



# *Board & Committee Operations Policy*

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## I. Purpose

The ACERA Board & Committee Operations Policy (“Policy”) provides ACERA Trustees 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 & 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.)
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 of the Brown Act shall be prepared for all Board and Committee meetings and shall normally be distributed to all Trustees at least one week in advance of the meeting.
2. The agenda for all regular Board and Committee meetings shall be posted at least 72 hours in advance in a location at the ACERA offices that is accessible to the public 24 hours per day and posted on ACERA’s website in accordance with the applicable provisions of the Brown Act.

3. Agendas for special meetings shall be posted at least 24 hours in advance of the meeting and special notices shall be provided as required by Section 54956 of the Brown Act.

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. Review and approval of the minutes of the prior month's regular meeting
4. Consent Calendar
  - a. Application for Service Retirement
  - b. Application for Retirement, Deferred
  - c. Application for Deferred Transfer
  - d. List of Deceased Members
  - e. Requests for 130 Bi-Weekly Payments to Re-Deposit Contributions and Gain Credit
  - f. Disabilities, Current, Recommendations
  - g. Disabilities Status Report
  - h. Miscellaneous
5. Disability
  - a. Disabilities, Current, Recommendations and Motions
  - b. Disabilities, Continuing, Recommendations and Motions
6. Committee Reports, Recommendations and Motions
7. Old Business

8. New Business
9. Conference/Oral Reports
10. Announcements
11. Public Input
12. Board Input
13. Establishment of Next Meeting
14. Adjournment into Closed Executive Session
15. Reconvene into Open Session to Announce any Action Taken in Closed Executive Session
16. Adjournment

The Board Chair may alter the agenda and order of business for Board and Committee meetings to the extent consistent with the Brown Act.

D. Committee Meetings Agenda Content

Committee Meeting will generally include the following topics:

1. Call to Order
2. Action Items
3. Information Items
4. Public Input
5. Trustee Input
6. Establishment of next meeting
7. Adjournment

The Committee Chair may alter the agenda and order of business for Committee meetings to the extent consistent with the Brown Act.

## 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 shall serve as Secretary to the Board ex officio.
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 Trustees with diversified experience,
    - 3) Reflect a Trustee'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 for each Committee of the Board;
  - d. Co ordinate the preparation of the Board agenda with the Board Secretary/Chief Executive Officer;
  - e. Chair meetings of the Board;
  - f. Communicate with external parties in cooperation with the Chief Executive Officer;
  - g. Co ordinate the process for annually evaluating the performance of the Chief Executive Officer as prescribed in the Chief Executive Officer Performance Evaluation Process;
  - h. Co ordinate the process in the event that the Board evaluates its own performance;

- i. Serve as ex officio Member of all Committees and serve to satisfy the quorum requirements.
  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. These duties include sitting ex officio on Committees for purpose of a quorum as detailed below.
  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

1. Standing Committees exist to assist the Board in fulfilling its charter, to more efficiently use Trustee time, 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 Chief Executive Officer 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 balance of the year. The

Governance, Actuarial, Audit, and Budget Committees shall 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. Annually following the Board Offsite Retreat, 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 during the Offsite Retreat. 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 level while allowing management to carry out the day-to-day implementation of Board 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 & Voting

1. The Board is composed of nine (9) Members, plus an Alternate Safety Member, and an Alternate Retired Member<sup>1</sup>. 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<sup>2</sup>, 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. The Board Chair or, in the Chair's absence, either Vice Chair (First, then Second) may serve as an Ex Officio Member of a Committee to satisfy the quorum requirements.
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. 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.
5. The Alternate Eighth Retired Member shall be counted towards a quorum and may vote only in the event the following members are absent:

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<sup>1</sup> Board Composition: Ex Officio: County Tax Collector: First Trustee; Elected by ACERA's general members: Second and Third Trustees; Elected by ACERA's safety members: Seventh and Alternate Seventh Trustees; Elected by ACERA's retired members: Eighth and Alternate Eighth Trustees; Appointed: Fourth, Fifth, Sixth, and Ninth Trustees.

<sup>2</sup> If a majority of the Board is present at any Committee meeting, the Committee meeting will also constitute a Board meeting and shall be noticed accordingly.

- 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.

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 during posted public comment sessions on any item under the subject matter jurisdiction of the body.
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
  - 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.

I. Attendance And Participation At Board And Committee Meetings

1. Trustees agree to make every reasonable effort to attend all meetings of the Board and of Committees on which they serve. All Trustees are free, but not obligated, to attend any Board Committee meeting. All Trustees 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. Should a quorum of the Board attend and participate at a Committee meeting, the meeting shall become a Committee comprised of the full Board. While the Brown Act converts the meeting to a Board meeting, for ACERA's purposes, the following Committee rules will nevertheless continue to operate for those Committee meetings that are converted to Board 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 who may replace absent Committee Members and participate in Committee meetings and vote on resolutions or 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

- i. The Secretary is responsible for preparation of the Board minutes and the Staff Liaison assigned by the CEO to each Committee 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 Trustees present.
  - c. All official acts taken listing the motion and the first and second.
  - d. The individual votes of every Trustee present for all actions taken.
  - e. Describe with sufficient detail any actions taken by the board or Committee including pertinent discussions.
  - f. Limit discussion of non action or information items to brief references; and
  - g. Include direct instructions to Staff by the Chair.
  
3. Approval of Minutes
  - a. The person responsible for the minutes shall cause the minutes to be written and presented for approval at the next regular meeting of the Board.
  - b. The Staff Liaison shall draft the Committee Minutes and provide a copy to the Board or Committee Chair for approval more than one week in advance of the next scheduled Board meeting.
  - c. The Staff Liaison and the Committee Chair will finalize the Board or Committee minutes no later than one week before the next scheduled Board meeting. If the Board or Committee Chair does not respond in a timely manner, the minutes will be distributed as prepared and presented for approval at the next regular Board meeting.
  - d. If a Committee meets in at least a week before a Board meeting, the Staff Liaison and Committee Chair will finalize the Committee minutes in sufficient time to be distributed to the Board on the day of the next scheduled Board meeting.
  - e. If a Committee meets during the same week of the 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 on the consent calendar at the next scheduled Board meeting.

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 will 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. Retiree
2. Investment
3. Governance
4. Operations
5. Actuarial
6. Audit
7. Budget
8. CEO Evaluation

M. Ad Hoc Committees

1. The Board may approve the establishment of temporary ad hoc Committees whose responsibilities are unrelated to those of any standing Committees. 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 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 in order to maintain compliance with the requirement that ad hoc Committees consist of fewer than a quorum of the Board.
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 Operations Policy was adopted by the Board of Retirement on November 18, 1999.
- B. The Board reviewed and adopted the Board & Committee Operations Policy, with revisions, on June 21, 2018<sup>3</sup>.

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<sup>3</sup> 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 & 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.