



Board and Committee Operations Policy

I. Purpose

The ACERA Board and Committee Operations Policy (“Policy”) provides ACERA Trustees (“Members”) and Staff with guidelines for ensuring that Board and Committee meetings will be conducted as efficiently and effectively as possible.

II. Policy Guidelines

A. Governing Law and Rules Of Order

1. The noticing and agendas of all Board and Committee meetings shall conform to the requirements of the Ralph M. Brown Act, Government Code Section 54950, et seq. (the “Brown Act”).
2. Board and Committee meetings shall be guided by the principles embodied in the most current edition of Robert’s Rules of Order (Robert’s Rules). It will be assumed that the Chair of a meeting has acted with unanimous consent, with all procedural objections waived, unless a Member raises a procedural objection before the Board or Committee takes action on the matter for which the procedural objection could have been raised. When a Member timely raises a procedural objection, ACERA’s Chief Counsel will resolve that objection according to Robert’s Rules.
3. In the event of a conflict between the Brown Act and Robert’s Rules, the Brown Act shall prevail.

B. Agendas – Posting

1. A written agenda conforming to the Brown Act shall be prepared for all regular Board and Committee meetings and shall normally be distributed to all Members, posted at ACERA’s offices and on ACERA’s website at least one week before the meeting.
2. When distribution and posting cannot reasonably be accomplished at least one week before the meeting, it will occur at least 72 hours before the meeting, per the Brown Act.

3. Agendas for special meetings shall be posted at least 24 hours before the meeting and special notices shall be provided as required by Section 54956 of the Brown Act.
4. The general rule is that substantive matters within the Board or Committee's jurisdiction that are not on the posted agenda may not be discussed at a meeting. Some limited exceptions may apply from time to time and the Chief Counsel will advise the Board as to the applicability of such limited exceptions.
5. Outside of a properly noticed meeting, a majority of Members of the Board or a Committee shall not use a series of communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is within the subject matter jurisdiction of the Board or Committee.

C. Board Meetings Agenda Content

The Board Meeting Agenda will generally include the following topics as necessary:

1. Call to Order
2. Roll Call
3. Public Comment
4. Consent Calendar
 - a. Report on Service Retirements
 - b. List of Deferred Retirements
 - c. List of Deceased Members
 - d. Approve Requests for up to 130 Bi-Weekly Payments to Re-Deposit Contributions and Gain Credit
 - e. Approve Uncontested Staff Recommendations on Disability Retirements and Death Benefits
 - f. Approve Uncontested Hearing Officer Recommendations for Disability Retirements and Death Benefits

- g. Approve Minutes of Board and Committee Meetings
- h. Miscellaneous
- 5. Contested Disability Retirements and Death Benefits
- 6. Committee Reports, Recommendations and Motions
- 7. New Business
- 8. Conference Reports
- 9. Announcements
- 10. Board Input
- 11. Establishment of Next Meeting
- 12. Closed Session
- 13. Report on Action Taken in Closed Session
- 14. Adjournment

The Board Chair may alter the agenda and order of business to the extent authorized by the Brown Act. If a Member objects to an alteration of the order of business, a two-thirds vote of the voting Members is required for the Board Chair to alter the order of business.

D. Committee Meetings Agenda Content

Committee Meeting will generally include the following topics:

- 1. Call to Order
- 2. Roll Call
- 3. Public Comment
- 4. Action Items
- 5. Information Items
- 6. Trustee Remarks

7. Future Discussion Items
8. Establishment of Next Meeting
9. Adjournment

The Committee Chair may alter the agenda and order of business for Committee meetings to the extent authorized by the Brown Act. If a Member objects to an alteration of the order of business, a two-thirds vote of the voting Members is required for the Board Chair to alter the order of business.

E. Board And Committee Officers

At the first regular meeting in January, the Board shall elect one of its Members Chair, one of its Members Vice Chair, and one of its Members Second Vice Chair. The term shall be for either one year, or until their successors are duly elected and qualified.

1. The Chief Executive Officer (CEO) shall serve as Secretary to the Board.
2. The Chair of the Board shall:
 - a. Appoint Members to all ACERA standing and ad hoc Board Committees and in making such appointments shall whenever possible, appoint both elected and appointed Members to each Committee. The Chair may consider the need to:
 - 1) Maintain continuity in Committee membership,
 - 2) Rotate the composition of Committees to provide Members with diversified experience,
 - 3) Reflect a Member's area of interest and/or skill set, and
 - 4) Minimize conflicts of interest.
 - b. Remove and replace Committee Members so appointed;
 - c. Appoint a Chair and Vice Chair for each Committee of the Board;
 - d. Coordinate the preparation of the Board agenda with the CEO;
 - e. Chair meetings of the Board;

- f. Communicate with external parties in cooperation with the CEO;
 - g. Coordinate the process for annually evaluating the performance of the CEO as prescribed in applicable Board policies;
 - h. Coordinate the process in the event that the Board evaluates its own performance;
 - i. Serve as a member of all Committees if any Committee member is absent.
3. If the Board Chair is unavailable or unable to carry out his or her duties, the First Vice Chair shall assume duties of Board Chair. If the First Vice Chair is unavailable or unable to carry out his/her duties, the Second Vice Chair shall assume the duties of the First Vice Chair.
 4. In the event that an officer of the Board becomes ineligible or unable to complete his or her term, the following action shall be taken:
 - a. If said officer is the Chair, then the Vice Chair shall assume the Chair's position for the balance of the Chair's term, and a new Vice Chair shall be elected at the next regularly scheduled meeting;
 - b. If said officer is the Vice Chair, then the Board shall elect a new Vice Chair at the next regularly scheduled meeting; and
 - c. If said officer is the Second Vice Chair, then the Board shall elect a new Second Vice Chair at the next regularly scheduled meeting.
 5. Officers may be removed from the Chair, Vice Chair, and Second Vice Chair positions by a two-thirds ($\frac{2}{3}$) vote of the entire Board (i.e., six members).

F. Committee Procedures

- i. Standing Committees exist to assist the Board in fulfilling its charter and to apply more concentrated attention to specialized topics that impact the Board's effective management of ACERA. All actions taken by standing and ad hoc Committees are deemed to be advisory and must be approved by the Board before becoming effective.

2. The CEO shall assign a staff member to each standing and ad hoc Committee to serve as Staff Liaison and primary contact for the Committee Chair and Committee Members with respect to the work of the Committee.
3. At their first meetings each year, the Retiree, Investment, and Operations Committees shall establish a schedule of meetings for the rest of the year. The other Committees will establish meetings as needed.
4. The Committee Chair may cancel or reschedule a meeting if it is apparent that there will not be a quorum or there are insufficient issues to warrant a meeting. Attempts will be made to provide all Committee Members with at least one week's notice of the cancelled or rescheduled meeting.
5. Each Committee (including ad hoc Committees upon creation) shall, in consultation with its Staff Liaison, adopt a charter outlining its purpose, responsibilities and meeting frequency.
6. Each year, staff liaisons shall prepare a draft work plan for the following year containing proposed monthly agenda items for their standing Committees and incorporating ACERA's ongoing cyclical workload requirements and any budget and business plan instructions received. A proposed work plan shall be submitted to each Committee at the first or second scheduled meeting of the New Year for review and modifications. Committee work plans can be modified throughout the year as needed.
7. Each Committee Chair shall be responsible for:
 - a. The efficient operation of the Committee,
 - b. Facilitation of the work outlined in the Committee Charter and prioritized in the Committee work plan,
 - c. Retaining focus primarily on policy and oversight while allowing management to carry out the day-to-day implementation of Board and Committee policy, and
 - d. Coordinate Committee activities with the Staff Liaison.

8. In the event a Committee Chair is absent or the position is vacant, the Committee Vice Chair shall preside over meetings of the designated Committee. In the event the Committee Chair and Vice Chair are both absent the Board Chair, or a Board Vice Chair will preside over the designated Committee. If the Committee Chair and/or Vice Chair positions are vacant, the Board Chair shall appoint a new permanent Committee Chair and/or Vice Chair.

G. Quorum and Voting

1. The Board is composed of nine (9) Members, plus an Alternate Safety Member, and an Alternate Retired Member. A majority of the Members of the Board constitutes a quorum and a quorum of the Board is required to take action.
2. Committees shall be composed of no more than five (5) Members, except the Investment Committee and the CEO Succession Committee which shall be composed of the full Board. A majority of the Members of a Committee constitutes a quorum of that Committee and a quorum is required for the Committee to take action.
3. Any motion passed or business transacted at a Board or Committee meeting must be approved by a majority of the Members present and voting, except as otherwise provided by law. A Member who abstains is not considered present and voting, but remains present for purposes of a quorum.
4. For the purposes of determining the voting rights of the Alternate Seventh Member and the Alternate Eighth Member, a Member can be “absent” for a particular agenda item. A Member who leaves the boardroom during an in-person meeting or who disconnects from a video-conference meeting is “absent” for that agenda item. Alternatively, a Member can irrevocably declare themselves “absent” with respect to a particular agenda item for the purpose of allowing the appropriate Alternate to vote in their place.
5. The Alternate Seventh Safety Member shall be counted towards a quorum and may vote only in the event the following Members are absent:
 - a. Second Member, or
 - b. Third Member; or

- c. Seventh Member; or
 - d. Both the Eighth and the Alternate Eighth Members.
6. The Alternate Eighth Retired Member shall be counted towards a quorum and may vote only in the event the following members are absent:
- a. Eighth Member; or
 - b. Both the Second and Third Members; or
 - c. Both the Second and Seventh Members; or
 - d. Both the Third and Seventh Members.¹
- H. Public Comment
- 1. Every agenda for a regular Board or Committee meeting shall provide members of the public an opportunity to address the Board or Committee at each meeting on any item under the subject matter jurisdiction of the body. Public Comment appears on the agenda immediately after Roll Call, but it is within the meeting Chair's discretion to allow or require public comment on particular agenda items when those items are discussed by the Board.
 - 2. With respect to any agenda item, the public shall be given the opportunity to comment before or during the Board or Committee's consideration of the item, including closed session items prior to adjournment into closed session.
 - 3. Where a member of the public raises an issue not on the agenda, no debate or action may be taken at that meeting. However, Members of the Board or Committee or staff present may
 - a. provide a brief response or ask a question,
 - b. provide a reference to staff or other resources for factual information, or

¹ If two of the Second, Third and Seventh Members are absent from a meeting, they are both still considered absent even if the Alternate Seventh Member is present and voting. Thus, if two of those members are absent, the Alternate Seventh Member and the Alternate Eighth Member may vote.

- c. direct staff to place the issue on a future agenda.
 - 4. The duration of any public comment shall normally be no longer than four (4) minutes per speaker, but the Chair of the meeting may allow for longer public comment.
- I. Attendance And Participation At Board And Committee Meetings
 - 1. Members agree to make every reasonable effort to attend all meetings of the Board and of Committees on which they serve. All Members are free, but not obligated, to attend any Committee meeting. All Members may participate in Committee deliberations, but only Committee Members may vote on matters before the Committee, unless a quorum of the Board is present, and then Board voting rules apply.
 - 2. If a quorum of the Board attends and participates in a Committee meeting as more than observers, the meeting will be a full Board meeting. The following Committee rules will nevertheless continue to operate for those meetings:
 - a. The Committee Chair will continue to run the meeting.
 - b. The actions of the Committee will still be subject to approval by the full Board.
 - 3. Alternate Members
 - a. An Alternate Member shall have the same responsibilities and access to a closed session of the Board or a closed session of a Committee, as a Board Member whether or not the Second, Third, Seventh or Eighth Board Members are present.
 - b. Alternate Members may replace absent Committee Members, participate in Committee meetings and vote on motions, in accordance with Board rules on replacing absent members.
 - c. Alternate Members may not hold office on the Board or Committees. An Alternate Member, who replaces an absent Board Member who is also an officer, does not become an officer as a result.

4. Compensation and Reimbursement

- a. Eligibility for compensation for the Fourth, Fifth, Sixth, Eighth (including Alternate), and Ninth Members (Cal. Gov. Code §§31521, 31520.5) for Committee attendance does not require membership on the Committee.
- b. Reimbursement to employers of Elected Members. (See Voluntary Elected Member Employer Reimbursement Policy.)

J. Minutes

1. The Secretary is responsible for preparation of the Board minutes and the Staff Liaison is responsible for Committee minutes.
2. The person responsible for minutes shall record the following in the minutes:
 - a. The time and place of each meeting of the Board or Committee.
 - b. The names of Members present.
 - c. All official acts taken listing the motion and the first and second (a first and second may, but need not, be listed for actions taken in closed session).
 - d. The individual votes of every Members present for all actions taken.
 - e. Describe with sufficient detail any actions taken by the board or Committee including pertinent discussions.
 - f. Brief references to non-action or information items; and
 - g. Include direct instructions to Staff by the Chair.
3. Approval of Minutes
 - a. If a Committee meets in at least ten days before a Board meeting, the Staff Liaison and Committee Chair will finalize the Committee minutes in sufficient time to be distributed to the Board no later than three days before the next scheduled Board meeting.

- b. If a Committee meets less than ten days before the next Board meeting, the Committee Chair will provide a summary of the Committee meeting to the Board at the Board meeting that week. The minutes will be presented to the Board for review and adoption at the next scheduled Board meeting.
- c. Staff Liaison will present draft minutes to the Committee Chair at least three days before they must be presented to the Board, according to the deadlines stated above. If the Committee Chair does not respond, the Staff Liaison will distribute the draft minutes to the Board, according to the deadlines above.

K. Pattern And Dates Of Board Meetings

1. Regular meetings of the Board of Retirement shall be held on the third (3rd) Thursday of each month at 2:00 p.m. at ACERA's office in Oakland, California. The Board Chair may approve any revisions to the date, time, or venue.
2. Special meetings of the Board of Retirement may be called at any time by the Chair or a majority of all the Members of the Board subject to the provisions of Government Code Section 54956. Notice of not less than twenty-four (24) hours shall be given to each Board Member, media outlets requesting notice, and provided on the ACERA website.
3. In the fall of each year, ACERA may hold its Board of Retirement Offsite Retreat which may include an evaluation of the budget and Business Plan for the current and following years, discussion with senior management staff and such educational and informational presentations as deemed appropriate.

L. Standing Committees

The Standing Committees of the Board are as follows:

1. Retirees
2. Investment
3. Governance
4. Operations
5. Actuarial

6. Audit
7. CEO Evaluation

M. Ad Hoc Committees

1. The Board may approve the establishment of temporary ad hoc Committees to gather information and make recommendations to the Board or a Committee on specific subject matters. The Board Chair shall appoint the Chair and Members of ad hoc Committees. Ad hoc Committees shall have no more than four (4) Members and, if they are otherwise compliant with the Brown Act, shall not be required to comply with the agenda requirements of this Policy. Board Members not appointed to an ad hoc Committee are not permitted to attend meetings of the ad hoc Committee or discuss any of the issues addressed by the ad hoc committee with any members of the ad hoc committee.
2. At the beginning of each calendar year, the Board shall assess the need for all existing ad hoc Committees and formally dissolve any ad hoc Committees deemed unnecessary.

III. Policy Review

The Governance Committee shall review the Board and Committee Operations policy at least every three (3) years to ensure that it remains relevant and appropriate.

IV. Policy History

- A. The Board adopted this policy on February 15, 2018.
- B. The Board reviewed and revised this Policy on April 21, 2022.²

² The Board Operations Policy was adopted on November 18, 1999; and renewed, with revisions, on August 15, 2001; March 8, 2005; November 9, 2006; March 19, 2009; August 18, 2011; April 17, 2014; and November 17, 2016. The Committee Operations Policy was adopted on August 15, 2002; and renewed, with revisions, on November 9, 2006; March 19, 2009; August 18, 2011; and April 17, 2014; and, without revisions, on July 21, 2016. The ACERA Board Officers Policy was renewed, with revisions, on December 6, 2006. The Board Operations Policy, the Committee Operations Policy, and the ACERA Board Officers policy were combined into the Board and Committee Operations Policy, which was adopted by the Board of Retirement on February 15, 2018. The Board reviewed and affirmed this Policy, with revisions, on June 21, 2018. The Board of Retirement renewed the Board and Committee Operations Policy, with revisions, on August 15, 2019.