

Innovest Portfolio Solutions, LLC

Form ADV Part 2A

The Brochure

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This Brochure provides information about the qualifications and business practices of Innovest Portfolio Solutions, LLC (“Innovest”). If you have any questions about the contents of this Brochure, please contact us at 303-694-1900. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Innovest is a registered investment adviser. Registration with the SEC as an investment adviser does not imply a certain level of skill or training.

Additional information about Innovest is also available on the SEC’s website at www.adviserinfo.gov. Innovest’s CRD# is 106110.

Item 2 - Material Changes

The date of our last Brochure was March 29, 2019.

Innovest's business activities have not changed materially since that date.

Item 3 - Table of Contents

Item 1 – Cover Page

Item 2 - Material Changes.....	2
Item 3 - Table of Contents	3
Item 4 - Advisory Business.....	4
Item 5 - Fees and Compensation.....	5
Item 6 - Performance-Based Fees and Side-By-Side Management	6
Item 7 - Types of Clients	6
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 - Disciplinary Information	7
Item 10 - Other Financial Industry Activities and Affiliations	7
Item 11 - Code of Ethics	7
Item 12 - Brokerage Practices.....	8
Item 13 - Review of Accounts	9
Item 14 - Client Referrals and Other Compensation.....	9
Item 15 - Custody.....	9
Item 16 - Investment Discretion.....	10
Item 17 - Voting Client Securities (i.e., Proxy Voting)	10
Item 18 - Financial Information.....	10

Item 4 - Advisory Business

Innovest Portfolio Solutions, LLC (“Innovest”) is an independent, fee-only provider of investment consulting services to retirement plans, foundations and endowments, nonprofit organizations and high net worth individuals and families.

Innovest is an investment adviser registered with the U. S. Securities and Exchange Commission. It is incorporated in the state of Colorado. Innovest was founded on July 1, 1996. Innovest is headquartered in Denver and has satellite offices in Arizona and California.

Innovest Holdings, Inc. owns 86% of Innovest. Richard M. Todd owns 56% of Innovest Holdings. Wendy Dominguez owns 26% of Innovest Holdings. Innovest Holdings is 100% employee owned.

Innovest provides investment consulting and reporting services to approximately 290 clients with assets totaling approximately \$25 billion as of December 31, 2019.

Innovest advises the vast majority of its clients on a non-discretionary basis. In a few cases, clients delegate authority to Innovest to take specific investment related actions on their behalf. See “Item 16 – Investment Discretion” in this brochure.

Our advice is specific to each client’s goals, time horizon, risk tolerance and investment objectives. As the coordinator of each client’s investment program, Innovest can be the single contact in the ongoing management of the client’s investments.

The full range of investment consulting services provided by Innovest includes:

- Comprehensive investment program review and detailed fee evaluation (provided at inception of the consulting relationship and as needed)
- Custody evaluation and selection (as needed)
- Investment manager evaluation, recommendation and/or selection (as needed)
- Investment policy development and maintenance (annually)
- Asset allocation and modeling (annually)
- Performance measurement, attribution, and reporting (quarterly)
- Ongoing monitoring (daily)
- Spending policy evaluation (annually and as needed)
- Portfolio accounting (daily and monthly)
- Alternative investment evaluation and selection (as needed)
- Technology assistance (as needed)
- Fiduciary and Trustee education and workshops (as needed)
- Retirement plan vendor selection (as needed)
- Cash flow planning for individuals and families (as needed)

Clients may impose restrictions on investment in certain securities or types of securities.

InnoVirtual Adviser

Innovest also offers an automated investment program called InnoVirtual Adviser. In this program, a client completes a risk questionnaire and then selects a specific investment portfolio from several model portfolios that Innovest has constructed and manages. The model portfolios are specifically designed for either taxable or tax-exempt portfolios. Within the portfolios for taxable or tax-exempt accounts, there

are five portfolio models available with risk tolerances ranging from conservative to all equity. The model investment portfolios invest in mutual funds.

The InnoVirtual Adviser client's portfolio is held in a brokerage account opened by the client at Charles Schwab & Co., Inc. ("Schwab"). Innovest uses Schwab's Institutional Intelligent Portfolio® Platform ("Platform"). The Platform includes an online Investor Profile Questionnaire that helps Innovest determine the client's investment objectives and risk tolerance. Innovest confirms a model portfolio based on the client's answers to the questionnaire. The Platform also includes an automated investment engine through which Innovest manages the client's portfolio on an ongoing basis, including automatic rebalancing and tax loss harvesting (if the client is eligible and elects).

Innovest is client's investment adviser and primary point of contact with respect to InnoVirtual Adviser. Innovest is solely responsible, and Schwab is not responsible, for determining the appropriateness of the automated investment program for the client, for recommending a suitable investment strategy and portfolio for the client's investment need and goals, and for managing the portfolio on an ongoing basis. Every InnoVirtual Adviser client will have an investment policy statement and will receive a quarterly performance report from Innovest, in addition to communications directly from Schwab.

Item 5 - Fees and Compensation

Innovest is compensated on a fee-only basis. Innovest receives no compensation from any source other than the fees paid to it by its clients.

Innovest does not have a standard fee schedule for retainer clients. Fees are negotiated with each client and are dependent on the amount of work involved and any client-specific consulting needs. Fees can be either a percentage of assets or a fixed fee. Fees are generally payable in advance at the beginning of each calendar quarter. A client can choose to have fees deducted from assets under management or billed on a quarterly basis. Fees for an account opened during the calendar quarter are prorated to reflect the amount of time Innovest provides services.

Either party may terminate the consulting agreement upon thirty (30) days written notice. If the agreement is terminated, the client will be refunded for pre-paid fees based on the termination notice period and actual services provided during the billing period.

Innovest's consulting fees do not include investment management fees, custody fees, transaction costs, retirement plan administrator costs or any fees charged by other service providers.

Fees for project engagements, as opposed to retainer engagements, will be negotiated on a case-by-case basis.

InnoVirtual Adviser

The annual fee for clients who have enrolled in InnoVirtual Adviser (as described above in "Advisory Business") is .75% (75 basis points) of assets. The fee is payable quarterly in advance and is prorated for partial months. Innovest may waive or reduce the fees for certain clients. Clients do not pay fees for brokerage commissions or other fees to Schwab as part of the InnoVirtual Adviser program. Schwab does receive other revenues in connection with the program.

Item 6 - Performance-Based Fees and Side-By-Side Management

Innovest does not offer a performance-based fee structure.

Item 7 - Types of Clients

Innovest provides investment consulting services primarily to retirement plans, foundations and endowments, nonprofit organizations and high net worth individuals and families.

Clients eligible to enroll in the InnoVirtual Adviser program include individuals, IRAs and revocable living trusts.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

Innovest applies an innovative thought process with the objective of designing portfolios that provide our clients the opportunity to meet their goals while minimizing unnecessary volatility. Our approach to portfolio design and money manager selection emphasizes forward-looking analysis. Our investment philosophy and process have been structured on the following principles:

1. Over 90% of the variability of portfolio performance is attributable to asset allocation.
2. A forward-looking, thoughtful and methodical approach to asset allocation is imperative.
3. Quantifying the downside risk of a portfolio is the best way to communicate and measure portfolio volatility.
4. Proper benchmarking is critical in evaluating investment performance.

Innovest's investment philosophy and process is based on the following tenets:

Diversification

- Diversification is key to capital preservation
- Proper diversification can reduce investment risk
- Portfolios must be designed based on prudent assumptions and projections

Strategy

- Market inefficiencies can be exploited with active management
- Passive investment management may be appropriate in certain circumstances
- Proven strategies and managers should be utilized
- Expenses and taxes should be minimized

Implementation

- Proper benchmarking is key to performance evaluation
- Consistent managers perform better in the long run

- Risk management is integral at every step and on every level

Innovest works with its clients to establish mutually agreed upon risk and return parameters for their investment portfolio. Innovest will advise the client subject to those risk and return parameters and subject to objectives, conditions and guidelines set forth in an Investment Policy Statement prepared for and approved by the client.

Through the asset allocation process, Innovest assists the client in the design of an investment portfolio consisting of asset classes. Innovest incorporates Modern Portfolio Theory to construct well-diversified client portfolios with a focus on risk adjusted return. Modern Portfolio Theory does not eliminate risk, but it does attempt to reduce portfolio volatility through optimal diversification. Innovest then assists the client in identifying investment managers to be used in the various asset classes in the portfolio. In some cases, clients delegate authority to Innovest to take certain actions on their behalf. See “Item 16 – Investment Discretion” in this brochure.

Innovest’s Capital Markets Committee is responsible for the development of forward-looking capital market projections that are the basis of the asset allocation modeling process. Innovest’s Investment Committee and Due Diligence Team are responsible for selecting securities for client portfolios from a broad universe of mutual funds, exchange traded funds, separately managed stock or bond portfolios and limited partnership investments. Innovest generally does not recommend or monitor individual stocks or bonds.

Investing in securities involves a risk of loss.

Item 9 - Disciplinary Information

Innovest is required to disclose material facts regarding any legal or disciplinary event that is material to a client or prospect’s evaluation of the integrity of our firm or our management personnel. Neither Innovest nor any of our personnel has had any legal or disciplinary events related to services provided by our company in the company’s history.

Item 10 - Other Financial Industry Activities and Affiliations

Innovest and its management do not have any relationship or arrangement with any financial services company or other organization that creates a conflict of interest with respect to its clients.

Item 11 - Code of Ethics

Innovest has adopted a Code of Ethics that governs a number of potential conflicts of interests it or its employees might have when providing advisory services to its clients. This Code of Ethics is designed to ensure that Innovest and its employees meet their fiduciary obligation to clients and to establish a Culture of Compliance within the firm.

Our Code includes the following:

- Requirements related to the confidentiality of client information.

- Prohibitions on insider trading based on material, non-public information;
- Prohibitions on the acceptance of gifts and entertainment or expense reimbursement that exceed our policy standards;
- Pre-clearance of certain employee and firm transactions;
- Reporting quarterly all personal securities transactions involving reportable securities as mandated by regulation; and,
- Reporting annually by all employees to identify all accounts that hold securities in which they have a beneficial interest (e.g., accounts of members of the employee's household).

Innovest and its employees, to mitigate potential conflicts of interest, do not have a material financial interest in any security that they recommend to clients.

Innovest employees invest in some of the same securities as Innovest recommends to clients, including, for example, exchange traded funds. As noted above, Innovest's Code of Ethics has procedures to monitor employee trades to detect any potential conflicts of interest.

Our Code is comprehensive and distributed to each employee at the time of hire, and annually thereafter if there are changes. Innovest also supplement the Code with annual training and ongoing monitoring of employee activity. Compliance with the Code is monitored by Innovest's Chief Compliance Officer.

Any client or prospective client may request a complete copy of our Code of Ethics.

Item 12 - Brokerage Practices

Innovest may, at the request of a client, recommend a custodian and/or broker-dealer. Recommendations are based on quality of client service and reporting, technology capability and costs. Ultimately, the decision rests with the client.

Innovest does not receive any compensation, revenue, soft dollar benefits or incentives from client brokerage.

Client accounts enrolled in the InnoVirtual Adviser Program are maintained at, and receive the brokerage services of, Schwab.

Schwab Advisor Services™ is Schwab's business unit that services independent investment advisory firms like Innovest. Through Schwab Advisor Services, Innovest and its clients receive access to its institutional brokerage services, which are typically not available to Schwab retail customers. Schwab also makes available to Innovest various support services. Innovest does not pay for Schwab services as long as its clients maintain a total of at least \$10 million of assets in accounts at Schwab. As a result of this arrangement with Schwab, Innovest may have an incentive to recommend that our clients maintain their accounts with Schwab based on our interest in receiving Schwab's services. Innovest believes, however, that our recommendation of Schwab is in the best interest of our clients, based on the scope, quality and price of Schwab's services.

Innovest does not pay fees to Schwab for the InnoVirtual Adviser program as long as Innovest clients maintain \$100 million in assets in accounts at Schwab that are not enrolled in InnoVirtual Adviser. If Innovest does not meet this condition, then it pays an annual licensing fee of 0.10% (10 basis points) on the value of its clients' assets in the program. This fee arrangement gives Innovest an incentive to recommend that our clients with accounts not enrolled in InnoVirtual Adviser be maintained with Schwab.

These minimums which are required to receive Schwab's Advisor Services and InnoVirtual Adviser support may give Innovest an incentive to recommend that clients maintain an account at Schwab, which is a potential conflict of interest. Innovest clients currently custody approximately \$2 billion of assets at Schwab, so Innovest easily meets the \$10 million of client assets needed to meet the requirement for Schwab Advisor Services and the \$100 million for the InnoVirtual Adviser support. As a result, Innovest does not believe there is a material conflict of interest in recommending the Schwab's brokerage services.

Item 13 - Review of Accounts

Innovest consultants review client accounts quarterly and more often based on deposits, withdrawals or investment market performance.

For most clients, there is a quarterly meeting to review the client's performance report. Our custom quarterly performance report is a comprehensive tool for communicating with clients each quarter. It covers macro-economic and investment market conditions, the client's investment policy goals, a comparison of each client's actual asset allocation to the target allocation, total portfolio performance and detailed investment level information.

A comprehensive written report is provided to each client each quarter even if there is no in-person meeting.

Item 14 - Client Referrals and Other Compensation

Innovest does not receive any economic benefit, other than the consulting fees paid by its clients, for providing investment advice to its clients.

Innovest will, on limited occasions, compensate persons who have referred clients to Innovest by paying to such referrers a portion of the consulting fee paid by the referred client. All clients whose accounts are subject to referral fees will be fully informed in writing of the terms and conditions of the referral fee to be paid and consent in writing thereto in advance of the engagement. The consulting fee paid to Innovest will be the same amount whether or not the client became an Innovest client as a result of a referral.

Item 15 - Custody

Innovest does not maintain custody of client assets. Clients establish accounts with a qualified custodian, although certain privately offered securities held by clients that meet specific criteria set forth by the SEC do not require a qualified custodian.

As an exception to the above, Innovest does have custody of client funds and securities only to the extent that it has the ability, if the client chooses, to deduct its fees from the client's account.

Client funds and securities are custodied at a qualified custodian. Qualified custodians used by Innovest clients are independent of Innovest and send quarterly, or more frequent, account statements directly to clients. Clients should carefully review those statements. Clients should also compare the account statements they receive from the qualified custodian to the account statements, such as the quarterly performance report, they receive from Innovest.

Item 16 - Investment Discretion

Innovest advises the vast majority of its clients on a non-discretionary basis. In some cases, clients delegate authority to Innovest to take specific actions on their behalf including, for example, determination of investment portfolio asset allocation and selection of money managers.

Our investment philosophy, internal investment processes, advice and reporting are the same regardless of whether we are working with the client on a discretionary or non-discretionary model. The key differences between the discretionary and non-discretionary models lie in the final decision-making authority.

Item 17 - Voting Client Securities (i.e., Proxy Voting)

In certain circumstances, Innovest exercises authority to vote client securities at a client's direction. Innovest's voting process involves a third party that monitors client securities for proxy votes and automatic voting on those matters. The automatic voting is based on criteria developed by Glass Lewis, an independent corporate governance research firm, to favor investor interests. Consequently, Innovest's process precludes Innovest from voting in conflict with clients' interests. Clients for whom Innovest votes proxies may also direct Innovest to vote their securities. Upon request, clients who have delegated proxy voting to Innovest may obtain copies of Innovest's proxy voting policies and records of how their securities have been voted.

Clients for whom Innovest does not have delegated authority to vote proxies should expect to receive proxies from their custodian or a transfer agent, but not from Innovest. These clients may contact Innovest with questions about specific proxy solicitations.

Item 18 - Financial Information

Innovest has never filed for bankruptcy and is not aware of any financial condition that is reasonably likely to impair its ability meet its contractual commitments to clients.