

AGENDA ITEM 9.

REVISIONS TO *COLLEGE ILLINOIS!* INVESTMENT POLICY

Submitted for: Action

Summary: In January 1999, the Commission adopted its initial Statement of Investment Policy for the *College Illinois!* prepaid tuition program. Since that time, the Commission annually reevaluates and considers changes to this policy. This year, after requesting and receiving input from each of the program's current investment managers, and based on discussions with Marquette Associates, the program's investment consultant, no material changes are recommended to the adopted policy. Members of the program's Investment Advisory Panel were also consulted regarding the annual review of the policy and were in agreement that no revisions were required. Technical changes of pertinent dates and investment manager designations are noted on pages 9-1, 9-22 and 9-23.

There are two principal reasons why no material changes are recommended. First, the Commission very recently, in January of 2004, adopted some significant revisions to the program's investment policy. Most of the modifications made were aimed at tightening policy requirements and updating language, and were implemented pursuant to a comprehensive review of the policy by Marquette Associates. Further, staff and its investment consultants understood then and remain convinced today that the program is well established, that its investment mandates have been reviewed annually for five consecutive years, and that whatever refinements were needed to existing policies and procedures have been made over that five-year span.

The *College Illinois!* program currently has more than \$500 million under management, subject to this investment policy. Each year the policy is formally reviewed and any changes presented to the Commission for approval. This is the first year in which no changes are recommended. The policy will be reviewed again next year at this time, as required by law.

Action requested: That the Commission approve the following resolution:

“BE IT RESOLVED that the Commission adopts the Statement of Investment Policy for *College Illinois!* that was last revised in January, 2004, and that the Commission directs all investment decisions for the program be consistent with the provisions set forth in the policy.”

COLLEGE ILLINOIS!

STATEMENT OF INVESTMENT POLICY

**Initially approved on January 22, 1999
Last revised January 16, 2004
Reviewed for adoption November 19, 2004**

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PROLOGUE

The "Program" Defined

This document represents the Statement of Investment Policy (Policy) for *College Illinois!*. The purpose of *College Illinois!* is to promote the furtherance of higher education for the citizens of the State of Illinois by providing a vehicle that will assist with the systematic savings for tuition and fees for college.

The "Commission" Defined

In this Policy, the "Commission" refers to the Illinois Student Assistance Commission.

The "Investment Advisory Panel" Defined

In this Policy, references to the "Investment Advisory Panel" or "Panel" are to the Panel which will provide advice to the Commission on issues related to the investments of *College Illinois!*. The Commission appoints members of the Panel.

The Commission's Authority and Responsibilities

The Commission will conduct their responsibilities with the care, skill, and caution under the circumstances then prevailing which a prudent person acting in a like capacity and familiar with those matters would use in the conduct of an activity of like character and purpose. The Commission may delegate functions that a prudent entity acting in a like capacity and familiar with those matters could properly delegate under the circumstances. A Commission member or other fiduciary shall discharge their duties with respect to the Program solely in the interest of the Program.

The Commission will generally be responsible for the following:

- 1) Complying with applicable laws, regulations, and rulings.
- 2) Developing a sound and consistent Investment Policy, revising the Policy to reflect changing conditions within the markets or Program, or to refine the Policy in order to make it more effective.
- 3) Searching for and maintaining qualified investment managers and consultants.
- 4) Monitoring and evaluating investment performance and compliance with this Policy.
- 5) Establishing the primary duties and responsibilities of those accountable for achieving investment results.
- 6) Producing an Annual Report covering the following subjects:

- a) investment performance summary including comparisons to benchmarks
 - b) current and historical asset allocation in the Program
 - c) progress toward the stated performance objectives in the Policy
 - d) other pertinent matters
- 7) Providing guidelines to investment managers regarding their voting of proxies or investment securities owned on behalf of the Program.
- 8) Taking action under circumstances to terminate an investment manager or consultant for failing to perform according to stated expectations or to abide by this Policy.
- 9) Establishing and reviewing the appropriateness of the Program's asset allocation policy.

The Investment Advisory Panel's Authority and Responsibilities

The Panel will generally be responsible for the following:

- 1) Complying with applicable laws, regulations, and rulings.
- 2) Providing advice to the Commission for developing a sound and consistent asset allocation and Policy, recommending revisions to the allocation and Policy to reflect changing conditions within the markets or Program, or to refine the allocation and Policy in order to make them more effective.

The Responsibilities of the Investment Managers

The Commission will hire competent registered professional investment managers to manage the assets of the Program. Investment managers have the responsibility for voting proxy issues on securities held. All proxies will be voted exclusively for the best interests of the Program and their participants. Managers will maintain written policies for proxy voting and keep a proper record of all proxies to which the Program is entitled. A written report will be provided semi-annually. The investment managers shall also provide written reports to the plan sponsor and consultant on at least a quarterly basis detailing performance for the most recent period as well as the current outlook of the equity and fixed income markets. All qualified investment managers retained by the Commission will exercise discretion within the parameters set forth in these guidelines for the portfolio(s) they manage on behalf of the Prepaid Tuition Trust Fund (“the Fund”) (see Addendum A).

The Responsibilities of the Investment Consultant

The Fund will be evaluated by an investment consultant on a quarterly basis. Written reports will be provided to the Commission no later than 45 days after the end of each calendar quarter. The investment consultant will meet with the various investment managers of the Fund on a regular basis to review the investment guidelines and analyze the general liability structure of the Fund. As needed, the investment consultant will assist the Commission and the Investment Advisory Panel with the selection of investment managers and custodians. The qualified investment consultant retained by the Commission will exercise discretion within the parameters set forth in these guidelines for the portfolio(s) they manage on behalf of the Fund (see Addendum A).

The Responsibilities of the Custodian

The Commission utilizes a third party custodian to safe-keep the assets of the Fund and to provide reports on a monthly basis to all necessary parties. The custodian will be responsible for sweeping all interest and dividend payments and any other uninvested cash into a short-term money market fund for re-deployment. The custodian retained by the Commission will exercise discretion within the parameters set forth in these guidelines for the portfolio(s) they manage on behalf of the Fund (see Addendum A).

I. PURPOSE OF POLICY

To Record Long Range Policy

This document represents the conclusions and decisions made after a deliberate and focused review of the Program's expected obligations and funding resources over a long-range future period. The Program's investments represent an opportunity:

- to provide a resource for future tuition payments to beneficiaries
- to insulate the Program's assets against the deterioration of purchasing power caused by inflation
- to diversify assets across and within capital markets.

The Commission recognizes that investment markets have repeatedly demonstrated broad performance cycles having two fundamental characteristics which bear heavily on the Program's expectations toward its future:

- 1) The cycles cannot be accurately predicted as to either their beginning points, ending points, or their magnitude, and
- 2) There is little or no relationship between market cycles and the convenient fiscal or calendar periods commonly used for measurement and evaluation.

Although the Commission will review investment performance and investing activities on a regular, periodic basis, the formation of judgments and the actions to be taken on those judgments will be aimed at matching the emerging long-term needs of the Program with the proven, long-term performance patterns of the various investment markets.

To Promote Understanding Among Various Functional Roles

This document is intended to serve as a reference tool, an operating code, and a communications link between the Commission and

- its staff,
- its own new members,
- its Investment Advisory Panel,
- its investment managers, and
- its other professional advisors.

To Address Fiduciary Obligations

This document records the Commission's logical and diligent process of study, examination, evaluation, and conclusions about the most suitable combination of investment risk level and

rate of return which will satisfy both the Program's emerging obligations and the priorities for funding them.

The Commission recognizes its duty to remain aware of conditions and developments in the Program's investment activity, but it is not believed desirable or productive for the Commission to react to short term situations in a manner which contradicts the long term approach underlying this Policy Statement.

II. ASSET ALLOCATION

Investment Objective

The primary investment objectives of the Fund are to: (a) earn the highest possible total return consistent with levels of risk prudent to the cash flow requirements of the Fund, (b) to create a stream of investment returns to insure the systematic and adequate funding of actuarially determined benefits through contributions and professional management of the Fund assets, (c) to achieve 100 percent funding, and (d) to preserve the safety of principal.

The Fund has been optimized to meet its actuarial assumed rate of return. The performance objective for the Fund is to exceed, after investment management fees, a customized blended benchmark. To evaluate success, the Commission will compare the performance of the Fund to the actuarial assumed rate of return and the performance of a custom benchmark. This benchmark will consist of a monthly re-balanced weighted average of market indices that represents a passive implementation of the historical investment policy targets. The current custom benchmark consists of the following indices and corresponding weights:

Index	Weight
Lehman Brothers Intermediate Govt./Credit Index	15.0%
Lehman Brothers Aggregate Index	18.0%
S&P 500 Index	15.0%
Russell 1000 Value Index	17.0%
Russell 1000 Growth Index	13.0%
Russell 2000 Value Index	5.0%
Russell 2000 Index	10.0%
MSCI EAFE Index	5.0%
91 Day T-Bills	2.0%

Asset Allocation/Rebalancing

In establishing investment policy for the Fund, the Commission has considered applicable State statutes, the long-term nature of the asset pool, as well as the needs of the participants. In addition, the Commission has considered the risk and returns characteristics of the various asset classes available to institutional investors and sought the guidance of outside consultants. The Commission has established the target asset allocation and permissible percentage ranges shown in the table set forth below:

Asset Class	Target	Minimum*	Maximum*
Intermediate Bonds	15.0%	10.0%	20.0%
Core Bonds	<u>18.0%</u>	<u>13.0%</u>	<u>23.0%</u>
Total Fixed Income	<u>33.0%</u>	<u>28.0%</u>	<u>38.0%</u>
Large-Cap Core Equity	15.0%	10.0%	20.0%
Large-Cap Value Equity	17.0%	12.0%	22.0%
Large-Cap Growth Equity	13.0%	8.0%	18.0%
Small-Cap Value Equity	5.0%	0.0%	10.0%
Small-Cap Core Equity	<u>10.0%</u>	<u>5.0%</u>	<u>15.0%</u>
Total Domestic Equity	<u>60.0%</u>	<u>55.0%</u>	<u>65.0%</u>
Large-Cap Core International Equity	<u>5.0%</u>	<u>0.0%</u>	<u>10.0%</u>
Total International Equity	<u>5.0%</u>	<u>0.0%</u>	<u>10.0%</u>
Total Cash	<u>2.0%</u>	<u>0.0%</u>	<u>5.0%</u>
TOTAL	<u>100.0%</u>		

*Does not equal 100%

The Commission, with the assistance of the investment consultant, will review the asset allocation of the Fund on a regular basis and adjust the portfolio to comply with the guidelines above as necessary. The Commission anticipates that the on-going natural cash flow needs of the Fund (contributions and withdrawals) will be sufficient to maintain the asset allocation of the Fund within policy guidelines under most market conditions.

III. INVESTMENT MANAGER SELECTION AND COMMUNICATION

Manager Selection

No investment managers shall be hired who have not, by their record and experience, demonstrated their fiduciary responsibility, their investment expertise, their investment experience, and their capacity to undertake the mandate for which they are being considered. Investment managers retained for the *College Illinois!* program shall:

- Acknowledge in writing a fiduciary relationship with respect to the Program.
- Be currently registered and maintain registration as an investment advisor under the Investment Advisors Act of 1940, a bank (as defined in the Act), or an insurance company qualified to perform investment management services under the law of more than one state unless otherwise approved on an exception basis; and
- Be granted by the Program the power to manage, acquire or dispose of any assets of the Program pursuant to the Program documents.

College Illinois! will establish investment guidelines for the investment managers and will conduct thorough due diligence before the appointment of all investment managers.

Investment Manager Evaluation Terminology

The following terminology has been developed to facilitate efficient communication between the investment managers, investment consultant, and the program staff. Each term signifies a particular status with the Fund and any conditions that may require improvement. In each case, communication is made only after consultation with the program staff and/or the Investment Advisory Panel.

<u>STATUS</u>	<u>DESCRIPTION</u>
A. <i>"In Compliance"</i>	The investment manager is acting in accordance with the Investment Policy Guidelines.
B. <i>"Alert"</i>	The investment manager is notified of a problem in performance (usually related to a benchmark or volatility measure), a change in investment characteristics, an alteration in management style or key investment professionals, and/or any other irregularities. The investment manager will be completing a monthly compliance checklist to ensure thorough oversight.
C. <i>"On Notice"</i>	The investment manager is notified of continued concern with one or more Alert issues. Failure to improve upon stated issues within a specific time frame justifies termination.

- D. ***"Termination"*** The program's management has decided to terminate the investment manager. The investment manager is notified and transition plans are in place.

Manager Terminations

Investment managers may be terminated whenever in the opinion of the Commission:

- They have committed a significant or intentional breach of their mandate or directive, they have experienced the loss of key personnel, they have breached a fiduciary duty, or for any other reason they have lost the confidence of the members.
- Performance has not been acceptable. Generally, decisions based on performance will be made only after a significant period of disappointing performance, although the period may be shorter when severe underperformance or other evidence exists that suggests inconsistencies between the investment manager's stated style and the characteristics of investments actually made.
- Managers' inability to comply with any and all state requirements.

IV. OPERATIONAL GUIDELINES

Investment Policy Guidelines for the Intermediate Bond Manager

This document contains the guidelines and restrictions that apply to the intermediate bond manager of the Fund (see Addendum A).

Permissible Investments

1. No single security should comprise more than 10% of the portfolio's overall allocation after accounting for price appreciation, except for any U.S. Treasury or U.S. agency security, which may comprise no more than 15% of the portfolio's overall allocation after accounting for price appreciation.
2. No securities with a credit rating below BBB- by Standard & Poor's or Ba3 by Moody's may be purchased. In the case of a split rating, the higher rating shall apply. Securities which are downgraded below the policy minimum may be held at the manager's discretion for up to 6 months.
3. The average quality of the overall portfolio should be no less than A- rated by either Moody's or Standard & Poor's.
4. Non-U.S. dollar securities, derivatives, options, financial futures, private placements, or venture capital may not be purchased.
5. The aggregate position in all Rule 144a securities comprise no more than 10% of the portfolio's market value.
6. The average duration of the portfolio is not to vary more than +/-30% of the duration of the LB Intermediate Government/Credit Index.
7. The manager may hold up to 5% of its portfolio in a money market and/or cash. The only exception to this rule is during trading activity, which can only be maintained for very short time periods, i.e. less than 30 days.

Investment Objective

Over reasonable measurement periods (3 to 5 years), the portfolio's return net of fees should exceed the return of the Lehman Brothers Intermediate Government/Credit Index.

Investment Policy Guidelines for the Core Bond Manager

This document contains the guidelines and restrictions that apply to the core bond manager of the Fund (see Addendum A).

Permissible Investments

1. No single security should comprise more than 10% of the portfolio's overall allocation after accounting for price appreciation, except for any U.S. Treasury or U.S. agency security, which may comprise no more than 15% of the portfolio's overall allocation after accounting for price appreciation.
2. No securities with a credit rating below BBB- by Standard & Poor's or Ba3 by Moody's may be purchased. In the case of a split rating, the higher rating shall apply. Securities which are downgraded below the policy minimum may be held at the manager's discretion for up to 6 months.
3. The average quality of the overall portfolio should be no less than A- rated by either Moody's or Standard & Poor's.
4. Non U.S. dollar securities, derivatives, options, financial futures, private placements, or venture capital may not be purchased.
5. The aggregate position in all Rule 144a securities comprise no more than 10% of the portfolio's market value.
6. The average duration of the portfolio is not to vary more than +/-30% of the duration of the LB Aggregate Index.
7. The manager may hold up to 5% of its portfolio in a money market and/or cash. The only exception to this rule is during trading activity, which can only be maintained for very short time periods, i.e. less than 30 days.

Investment Objective

Over reasonable measurement periods (3 to 5 years), the portfolio's return net of fees should exceed the return of the Lehman Brothers Aggregate Index.

Investment Policy Guidelines for the Passive Large-Cap Core Equity Manager

This document contains the guidelines and restrictions that apply to the passive, large-capitalization core equity manager of the Fund (see Addendum A).

Permissible Investments

1. This fund is governed by the guidelines and restrictions contained in its prospectus.

Investment Objective

Over reasonable measurement periods (3 to 5 years), the portfolio's return net of fees should match the return of the broad equity market as measured by the S&P 500 Index.

Investment Policy Guidelines for the Large-Cap Value Equity Manager

This document contains the guidelines and restrictions that apply to the large-capitalization value equity manager of the Fund (see Addendum A).

Permissible Investments

1. The manager may hold up to 5% of its portfolio in a money market and/or cash. The only exception to this rule is during trading activity, which can only be maintained for very short time periods, i.e. less than 30 days.
2. Options, financial futures, private placements, restricted stock, issues related to the investment manager, or venture capital may not be purchased. The purchase of securities on margin and short selling is prohibited.
3. Exchange-traded funds are permissible investments.
4. No investments should be made in securities not traded on a U.S. exchange or traded in U.S. dollars.
5. No single security in the manager's portfolio will comprise more than 5% of its equity allocation at the time of purchase, nor will it be more than 10% of the equity allocation of the portfolio after accounting for price appreciation.

Investment Objective

Over reasonable measurement periods (3 to 5 years), the portfolio's return net of fees should exceed the return of the Russell 1000 Value Index.

Investment Policy Guidelines for the Large-Cap Growth Equity Manager

This document contains the guidelines and restrictions that apply to the large-capitalization growth equity manager of the Fund (see Addendum A).

Permissible Investments

1. The manager may hold up to 5% of its portfolio in a money market and/or cash. The only exception to this rule is during trading activity, which can only be maintained for very short time periods, i.e. less than 30 days.
2. Options, financial futures, private placements, restricted stock, issues related to the investment manager, or venture capital may not be purchased. The purchase of securities on margin and short selling is prohibited.
3. Exchange-traded funds are permissible investments.
4. No investments should be made in securities not traded on a U.S. exchange or traded in U.S. dollars.
5. No single security in the manager's portfolio will comprise more than 5% of its equity allocation at the time of purchase, nor will it be more than 10% of the equity allocation of the portfolio after accounting for price appreciation.

Investment Objective

Over reasonable measurement periods (3 to 5 years), the portfolio's return net of fees should exceed the return of the Russell 1000 Growth Index.

Investment Policy Guidelines for the Small-Cap Value Equity Manager

This document contains the guidelines and restrictions that apply to the small-capitalization value equity manager of the Fund (see Addendum A).

Permissible Investments

1. The manager may hold up to 10% of its portfolio in a money market and/or cash. The only exception to this rule is during trading activity, which can only be maintained for very short time periods, i.e. less than 30 days.
2. Options, financial futures, private placements, restricted stock, issues related to the investment manager, or venture capital may not be purchased. The purchase of securities on margin and short selling is prohibited.
3. Exchange-traded funds are permissible investments.
4. No investments should be made in securities not traded on a U.S. exchange or traded in U.S. dollars.
5. No single security in the manager's portfolio will comprise more than 5% of its equity allocation at the time of purchase, nor will it be more than 10% of the equity allocation of the portfolio after accounting for price appreciation.
6. At no point in time should the portfolio hold a security such that the investment management firm's aggregate position in that company exceeds 20% of the fair market value of the outstanding stock of the company.

Investment Objective

Over reasonable measurement periods (3 to 5 years), the portfolio's return net of fees should exceed the return of the Russell Small-Cap Value Index.

Investment Policy Guidelines for the Small-Cap Core Equity Manager

This document contains the guidelines and restrictions that apply to the small-capitalization core equity manager of the Fund (see Addendum A).

Permissible Investments

1. The manager may hold up to 10% of its portfolio in a money market and/or cash. The only exception to this rule is during trading activity, which can only be maintained for very short time periods, i.e. less than 30 days.
2. Options, financial futures, private placements, restricted stock, issues related to the investment manager, or venture capital may not be purchased. The purchase of securities on margin and short selling is prohibited.
3. Exchange-traded funds are permissible investments.
4. No investments should be made in securities not traded on a U.S. exchange or traded in U.S. dollars.
5. No single security in the manager's portfolio will comprise more than 5% of its equity allocation at the time of purchase, nor will it be more than 10% of the equity allocation of the portfolio after accounting for price appreciation.
6. At no point in time should the portfolio hold a security such that the investment management firm's aggregate position in that company exceeds 20% of the fair market value of the outstanding stock of the company.

Investment Objective

Over reasonable measurement periods (3 to 5 years), the portfolio's return net of fees should exceed the return of the Russell 2000 Index.

Investment Policy Guidelines for the Large-Cap Core International Equity Manager

This document contains the guidelines and restrictions that apply to the large-cap core international equity manager of the Fund (see Addendum A).

Permissible Investments

1. This fund is governed by the guidelines and restrictions contained in its prospectus.

Investment Objective

Over reasonable measurement periods (3 to 5 years), the portfolio's return net of fees should exceed the return of the broad international equity market as measured by the MSCI EAFE Index.

V. EVALUATION AND REVIEW

Frequency of Measurement

The Commission expects to measure investment performance quarterly.

Expected Interim Progress Toward Multi-Year Objectives

The Commission will follow its time horizons, as set forth in this Policy, when making judgments about indications of inferior performance. However, investment managers for the Program should be advised that the Commission intends to track the interim progress toward multi-year goals. If there is a clear indication that performance is so substandard that reasonable hope of recovery to the Policy's target level in the remaining time horizon period would require either high risk or good fortune, then the Commission will not feel constrained by this Policy to avoid an "early" decision to take corrective action.

Inconsistent Management Style Not Acceptable

As stated in other parts of this Policy, the Commission will have little or no tolerance for an inconsistent investment approach. Therefore, the Commission will carefully monitor its investment managers on several key indicators of possible inconsistency:

- (1) changes in portfolio managers,
- (2) surges in portfolio trading volume,
- (3) evidence that actual portfolio characteristics do not follow the manager's published investing style,
- (4) performance patterns not logically explainable in terms of the published style, or performance out-of-step with manager's style peer group,
- (5) major ownership changes,
- (6) changes in firm structure,
- (7) irregular soft-dollar trading policies,
- (8) financial irregularities, and
- (9) deficiencies in reporting.

None of these indicators is taken to be conclusive evidence of inconsistency. Such a finding would be based upon the facts and situation.

Frequency of Meetings

The Commission staff expects to meet with representatives of active managers at least annually.

VI. POLICY MODIFICATION AND REVISION

Frequency of Policy Review

The Commission will use each of its periodic investment performance evaluations as occasions to also consider whether any elements of the existing Policy are either insufficient or inappropriate. However, a formal review of the Statement of Investment Policy will occur annually. Key environmental or operational occurrences which could result in a Policy modification include:

- (1) significant changes in expected patterns of the Program's liability stream,
- (2) impractical time horizons or changes,
- (3) change in the Program's priorities,
- (4) convincing arguments for change presented by investment managers and consultant,
- (5) legislation, and
- (6) areas found to be important, but not covered by the Policy.

Commission's Philosophy Toward Policy Modification

While the Commission will review this Policy annually, the Commission recognizes that major changes to the Investment Policy can produce potentially damaging inconsistency. Changes, particularly the type that can be characterized as reversals of direction, or "responses" to current market conditions from time to time, are viewed as particularly undesirable. But the Commission does not conclude that this Policy document should be unresponsive to changing conditions, particularly those having to do with the Program liabilities.

VII. POLICY ADOPTION

This Policy document was adopted by the Commission for *College Illinois!* on January 26, 1999 and previously revised on four occasions, most recently on January 16, 2004. This policy was adopted by the Commission on November 19, 2004.

Investment Manager's Acknowledgments:

We have received this copy of the Program's Investment Policy. We have studied its provisions and believe that we can both abide by its restrictions and fulfill its goals and expectations over the timetables set forth in the Policy.

Firm Name

Investment Manager

Addendum A

Intermediate Bonds	Richmond Capital Management
Core Bonds	Banc One Investment Advisors
Passive Large-Capitalization Core Equity	SSgA S&P 500 Index Fund
Large-Capitalization Value Equity	<u>State Street Global Advisors</u>
Large-Capitalization Growth Equity	William Blair & Company, LLC <u>Holland Capital Management</u> <u>New Amsterdam Partners</u>
Small-Capitalization Value Equity	<u>Kenwood Capital Management</u> <u>Nicholas-Applegate Capital Management</u>
Small-Capitalization Core Equity	Wasatch Advisors
Large-Capitalization Core International Equity	Jarislowsky Fraser International Fund
Custodian	US Bank
Investment Consultant	Marquette Associates, Inc.