OPERS RECOGNIZES INVESTORS IN PUBLICALLY TRADED COMPANIES AS SHAREOWNERS.

¹ Ohio Public Employees Retirement System, Corporate Governance Policy Revised November 2011, IV. Philosophy

² Ohio Public Employees Retirement System, Corporate Governance Policy Revised November 2011, V. Objectives

OPERS considers the right to vote shares as a valuable asset to the fund and a fiduciary responsibility to be given due care. OPERS' staff members analyze issues and vote proxy ballot proposals that fully reflect and consider the economic best interests of the System's participants and beneficiaries.

For these reasons, proxy voting is a primary strategy of the OPERS' corporate governance program. OPERS casts proxy votes in accordance with the Proxy Voting Guidelines approved by the OPERS Board of Trustees and reviewed on an annual basis, and consistent with Chapter 145 of the Ohio Revised Code. The following tables and charts reflect OPERS' 2011 proxy voting highlights, trend analysis and statistics

HIGHLIGHTS FOR THE YEAR

VOTED
3,843

company meetings

VOTED
72,042

proposals on company ballots

SUPPORTED
142

majority vote for election of directors proposals, of which 45 were management proposals

VOTED
369

merger and acquisition proposals with 90.5 percent support for managements' position on the M&A

CAST
829

votes Against advisory votes on executive compensation (23.5 percent)

CAST
763

votes Against the ratification of auditors¹
(15.7 percent)

SUPPORTED
514

shareowner rights proposals

SUPPORTED
186

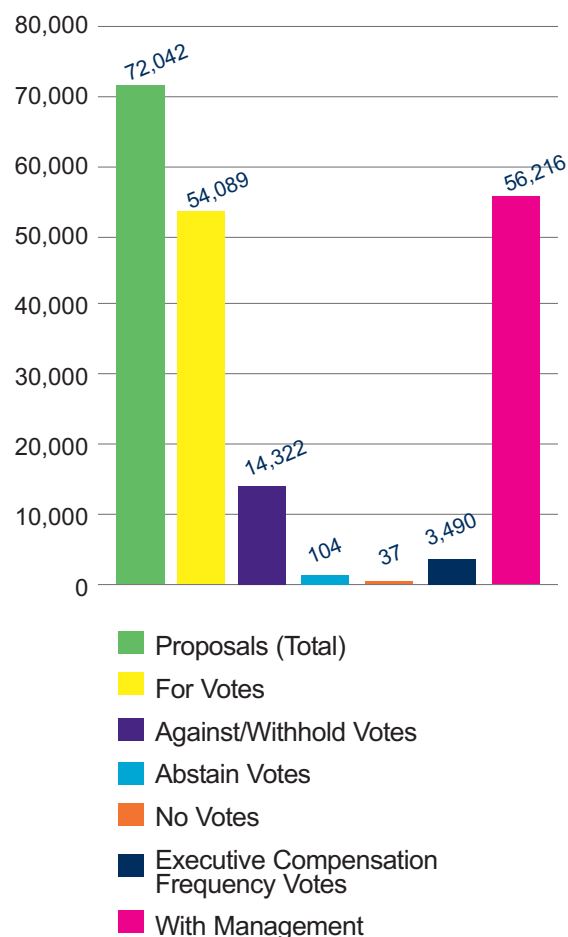
social responsibility proposals

Provided the OPERS Board with a monthly interesting votes memo, covering a company's proxy ballot proposals and the application of the Policy and Guidelines for the votes

CAST
78 percent

of OPERS' votes in support of management

2011 TREND ANALYSIS



¹ Includes ratification of auditor for U.S. proposals and appointment of auditor and appointment of auditor and authority to set fees for non-U.S. proposals.

Note: Proposals voted reflect the number of individual proposals at company meetings multiplied by the number of funds in which OPERS owned an equity stake.

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Proxy Voting

OPERS PROXY VOTE PERCENTAGES BY ISSUE – January 1 through December 31, 2011

Description	% For	% Against	% Abstain	% No Votes	% With Mgmt
Allocation of Profits/Dividends	93.9%	6.1%	0.0%	0.0%	93.9%
Bonus Dividend/Bonus Share Issue	93.8%	0.0%	0.0%	6.3%	100.0%
Financial Statements	96.1%	3.9%	0.0%	0.0%	96.1%
Stock Dividend/Dividend Reinvestment	100.0%	0.0%	0.0%	0.0%	100.0%
Appointment of Auditor	78.6%	21.4%	0.0%	0.0%	78.6%
Appointment of Auditor and Authority to Set Fees	67.3%	32.5%	0.2%	0.0%	67.3%
Authority to Set Auditor's Fees	63.5%	36.5%	0.0%	0.0%	63.5%
Number of Auditors	100.0%	0.0%	0.0%	0.0%	100.0%
Ratification of Auditor	88.2%	11.8%	0.0%	0.0%	88.0%
Ratification of Auditor's Acts	66.7%	33.3%	0.0%	0.0%	66.7%
Authorization of Board to Set Board Size	76.9%	23.1%	0.0%	0.0%	76.9%
Board Size	95.6%	4.4%	0.0%	0.0%	95.6%
Change in Board Size	72.7%	27.3%	0.0%	0.0%	72.7%
Election of Board Committee Members	79.5%	20.5%	0.0%	0.0%	79.5%
Election of Directors	78.1%	21.7%	0.2%	0.0%	78.1%
Election of Directors (Slate)	64.9%	35.1%	0.0%	0.0%	63.1%
Election of Shareholder Representatives	94.3%	5.7%	0.0%	0.0%	94.3%
Election of Statutory Auditors	68.7%	30.7%	0.7%	0.0%	68.8%
Election of Supervisory Board	78.7%	21.3%	0.0%	0.0%	78.7%
Misc. Management Proposal Regarding Board	88.0%	12.0%	0.0%	0.0%	89.7%
Number of Statutory Auditors	100.0%	0.0%	0.0%	0.0%	100.0%
Removal of Director(s)	37.5%	62.5%	0.0%	0.0%	25.0%
Removal/Resignation of Director	82.1%	17.9%	0.0%	0.0%	77.3%
Amendment to Authorized Common Stock	100.0%	0.0%	0.0%	0.0%	100.0%
Amendment to Authorized Preferred Stock	25.0%	75.0%	0.0%	0.0%	25.0%
Amendment to Dual Class Stock	100.0%	0.0%	0.0%	0.0%	100.0%
Authority to Issue Preferred Stock	50.0%	50.0%	0.0%	0.0%	50.0%
Authority to Repurchase Shares	93.7%	6.3%	0.0%	0.0%	93.7%
Cancellation of Authorized Stock	100.0%	0.0%	0.0%	0.0%	100.0%
Creation of New Share Class	100.0%	0.0%	0.0%	0.0%	100.0%
Decrease in Authorized Common Stock	100.0%	0.0%	0.0%	0.0%	100.0%
Elimination of Dual Class Stock	100.0%	0.0%	0.0%	0.0%	100.0%
Increase in Authorized Capital	69.6%	30.4%	0.0%	0.0%	69.6%
Increase in Authorized Common Stock	66.7%	33.3%	0.0%	0.0%	66.7%
Increase in/Authorization of Preferred Stock	8.3%	91.7%	0.0%	0.0%	8.3%
Issuance of Repurchased Shares	21.6%	78.4%	0.0%	0.0%	21.6%
Limit to Capital Increase	50.0%	50.0%	0.0%	0.0%	50.0%
Adoption of Classified Board	60.0%	40.0%	0.0%	0.0%	60.0%
Adoption of Majority Vote for Election of Directors	100.0%	0.0%	0.0%	0.0%	100.0%
Adoption of Poison Pill	50.0%	50.0%	0.0%	0.0%	50.0%
Adoption of Shareholder Rights' Plan	30.4%	69.6%	0.0%	0.0%	30.4%
Adoption of Supermajority Requirement	0.0%	100.0%	0.0%	0.0%	0.0%
Amendment to Poison Pill	0.0%	100.0%	0.0%	0.0%	0.0%
Amendment to Shareholder Rights' Plan	90.0%	10.0%	0.0%	0.0%	90.0%
Amendment to Supermajority Requirement	100.0%	0.0%	0.0%	0.0%	100.0%
Change in State of Incorporation	64.7%	35.3%	0.0%	0.0%	64.7%
Delisting	33.3%	66.7%	0.0%	0.0%	33.3%
Elimination of Cumulative Voting	100.0%	0.0%	0.0%	0.0%	100.0%
Elimination of Preemptive Rights	100.0%	0.0%	0.0%	0.0%	100.0%
Elimination of Supermajority Requirement	100.0%	0.0%	0.0%	0.0%	100.0%
Limitation of Right to Call a Special Meeting	54.5%	45.5%	0.0%	0.0%	54.5%
Misc. Proposal Regarding Anti-takeover Devices	0.0%	100.0%	0.0%	0.0%	0.0%
Reincorporation	100.0%	0.0%	0.0%	0.0%	100.0%
Repeal of Classified Board	100.0%	0.0%	0.0%	0.0%	100.0%
Repeal of Fair Price Provision	33.3%	66.7%	0.0%	0.0%	33.3%
Restoration of Right to Call a Special Meeting	100.0%	0.0%	0.0%	0.0%	100.0%
Restoration of Written Consent	100.0%	0.0%	0.0%	0.0%	100.0%
Waiving of Mandatory Takeover Requirement	88.0%	12.0%	0.0%	0.0%	88.0%
Amendment to Investment Advisory Agreement/Sub-Advisory Agreement	50.0%	50.0%	0.0%	0.0%	50.0%
Amendment to Investment Policy/Restrictions	100.0%	0.0%	0.0%	0.0%	100.0%
Adoption of Deferred Compensation Plan	100.0%	0.0%	0.0%	0.0%	100.0%

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OPERS PROXY VOTE PERCENTAGES BY ISSUE – January 1 through December 31, 2011

Description	% For	% Against	% Abstain	% No Votes	% With Mgmt
Adoption of Director Equity Compensation Plan	87.9%	12.1%	0.0%	0.0%	87.9%
Adoption of Employee Stock Purchase Plan	100.0%	0.0%	0.0%	0.0%	100.0%
Adoption of Equity Compensation Plan	72.8%	27.2%	0.0%	0.0%	72.8%
Advisory Vote on Executive Compensation	76.5%	23.5%	0.0%	0.0%	76.5%
Advisory Vote on Severance	90.3%	9.7%	0.0%	0.0%	90.3%
Amendment to Bonus/162(m) Plan	91.3%	8.7%	0.0%	0.0%	91.3%
Amendment to Director Equity Compensation Plan	79.6%	20.4%	0.0%	0.0%	79.6%
Amendment to Employee Stock Purchase Plan	98.2%	1.8%	0.0%	0.0%	98.2%
Amendment to Equity Compensation Plan	72.0%	28.0%	0.0%	0.0%	72.0%
Amendment to Restricted Stock Plan	96.3%	3.7%	0.0%	0.0%	96.3%
Amendment to Stock Option Plan	82.2%	17.8%	0.0%	0.0%	82.2%
Amendment to Stock Purchase Plan	97.7%	2.3%	0.0%	0.0%	97.7%
Approval of Employment Agreements	0.0%	100.0%	0.0%	0.0%	0.0%
Bonus	73.3%	26.7%	0.0%	0.0%	73.3%
Bonus/162(m) Plan	100.0%	0.0%	0.0%	0.0%	100.0%
Bonuses for Retiring Directors (Japan)	100.0%	0.0%	0.0%	0.0%	100.0%
Bonuses for Retiring Directors and Statutory Auditors (Japan)	29.2%	70.8%	0.0%	0.0%	29.2%
Bonuses for Retiring Statutory Auditors (Japan)	64.7%	35.3%	0.0%	0.0%	64.7%
Compensation Policy	71.7%	28.3%	0.0%	0.0%	71.7%
Directors' Fees	92.1%	7.9%	0.0%	0.0%	92.1%
Directors' Fees & Audit Fees	88.0%	12.0%	0.0%	0.0%	88.0%
Misc. Proposal Regarding Compensation	76.4%	23.6%	0.0%	0.0%	76.4%
Miscellaneous Proposal Regarding Executive Pay	100.0%	0.0%	0.0%	0.0%	100.0%
Option Exchange/Repricing	71.4%	28.6%	0.0%	0.0%	71.4%
Related Party Transactions	92.1%	7.9%	0.0%	0.0%	92.1%
Say When on Pay	0.0%	0.0%	0.0%	0.0%	65.5%
Statutory Auditors' Fees	79.5%	20.5%	0.0%	0.0%	79.5%
Stock Option Grants	65.7%	34.3%	0.0%	0.0%	65.7%
Stock Option Plan	71.3%	28.7%	0.0%	0.0%	71.5%
Stock Option Plan for Overseas Employees	100.0%	0.0%	0.0%	0.0%	100.0%
Stock Purchase Plan	94.6%	5.4%	0.0%	0.0%	96.4%
Supervisory Board/ Corp Assembly Fees	90.0%	10.0%	0.0%	0.0%	90.0%
Amendment to Borrowing Powers	100.0%	0.0%	0.0%	0.0%	100.0%
Amendment to Terms of Debt Instruments	60.0%	40.0%	0.0%	0.0%	60.0%
Approval of Borrowing	0.0%	100.0%	0.0%	0.0%	0.0%
Authority to Give Guarantees	95.2%	4.8%	0.0%	0.0%	95.2%
Conversion of Debt Instruments	100.0%	0.0%	0.0%	0.0%	100.0%
Conversion of Stock	100.0%	0.0%	0.0%	0.0%	100.0%
Issuance of Common Stock	91.7%	8.3%	0.0%	0.0%	91.7%
Issuance of Convertible Debt Instruments	93.9%	4.9%	0.0%	1.2%	95.1%
Issuance of Debt Instruments	97.7%	2.3%	0.0%	0.0%	97.7%
Issuance of Warrants	100.0%	0.0%	0.0%	0.0%	100.0%
Director & Officer Liability/Indemnification	50.0%	50.0%	0.0%	0.0%	50.0%
Indemnification of Directors/Officers	100.0%	0.0%	0.0%	0.0%	100.0%
Ratification of Board Acts - Legal	83.2%	16.8%	0.0%	0.0%	83.2%
Ratification of Management Acts - Legal	95.2%	4.8%	0.0%	0.0%	95.2%
Authority to Issue Shares w/ Preemptive Rights	94.4%	5.6%	0.0%	0.0%	94.4%
Authority to Issue Shares w/o Preemptive Rights	59.7%	40.3%	0.0%	0.0%	59.7%
Authority to Issue Stock w/ or w/out Preemptive Rights	83.9%	16.1%	0.0%	0.0%	83.9%
Issuance of Stock w/ or w/out Preemptive Rights	100.0%	0.0%	0.0%	0.0%	100.0%
Issuance of Stock w/ Preemptive Rights	94.8%	5.2%	0.0%	0.0%	94.8%
Issuance of Stock w/ Warrants	100.0%	0.0%	0.0%	0.0%	100.0%
Issuance of Stock w/out Preemptive Rights	85.7%	14.3%	0.0%	0.0%	85.7%
Issuance of Warrants w/ Preemptive Rights	100.0%	0.0%	0.0%	0.0%	100.0%
Issuance of Warrants w/o Preemptive Rights	66.7%	33.3%	0.0%	0.0%	66.7%
Amendment to Par Value	100.0%	0.0%	0.0%	0.0%	100.0%
Approval of Political Donation	100.0%	0.0%	0.0%	0.0%	100.0%
Authorization of Charitable Donations	100.0%	0.0%	0.0%	0.0%	100.0%
Authorization of Legal Formalities	100.0%	0.0%	0.0%	0.0%	100.0%
Misc. Management Proposal	89.5%	10.5%	0.0%	0.0%	90.5%
Misc. Proposal	100.0%	0.0%	0.0%	0.0%	100.0%
Misc. Proposal Regarding Capital	81.9%	18.1%	0.0%	0.0%	81.9%
Reduction in Share Premium Account	100.0%	0.0%	0.0%	0.0%	100.0%
Reverse Stock Split	100.0%	0.0%	0.0%	0.0%	100.0%

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OPERS PROXY VOTE PERCENTAGES BY ISSUE – January 1 through December 31, 2011

Proxy Voting

Description	% For	% Against	% Abstain	% No Votes	% With Mgmt
Reverse Stock Split Followed by a Forward Stock Split	100.0%	0.0%	0.0%	0.0%	100.0%
Right to Adjourn Meeting	97.5%	2.5%	0.0%	0.0%	97.5%
Routine Meeting Item	96.1%	3.1%	0.5%	0.3%	96.8%
Stock Split	100.0%	0.0%	0.0%	0.0%	100.0%
Transact Other Business	1.9%	96.6%	1.4%	0.0%	1.9%
Transaction of Other Business	0.0%	100.0%	0.0%	0.0%	0.0%
Use/Transfer of Reserves	100.0%	0.0%	0.0%	0.0%	100.0%
Comment	100.0%	0.0%	0.0%	0.0%	0.0%
Declaration of Material Interest	0.0%	100.0%	0.0%	0.0%	0.0%
Miscellaneous - Resident Status	20.0%	20.0%	60.0%	0.0%	20.0%
OTHER	31.3%	4.2%	0.0%	64.6%	0.0%
Adoption of New Articles	96.0%	4.0%	0.0%	0.0%	96.0%
Amend Articles, Constitution, Bylaws - Bundled	84.7%	15.3%	0.0%	0.0%	84.7%
Amendments to Articles (Technical)	98.2%	1.8%	0.0%	0.0%	98.2%
Amendments to Articles - Change in Company Name (INACTIVE)	100.0%	0.0%	0.0%	0.0%	100.0%
Amendments to Articles, Constitution, Bylaws	69.4%	30.6%	0.0%	0.0%	69.5%
Amendments to Charter/Bylaw - Bundled	84.2%	15.8%	0.0%	0.0%	78.9%
Company Name Change	100.0%	0.0%	0.0%	0.0%	100.0%
Misc. Article Amendments	75.4%	24.6%	0.0%	0.0%	73.7%
Technical Amendments to Charter/Bylaw	100.0%	0.0%	0.0%	0.0%	100.0%
SHP Re: Adoption & of Disclosure Business Ethics & Conduct	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Board Composition	30.0%	70.0%	0.0%	0.0%	70.0%
SHP Re: Board Independence	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Director Training	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Election of Dissident Board Member(s)	0.0%	100.0%	0.0%	0.0%	88.9%
SHP Re: Independent Board Chairman/Separation of Chair & CEO	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Key Committee Independence	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Limit on Board Memberships	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Misc. Board Issue	0.0%	100.0%	0.0%	0.0%	85.7%
SHP Re: Nominating a Lead Director	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Removal of Director(s)	25.0%	75.0%	0.0%	0.0%	100.0%
SHP Re: Trained/Qualified Directors on Envir/Health/Safety/Audit/Comp	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Advisory Vote on Compensation Report (Say on Pay)	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Recoupment of Unearned Bonuses (Clawback)	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Advisory Vote on Compensation (Say on Pay)	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Allowing Shareholders to Vote on [Some Aspect] of Compensation	60.0%	40.0%	0.0%	0.0%	40.0%
SHP Re: Disclosure of Executive Compensation	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Golden Parachutes	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Linking Executive Pay to Social Criteria	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Misc. Compensation	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Opposition to/Change in Executive Compensation	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Performance-Based Equity Compensation	25.0%	75.0%	0.0%	0.0%	75.0%
SHP Re: Report on Ratio Between CEO and Employee Pay	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Restricting Director Compensation	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Restricting Executive Compensation	15.9%	84.1%	0.0%	0.0%	84.1%
SHP Re: Bioengineering / Nanotechnology Safety	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Company Product Responsibility	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Formation of Environmental/Social Committee of the Board	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Misc. Energy/Environmental Issues	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Misc. Environmental Issue	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Oil&Gas Transparency Initiative	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Phase out of Nuclear Power	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Report on Environmental Performance	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Report on Power Plant Construction	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Report/Action on Climate Change	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Reporting and Reducing Greenhouse Gas Emissions	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Review Energy Efficiency & Renewables	10.0%	90.0%	0.0%	0.0%	90.0%
SHP Re: Sustainability Report	18.4%	81.6%	0.0%	0.0%	81.6%
SHP Re: Adopting Sexual Orientation Anti-Bias Policy	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Improving Labor Practices	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Indep Verification of Contractors' Compliance w/Labor/Human Rights	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Monitoring/Adopting ILO Conventions	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Report on EEO	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Reporting on Compliance w/Int'l Human Rights Stds	8.3%	91.7%	0.0%	0.0%	91.7%
SHP Re: Review of Global Labor Practices	100.0%	0.0%	0.0%	0.0%	0.0%

2011 Corporate Governance Annual Report

Proxy Voting

OPERS PROXY VOTE PERCENTAGES BY ISSUE – January 1 through December 31, 2011

Description	% For	% Against	% Abstain	% No Votes	% With Mgmt
SHP Re: Reviewing Operations in Burma/The Sudan	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Misc. Issues	26.6%	73.4%	0.0%	0.0%	71.2%
SHP Re: Amendments to Company Goals/Purpose	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Misc. Restructuring Issue	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Approval of Confidential Voting	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Cumulative Voting	40.5%	59.5%	0.0%	0.0%	59.5%
SHP Re: Eliminating Supermajority Provisions	100.0%	0.0%	0.0%	0.0%	7.3%
SHP Re: Facilitation of Shareholder Proposals	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Improving in Disclosure	50.0%	50.0%	0.0%	0.0%	50.0%
SHP Re: Increase in Dividend/Redistribution of Profits	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Majority Vote for Election of Directors	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Misc. Board/Shareholder Rights Issue	62.5%	37.5%	0.0%	0.0%	37.5%
SHP Re: Misc. Meeting/Voting Issue	20.0%	80.0%	0.0%	0.0%	100.0%
SHP Re: Redemption of / Shareholder Vote on Poison Pills	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Reincorporation	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Removal of Directors	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Right to Act by Written Consent	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Right to Call a Special Meeting	70.1%	29.9%	0.0%	0.0%	29.9%
SHP Re: the Declassification of the Board	100.0%	0.0%	0.0%	0.0%	0.0%
SHP Re: Affirmation of Political Nonpartisanship	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Animal Welfare	5.0%	95.0%	0.0%	0.0%	95.0%
SHP Re: Disclosure of Prior Government Service	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Drug Pricing/Distribution	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Limiting or Ending Political Spending	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Misc. Social Issue	0.0%	100.0%	0.0%	0.0%	100.0%
SHP Re: Reviewing Political Spending or Lobbying	41.0%	59.0%	0.0%	0.0%	59.0%
SHP Re: Tobacco/Alcohol	0.0%	100.0%	0.0%	0.0%	100.0%
Authority to Trade in Company Stock	87.5%	12.5%	0.0%	0.0%	87.5%
Share Repurchase	100.0%	0.0%	0.0%	0.0%	100.0%
Corporate Action (Conversion Rights)	50.0%	50.0%	0.0%	0.0%	100.0%
Divestiture/Spin-off	93.4%	6.6%	0.0%	0.0%	93.4%
Intra-company Contracts/Control Agreements	93.0%	7.0%	0.0%	0.0%	93.0%
Joint Venture/Strategic Alliance	100.0%	0.0%	0.0%	0.0%	100.0%
Liquidation	100.0%	0.0%	0.0%	0.0%	100.0%
Merger/Acquisition	90.0%	10.0%	0.0%	0.0%	90.5%
Misc. Proposal Regarding Restructuring	87.1%	12.9%	0.0%	0.0%	93.1%
Property Purchase	100.0%	0.0%	0.0%	0.0%	100.0%
Property Sale	83.3%	16.7%	0.0%	0.0%	83.3%
Recapitalization	100.0%	0.0%	0.0%	0.0%	100.0%
Restructuring/Capitalization	85.2%	14.8%	0.0%	0.0%	85.2%
Restructuring/Reorganization	100.0%	0.0%	0.0%	0.0%	100.0%
Sale of Assets	100.0%	0.0%	0.0%	0.0%	100.0%
Spin-off	100.0%	0.0%	0.0%	0.0%	100.0%
Totals	75.1%	19.9%	0.1%	0.1%	78.0%

Against includes withhold votes.

Shareowner Proposals are noted as SHP.

No Vote - "Take No Action" votes or Share Blocking. In certain markets, in order to be able to vote shares, OPERS must block shares from being traded. The blocking varies by country, but it serves to limit OPERS' managers from trading flexibility.

Statistics provided by Glass Lewis & Co.

Proxy Voting

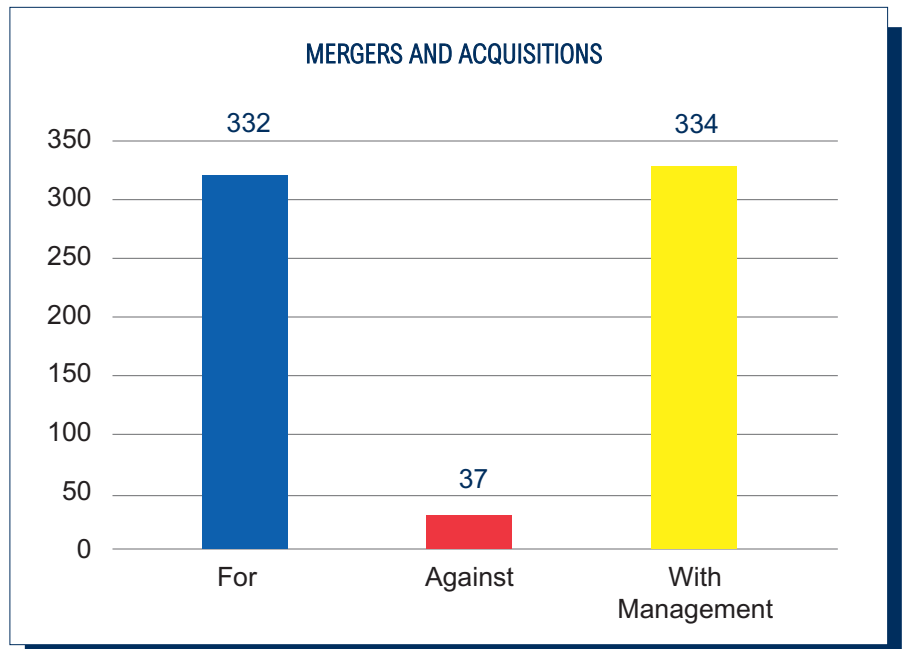
MERGERS AND ACQUISITIONS

OPERS voted 369 merger and acquisition proposals during 2011, and voted For the proposals 90 percent of the time and with management's recommendations 90.5 percent of the time. In accordance with OPERS Proxy Voting Guidelines, proxy issues related to mergers and acquisitions are reviewed by staff to determine the recommendations and proposals presented by company boards and OPERS' proxy-voting research provider. A weekly report is prepared and distributed to allow Corporate Governance and Investment staff to collaborate on merger and acquisition voting decisions.

Absent special considerations, such as high profile or OPERS-specific issues, OPERS generally votes For the proposal when the company or companies and OPERS' proxy-voting research provider both recommend the merger or acquisition. When the recommendations are not consistent, staff may consider industry insights and other appropriate resources to determine a voting decision that is the best interest of shareowners and in a way that protects OPERS' assets.

During the year, OPERS voted Against mergers and acquisitions due to:

- The analysis indicated the cost of the merger or acquisition would exceed the long-term value for shareowners
- The company did not provide sufficient information to conduct a complete analysis
- There was a lack of an independent process
- There was an or appeared to be an undue influence by a controlling shareowner
- There was a more lucrative legitimate alternative available.



Note: Proposals voted reflect the number of individual proposals at company meetings multiplied by the number of funds in which OPERS owned an equity stake.

EXECUTIVE COMPENSATION PROPOSALS

The U.S. Securities and Exchange Commission ("SEC" or "Commission") adopted new rules for executive compensation/"say-on-pay."

According to the rules, say-on-pay votes at public companies must occur at least once every three years, and each company is required to hold a vote on the "frequency" at least once every six years to allow shareowners to decide how often they would like to be

presented with the say-on-pay vote (one, two or three-year frequencies).



SAY WHEN ON PAY

According to GMI's Say-on-Pay Review¹, shareowners voted For annual Say-on-Pay voting at 72 percent of companies on the Russell 3000 index. Ten percent of boards have adopted a triennial vote policy. Two companies, Annaly Capital Management and American Reprographics, instituted a triennial vote policy after shareowners voted overwhelmingly For annual voting.

FREQUENCY VOTES

OPERS voted 3,490 executive compensation frequency (say "when" on pay) proposals and supported annual say-on-pay frequencies at all companies except for a triennial frequency at Berkshire Hathaway Inc. ("Berkshire" or "Company").

Staff reviewed the Company's executive compensation practices and performance, as well as applied the Policy and Guidelines before supporting the triennial vote. As added consideration, Berkshire does not grant stock options to executive officers.

¹ Say When on Pay: The Frequency of the Say on Pay Vote. Greg Ruel, GMI Research Associate, December 2011.

Proxy Voting

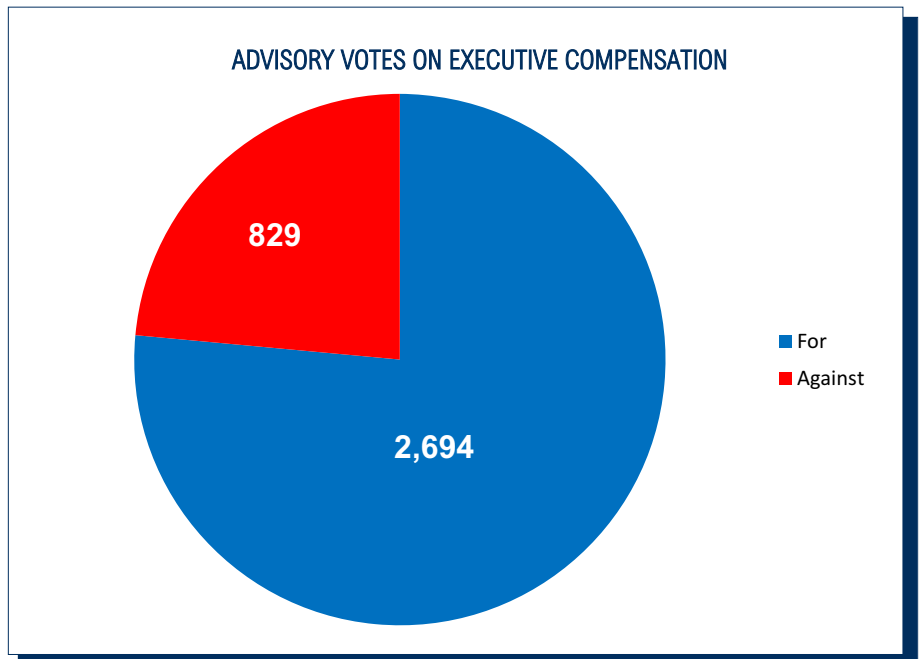
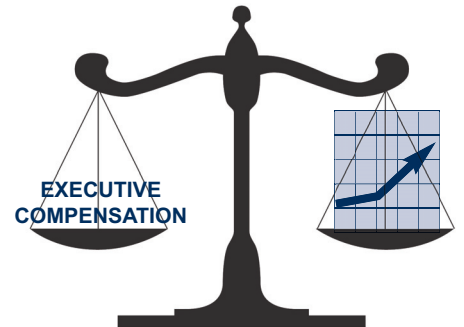
ADVISORY VOTES ON EXECUTIVE COMPENSATION (SAY-ON-PAY)

Advisory votes on executive compensation give shareowners a voice on the compensation of senior executives. The advisory vote also gives corporate boards, and more specifically compensation committee members, a means to determine if investors envision the company's compensation practices to be in alignment with the best interest of shareowners. The advisory vote by shareowners on executive compensation does not take the place of any fiduciary duty of the board of directors.

OPERS voted 3,523 say-on-pay proposals giving management 76.5 percent support. Analysis regarding the advisory vote on executive compensation proposals is generally

centered on four major aspects of a company's executive compensation practices:

- Overall compensation structure;
- Disclosure of compensation policies and procedures;
- The amounts paid to executives; and
- The link between pay and performance.



Note: Proposals voted reflect the number of individual proposals at company meetings multiplied by the number of funds in which OPERS owned an equity stake.

ADVISORY VOTES ON EXECUTIVE COMPENSATION

(SAY-ON-PAY) *continued*

According to Glass Lewis & Co., 41 U.S. companies did not receive the majority of shareowner support on say-on-pay proposals in 2011. OPERS owned shares on the record date and voted the proposals at 24 of these companies, which are listed below.

OPERS voted For the advisory vote on executives compensation at the two companies highlighted in **blue** and voted Against at the remaining 22 companies, in large part because staff noted a lack of correlation between the executives' compensation and the companies' performance.

Ameron International Corporation

Beazer Homes USA, Inc.

BioMed Realty Trust, Inc.

Blackbaud, Inc.

Constellation Energy Group, Inc.

Cooper Industries plc

Freeport-McMoRan Copper & Gold, Inc.

Hewlett-Packard Company

Intersil Corporation

Jacobs Engineering Group Inc.

Janus Capital Group Inc.

Kilroy Realty Corporation

Masco Corporation

M.D.C. Holdings, Inc.

Nabors Industries Ltd.

NVR, Inc.

Penn Virginia Corporation

Shuffle Master, Inc.

Stanley Black & Decker, Inc.

Stewart Information Services Corporation

Superior Energy Services, Inc.

Tutor Perini Corporation

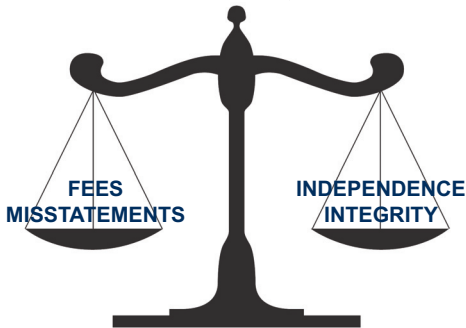
Umpqua Holdings Corporation

Weatherford International Ltd.

Proxy Voting

RATIFICATION OF AUDITORS ¹

In 2009 and 2010, the OPERS Corporate Governance Department monitored the tenure of audit companies and auditors serving more than 15-year tenures at individual companies. During this period, staff did not find a correlation on audit quality related to auditor



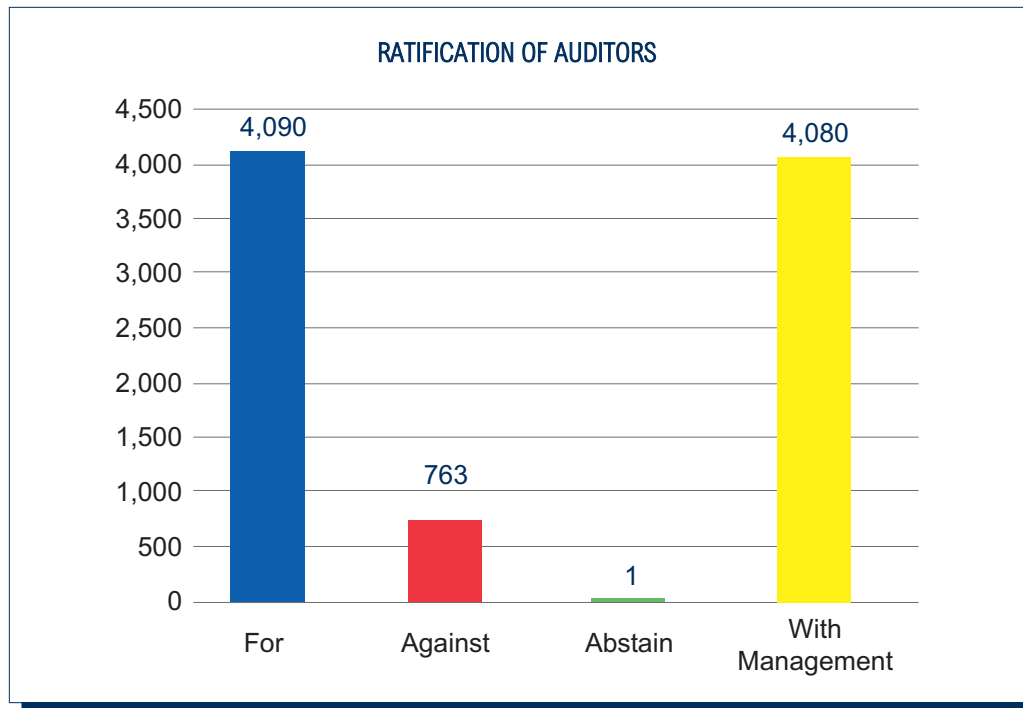
tenure. In discussion with the OPERS Board of Trustees, it was determined that the percentage

of non-audit-related fees when compared to audit fees were of more concern related to auditor independence and audit integrity.

In December 2010, the OPERS Board of Trustees updated its Proxy Voting Guidelines to include a best practices standard that specified, “in no event should audit firm non-audit related fees for the company exceed 30 percent of all fees paid to the audit firm.” In 2011, OPERS voted Against the ratification of auditor and withheld its vote for audit committee members on the ballot when this standard was not met.

AUDIT VERSUS NON-AUDIT RELATED FEES

OPERS Proxy Voting Guidelines regarding non-audit related fees paid to companies’ auditors was featured in the December 12, 2011 issue of Agenda, A Financial Times Service. Mike Mayo, author of Exile on Wall Street and an analyst at the brokerage house CLSA, was quoted, saying, “The mere effort by these parties to highlight these types of considerations helps to change the conversation... We are a decade after Enron and it is still questionable if the bean counters are counting the right number of beans.”



¹ Includes ratification of auditor for U.S. proposals and appointment of auditor and appointment of auditor and authority to set fees for non-U.S. proposals.

Note: Proposals voted reflect the number of individual proposals at company meetings multiplied by the number of funds in which OPERS owned an equity stake.

OPERS VOTED 642
SHAREOWNER RIGHTS
PROPOSALS IN 2011 THAT
ADDRESSED A NUMBER OF
ISSUES, INCLUDING:

- Declassification of the Board
- Majority Vote for Election of Directors
- Eliminating Supermajority Provisions
- Right to Call a Special Meeting
- Right to Act by Written Consent
- Redemption of Poison Pills
- Improving Disclosure
- Confidential Voting
- Cumulative Voting
- Facilitation of Shareowner Proposals
- Dividend/Redistribution of Profits
- Reincorporation
- Removal of Directors
- Miscellaneous Board/ Shareholder Rights and Voting Issues

SHAREOWNER PROPOSALS

Shareowners rely on the board of directors they elect to act in the best long-term economic interests of the company and its shareowners. From time-to-time, shareowners file proxy proposals in accordance with the Securities and

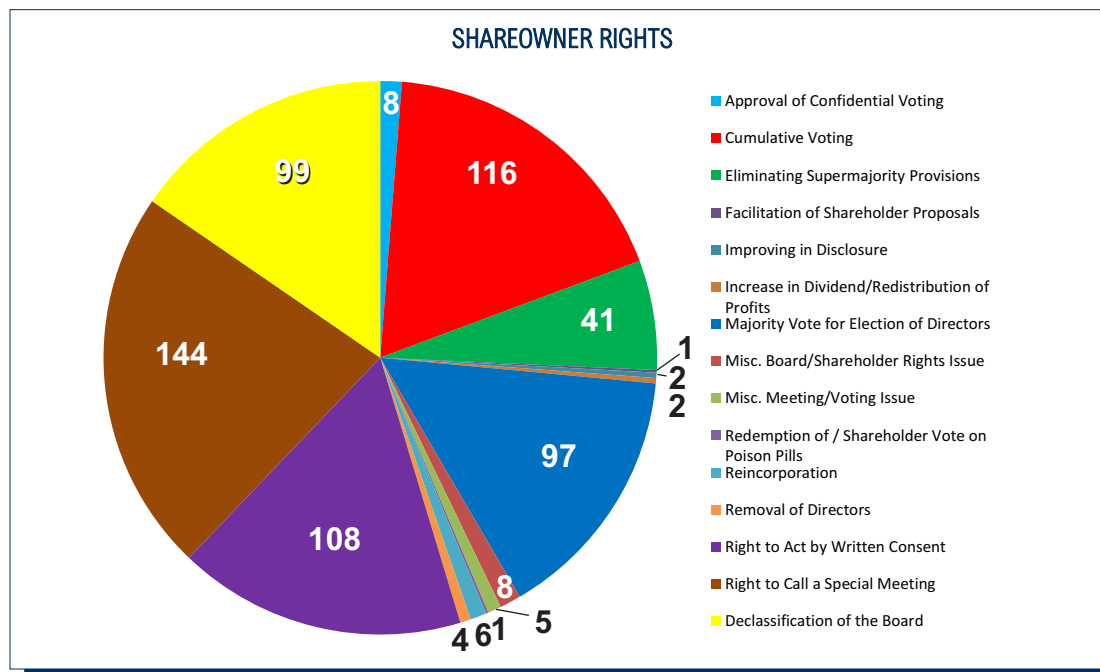


Exchange Commission Act of 1934, Section 14, which gives the Commission the authority to write regulations covering proxy statement disclosures. The SEC adopted criteria that limit the types of proposals that can be submitted for inclusion in companies' proxy materials and provides procedural details for shareowners. OPERS' staff exercise the same due care when analyzing and voting shareowner proposals as they apply to management proposals. The following highlight some of the shareowner proposals that OPERS voted in 2011.

SHAREOWNER RIGHTS

OPERS Board, entrusted with the investment funds of its participants, promotes effective corporate governance practices at the companies in which it invests. OPERS votes its proxies to promote

shareowner rights and enhance shareowner value based on the principles outlined in the Proxy Voting Guidelines approved by the OPERS Board of Trustees.



Note: Proposals voted reflect the number of individual proposals at company meetings multiplied by the number of funds in which OPERS owned an equity stake.

Proxy Voting

SOCIAL RESPONSIBILITY PROPOSALS

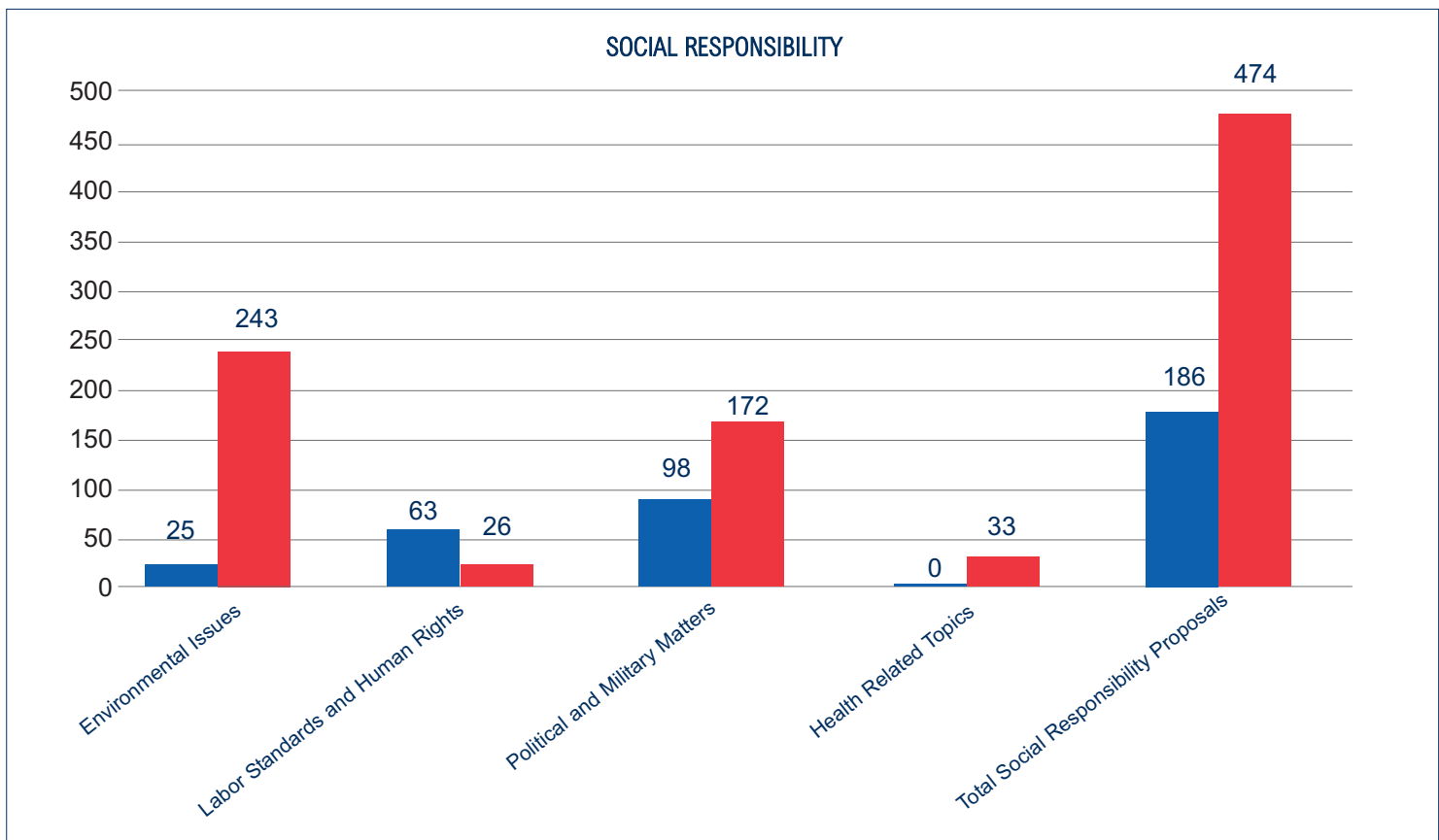
OPERS Proxy Voting Guidelines generally support social responsibility issues if they either contribute to, or have no adverse effect on, the long-term economic best interests of plan participants and beneficiaries. Social responsibility issues are also supported if they ensure compliance with all U.S. laws or the local laws of the country in which the company does business. OPERS generally supports proposals asking for reporting related to social causes that are in the interest of the general public, provided the proposals do not require the disclosure of proprietary information, cause

an undue financial burden on the company, or cause the company duplicate reporting.

Social responsibility is often viewed by shareowners through sustainability issues that management and boards of directors should consider as part of their risk assessment.

Social responsibility proposals usually address:

- Environmental Issues;
- Labor Standards and Human Rights;
- Political and Military Matters; or
- Health Related Topics.



Note: Proposals voted reflect the number of individual proposals at company meetings multiplied by the number of funds in which OPERS owned an equity stake.

INTERESTING VOTES

One Corporate Governance Department 2011 goal was to keep the OPERS Board informed of interesting proxy votes. Each month, at least one vote was featured in which OPERS cast its vote based on the Board's Proxy Voting Guidelines and to give some context regarding the application of the Guidelines in specific situations.

2011 FEATURED COMPANIES

Abercrombie & Fitch Co.

Special Merger Meeting to Result in Reincorporation to Ohio

American Electric Power, Inc.

Ohio company – OPERS Corporate Governance staff attended the annual meeting

Big Lots, Inc.

Ohio company – OPERS Corporate Governance staff attended the annual meeting

Cisco Systems, Inc.

Shareowner Proposal regarding Internet Fragmentation

Dell, Inc.

Shareowner Proposals regarding Independent Board Chairman

Exxon Mobil Corporate

Advisory Vote on Executive Compensation and seven shareowner proposals

Glimcher Realty Trust

Ohio company – OPERS Corporate Governance staff attended the annual meeting

Hewlett-Packard Company

Advisory Vote on Executive Compensation

Huntington Bankshares Incorporated

Ohio company – OPERS Corporate Governance staff attended the annual meeting

The J.M. Smucker Company

Auditor Fees and Shareowner Proposal regarding Coffee Sustainability Report

Lions Gate Entertainment Corporation

Contested Election of Directors

Mosaic Company

Recapitalization, Spinoff, and Conversion of Class B Shares to Class A Shares

Sara Lee Corporation

Shareowner Proposal regarding Political Contributions and Expenditure Report

Wal-Mart Stores, Inc.

Director Independence and five shareowner proposals

Corporate Engagement

OPERS' staff participated in more direct outreach with company directors and senior management in 2011 as another way to provide information on best practices and recommendations to consider on their corporate governance activities. OPERS follows a "quiet diplomacy" standard under which staff encourages company representatives to speak directly about corporate governance matters through open and transparent discussions.

Staff also attended a number of company annual meetings as a way to meet in person with company directors and management. During the year, staff received calls from company representatives, asking to discuss corporate governance issues with OPERS, and staff accommodated all of these requests. The engagement provided OPERS with good results and therefore, staff will plan more engagement in 2012.



HIGHLIGHTS OF COMPANY ENGAGEMENT

Educational outreach engagement letters were mailed to OPERS' top U.S. equity holdings when OPERS

Withheld its votes from director nominees;
Voted contrary to management recommendations; and/or
Supported management's recommendations but more communication regarding OPERS' voting decision was warranted.

Major Areas of Focus for Engagement

Director accountability
Director experience and qualifications
Director independence
Independent board chair
"Overboarded" directors
Advisory vote and frequency of advisory vote on executive compensation
Shareowners rights to act by written consent and call a special meeting
Cumulative voting
Reporting, transparency and disclosure
Independent reviews of internal controls

Attendance at corporate annual meetings held in Ohio

Discussion of corporate governance issues with directors and management
Opportunity to meet in person and build relationships with representatives
Hear presentations to the shareholders on the short and long-term plans of the company, receive financial information and listen to company responses to questions

Results from Engagement

Corporate commitments to

- Take note of best practices in OPERS Proxy Voting Guidelines during the companies next review of corporate governance standards
- Adoption of annual frequency for the advisory vote on executive compensation
- Provide more disclosure regarding director independence in the proxy statement
- Adoption of shareowner proposals when majority support is received
- Increased reporting, transparency and disclosure regarding sustainability issues and risk assessments
- Consideration of OPERS' recommendations regarding structure and disclosure when revising executive compensation programs



OPERS participated in corporate governance organizations, worked with public and other pension funds, and communicated with legislative and regulatory bodies to educate and inform and ultimately protect OPERS' assets in a difficult market environment.

HIGHLIGHTS OF ACTIVITIES

Supported OPERS' operational excellence

Provided OPERS Board of Trustees Education and Discussions

- Proxy voting trends
- Council of Institutional Investors membership benefits
- Proposed legislation and regulations

Collaborated with Investment Division, Investment Accounting Department, Government Relations Department, and Legal Department

- Coordinated high-profile, merger, and acquisition proxy votes
- Provided corporate governance alerts and board of directors' analysis for investment review
- Provided corporate governance information for securities litigation
- Coordinated companies selection for the Harvard Law School's Shareholder Rights Project
- Participated in investment account openings and transitions

Council of Institutional Investors (CII)

Continued membership in CII as a Public Fund Member

Election to the board of directors

Attendance and participation at conferences and meetings

- Moderator for a panel discussion on mutual funds and public pension funds

- Presenters from the industry who are experts in the financial and regulatory community
- Meetings with peers to discuss shareowner issues, engagement and proxy voting matters

Participated as a member of the Policies Committee and other committees and sub-committees and many conference calls

- Followed Dodd-Frank regulatory reform developments
- Provided information on OPERS Policy and Guidelines for committee members
- Received updates on legal cases in the court system and matters pending before the SEC

Interviewed by consultants for a Say-on-Pay White Paper commissioned by CII

Future of Fiduciary Responsibility Conference

Participant on panel discussion

- Topics included corporate governance standards and their application by board members and staff as fiduciaries

Institutional Investor Conference

Participant on panel discussion

- Topics included fiduciary considerations in securities litigation cases and corporate governance in settlement discussions

Other Activities

HIGHLIGHTS OF ACTIVITIES *(continued)*

Additional Outreach

Article for the OPERS Public Employees Retirement, Inc. newsletter regarding proxy voting and the importance of investors to exercise their voting rights

A section on corporate governance was added to the OPERS' online library of information resources for pension and retirement issues; including citations and links for research reports, policy briefs, books, articles and other resources, which is located at:

<https://www.opers.org/pensionresearchcenter/>



Information Resources for Pension and Retirement Issues

Securities and Exchange Commission

Participated on proxy voting education initiative

Commented on proposed rules regarding listing standards for compensation committees

Collaboration Efforts

Continued participation with Ohio public pension funds regarding Iran and Sudan Divestment policies

Proxy voting presentation to School Employees Retirement System of Ohio

Corporate engagements with other pension funds

Co-sponsored the Diverse Director DataSource (3D) with several public funds and companies

- Collaborated with proxy voting research vendors regarding upcoming issues during proxy season
- OPERS PERSpective article regarding the corporate governance program

CORPORATE GOVERNANCE ACTIVITIES HIGHLIGHTED IN JUNE PERSPECTIVE BLOG POST

OPERS' corporate governance initiatives were the subject of a June 21, 2011 post to PERSpective, the OPERS blog. "*OPERS' corporate governance policy paying off*" (<http://perspective.opers.org/research/opers-corporate-governance-policy-paying-off/>) highlighted proxy voting, engaging companies in dialogues, and other examples of the system's "quiet diplomacy" standard.

DIVERSE DIRECTOR DATASOURCE

The Diverse Director DataSource, also known as 3D, is designed to be a clearinghouse for potential corporate director candidates with a special emphasis on a more diverse range of backgrounds, perspectives, skills and experience.



OPERS will continue to advance its corporate governance program. The Board adopted goals and measures for the staff to achieve in 2012, which will provide staff with the opportunity to take the program forward another step.

GOALS FOR 2012

Active proxy voting

- Maintain 100 percent proxy votes cast
 - Additional separate investment accounts have the potential to increase OPERS' non-U.S. proxy votes
- Analyze and vote all sustainability proposals on a case-by-case basis
- Analyze and vote all proxy access proposals on a case-by-case basis

PROXY ACCESS UPDATE

The Securities and Exchange Commission ("SEC") adopted proxy access rules in August 2010. The Business Roundtable and U.S. Chamber of Commerce challenged the rules in September 2010 with a lawsuit that claimed that the SEC neglected its statutory responsibility to determine economic effects of the rules. In July 2011, the U.S. Court of Appeals vacated the proxy access rules, and the SEC did not appeal the decision. The SEC did, however, amend Rule 14a-8 to allow "private ordering" (opting in) shareowner proposals regarding proxy access. The amendments took effect on September 20, 2011. Shareowners can use the amended rule to include proposals in a company's definitive proxy materials to amend the company's bylaws to facilitate direct proxy access and other director nomination procedures under applicable state corporate law.

The Board expressed an interest in a review of the various sustainability issues during the 2012 proxy season. Staff will also monitor other emerging trends and report to the Board at the end of the year.

2012 ENVIRONMENTAL, SOCIAL AND GOVERNANCE TRENDS ("ESG") TRENDS TO WATCH

According to an MSCI ESG update ¹, ten emerging trends that are likely to affect government and corporate policy profits, and market sentiments in 2012 are:

- Accounting for Social Value
- Civil Liberties Post Arab Spring
- Accounting for Natural Capital
- Shifting Debate on Climate Change
- Bridging the Gap in Food Safety Infrastructure
- Closing Corporate Tax Havens and Loopholes
- Regulating Shale Gas
- Labor Strife in China
- Conflicting Water Demands
- Broadening Threats to Privacy and Data Security

HYDRAULIC FRACTURING

Hydraulic fracturing ("fracking") is a well stimulation process used to extract natural gas from rock formations that would otherwise not be commercially viable. The oil and gas industry uses fracking to enhance subsurface fracture systems to allow oil or natural gas to move more freely from the rock pores to production wells that bring the oil or gas to the surface.²

¹ *Insights – 2012 ESG Trends to Watch*. Linda-Eling Lee, Global Head of MSCI ESG IVA Research, December 20 2011.

² *Hydraulic Fracturing – Shareholder Activism Issue Report*. Editors and Contributors are Courteney Keatinge, Marian Macindoe, David Eaton, and Robert McCormick. Glass, Lewis & Co. LLC 2011.

2012 Initiatives

CORPORATE ENGAGEMENT

Participate in the Harvard Law School's Shareholder Rights Project with an emphasis on declassified boards at public companies

Continue to attend Ohio company annual meetings and personally engage board directors and management

OTHER ACTIVITIES

Continue to support OPERS' operational excellence

Continue to participate on Council of Institutional Investor initiatives, serve on the board of directors and attend meetings

Develop corporate governance educational outreach by speaking at conferences and giving presentations

Work with peers and proxy voting research vendors regarding emerging corporate governance issues

Continue to assist with Iran and Sudan Divestment policy implementation

Karen E. Carraher

Karen Carraher is the Executive Director and the Interim Director of Finance for the Ohio Public Employees Retirement System. Karen previously was the Finance Director for the system since 2002. In this capacity, she has been responsible for oversight of the System's financial information, including annual financial statements, budgets, actuarial analyses, and investment accounting. Additionally, she has been responsible for managing the System's relationships with employers and the administrative support areas of the organization. Karen is a founding member of the Public Pension Financial Forum (P2F2), a national organization representing the financial operations of public pension systems throughout North America. She has served as President, Treasurer and is currently a Board member of the organization. Ms. Carraher began her career as an Audit Manager with the accounting firm Ernst & Young. She served as Controller for both Mt. Carmel Health and Riverside Methodist Hospitals, and she was the Director of Business Services for the Ohio Education Association. Ms. Carraher earned her Bachelor of Science degree in Business Administration from The Ohio State University and her Masters from Capital University. She is a certified public accountant.

Carol Nolan Drake, J.D.

Carol Nolan Drake is the current Chief External Affairs Officer for the Ohio Public Employees Retirement System with direct responsibility for the Communications, Corporate Governance and State & Federal Government Relations departments. She served previously as the Corporate Governance Manager for OPERS. Prior to joining OPERS, Ms. Drake was the Director of the Ohio Department of Administrative Services, a state agency with an annual budget of \$2 billion, serving on the Governor's Cabinet. She served as the statutory board member of OPERS and Ohio's Deferred Compensation Board during her tenure on the Cabinet. Ms. Drake currently serves on the board of the Council of Institutional Investors. She also served as the chairman of the State Employment Relations Board, which has jurisdiction over 350,000 employees covered by collective bargaining agreements in the state. Ms. Drake held a number of senior level positions in state government at the departments of Commerce and Administrative Services. She also worked as an assistant city attorney and assistant county prosecutor early in her legal career. Ms. Drake is a graduate of Ohio Wesleyan University and the Claude Pettit College of Law at Ohio Northern University.

Jennifer L. Williams

Jennifer L. Williams is the Senior Corporate Governance Specialist for the Ohio Public Employees Retirement System with responsibility for leading the OPERS' corporate governance strategy, programs, and activities. She joined OPERS in 2000 in the Real Estate Investment Department and moved to the Corporate Governance at its inception in 2003. Previously, Ms. Williams was employed as a curriculum and business office assistant for a public school district and served as the customer service manager for a homebuilder in the greater Cincinnati area. Ms. Williams earned an MBA – Leadership and a B.S. – Business Forensics from Franklin University.

Natalie A. Young

Natalie A. Young is the Corporate Governance Specialist for the Ohio Public Employees Retirement System with responsibility for evaluating corporate governance and proxy voting trends, policies, and proposals. Ms. Young joined OPERS in 2008 as a Member Counselor and Group Education Representative in the Member Services Department. Previously, she served as a Conflicts Analyst for Vorys, Sater, Seymour & Pease LLP. Ms. Young earned a B.A. - English from The Ohio State University and a paralegal certificate from Columbus State Community College. In the spring of 2012, Ms. Young will graduate with a B.S. – Public Relations from Franklin University.



Good corporate governance practices will maintain an appropriate balance between the rights of shareowners and the needs of the board and management to direct and manage the corporation's strategic plan and operations. OPERS believes that all companies should strive to create this balance to achieve long-term success in today's highly competitive economy¹.

¹ Ohio Public Employees Retirement System – Corporate Governance web page – www.opers.org/about/corporate/index.shtml

The 11-member OPERS Board of Trustees is responsible for the administration and management of OPERS. Seven of the 11 members are elected by the groups that they represent (i.e., college and university non-teaching employees, state, county, municipal, and miscellaneous employees, and retirees), the Director of the Department of Administrative Services for the State of Ohio is a statutory member, and three members are investment experts appointed by the Governor, the Treasurer of State, and jointly by the Speaker of the Ohio House of Representatives and the President of the Ohio Senate.

For a current listing of OPERS Board members, please visit www.opers.org

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