

SAN DIEGO COUNTY EMPLOYEES RETIREMENT ASSOCIATION
BOARD OPERATIONS POLICY

I. PURPOSE

This Board Operations Policy describes how the Board will elect officers, appoint Committees, and conduct meetings, so as to ensure efficient operation of the Board and its Committees.

This policy augments sections of the By-laws and Regulations of the Board SDCERA (the “By-laws”), and is intended to be consistent with the Ralph M. Brown Act, Government Code §54950, et. seq. (the “Ralph M. Brown Act”). Where there is a conflict between the provisions of this policy and the Ralph M. Brown Act, the latter will prevail

II. POLICY GUIDELINES

A. Board Officers

1. At the first regular meeting in July, the Board shall elect from among its members a Board Chair, a Vice Chair, and a Secretary, each to hold office effective immediately after the election, for a term of one year, or until his or her successor is duly elected and qualified. Members may serve as Chair for up to two consecutive one-year terms, after which they must step down for at least one year before seeking re-election.
2. 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 or the Secretary, then the Board shall elect a new Vice Chair or Secretary at the next regularly scheduled meeting.

B. Board Committee

1. The standing Committees of the Board is the Audit Committee.
2. The Board may approve the establishment of ad hoc committees, in consultation with the Chief Executive Officer, provided that the responsibilities of the ad hoc committees do not overlap with those of any standing committee.

3. The Chief Executive Officer, upon the direction of the Board, shall prepare for Board approval a policy for each standing and ad hoc committee that provides a description of the committee's mandate and, in the case of ad hoc committees, a provision for disbanding the committee once it has fulfilled its mandate.
4. With the exception of the Audit Committee, each standing or ad hoc committee shall be made up of four members, giving consideration as appropriate to representation of the Board's appointed and elected members and the Board's active, safety, and retired members.
5. The Audit Committee shall be made up of five members, including three Board Members and two independent, non-Board Members (Public Members). The selection process for Public Members and their terms of office are set out in the Board Policy on Public Members of the Audit Committee (Governance Policy, Section 24).
6. The Chair shall annually recommend to the Board a Committee Chair and the members of each standing and ad hoc committee.
7. In determining Committee appointments, the Chair and the Board may consider the following:
 - a) The need to maintain a level of continuity in committee membership;
 - b) The need to ensure that, to the extent possible, trustees' committee appointments reflect their areas of expertise and interest; and
 - c) The need to rotate the composition of committees to provide diversified experience of trustees.
8. In the event that a Committee Chair is unable to complete his or her term, the Board Chair will appoint a replacement, subject to ratification by the Board.

C. Board and Committee Meetings

Board Meetings – Time and Location

1. Regular Meetings of the Board shall be held on the third (3rd) Thursday of each month at the hour of 8:30 a.m., at SDCERA's offices in San Diego, California.
2. The Chief Executive Officer shall recommend to the Board an annual schedule of meetings at its first meeting in July.
3. Special meetings of the Board may be called at any time by the Chair or by a majority of all the members of the Board in accordance with the provisions of Government Code §54956. A notice of not less than twenty-four (24) hours shall be given to each trustee and to all media outlets who have requested notification.

4. If the Chair is absent from a meeting, the Vice Chair shall preside at that meeting. If the Vice Chair is also absent, then the Secretary shall preside. If the Secretary is also absent, the trustees present shall appoint a temporary Chair from among themselves for the meeting.

Committee Meetings – Time and Location

5. Standing and ad hoc committees will meet at the discretion of the Committee Chair, in consultation with the Chief Executive Officer. Each Committee Chair will coordinate with the other Committee Members as to time, date and location. Timely notice of such is to be provided to the public in accordance with the Ralph M. Brown Act.
6. If the Committee Chair is not present at a Committee meeting, the remaining Committee Members may appoint a temporary Committee Chair from among themselves for the meeting.

Agendas and Meeting Materials

7. A written Agenda shall be prepared for all regular Board and Committee meetings, and shall normally be distributed to all Board or Committee Members at least 4 days in advance of the meeting.
8. All Board and Committee meeting materials shall normally be distributed to Board and Committee Members at least 4 days in advance of meetings.

Quorum and Voting

9. Five (5) members of the Board constitute quorum for meetings of the Board, per the By-laws.
10. Three (3) Committee members constitute a quorum for meetings of Board committees.
11. If there is a lack of a majority of members present at a Board or committee meeting, no formal business can be conducted, although discussions may take place.
12. Any motion passed or business transacted at a meeting of the Board or a Committee must be approved by a majority of the members present, except as otherwise provided by law.
13. All motions or formal business transacted by Committees are subject to Board approval at a regularly-scheduled Board meeting, except in cases in which the Board has granted the committee specific authorities or powers to act on its own. Committee Chairs are responsible for presenting committee recommendations to the Board for formal action.

Attendance at Board and Committee Meetings

14. Trustees agree to make every reasonable effort to attend all meetings of the Board and all meetings of Committees on which they serve.
15. All trustees are free, but not obligated, to attend meetings of Committees of which they are not members. However, they shall not participate in deliberations or voting.
16. Under the Ralph M. Brown Act, members of the public are entitled to attend Board and Committee meetings and hearings, subject to rules relating to Closed Sessions.

Rules of Order

17. Meetings of the Board and all of its Committees shall be governed by this Policy, the By-laws, and the Ralph M. Brown Act. Robert's "Rules of Order, Revised" shall serve as a reference tool for resolving issues and discrepancies that cannot be resolved using the instruments listed herein.
18. The order of business for Regular Board meetings shall normally be:
 - a) Public Comment (as described below in section 33)
 - b) Review and Approval: minutes of the prior Board meeting
 - c) Investment Reports
 - d) New business regarding investments
 - e) Disability Matters
 - f) Introductory Remarks
 - g) Issues impacting the Retirement Association
 - h) Committee reports, recommendations and motions
 - i) Chief Executive Officer's Report
 - j) Seminars and Conferences
 - k) Information Items
 - l) Closed Session (if applicable)
 - m) Adjournment
19. The order of business for Board meetings may be altered as necessary to the extent permitted by the Ralph M. Brown Act.
20. The order of business for Committee meetings shall be at the discretion of the Committee Chair, and shall be noted in the Agenda for the meeting. Notwithstanding

this, each Committee meeting shall also include a "Public Comment" session (as described below).

Public Comment

21. Every Agenda for a regular Board or Committee meeting shall provide the public an opportunity to address the Board or Committee at each meeting during a posted public comment session, on any item under the subject matter jurisdiction of the body. With respect to any item which is already on the Agenda, the public will be given the opportunity to comment before or during the Board or Committee's consideration of the item. The public shall also be given an opportunity to comment on closed session items prior to adjournment into closed session. A member of the public will be provided an opportunity to speak to the Board or Committee on any subject that is within the Board or Committee's jurisdiction but not on the Agenda. To ensure the efficient conduct of Board and Committee business, there shall be a 5-minute limit on public comment by a member of the public per Agenda item or new matter which is to be enforced by the presiding officer.

Closed Sessions

22. The Board and its Committees may conduct business in closed session, which will be closed to the public, in accordance with the conditions prescribed in the Ralph M. Brown Act.

Board Meeting Minutes

23. The Chief Executive Officer will cause the minutes of all Board and Committee meetings to be prepared, recording therein, at a minimum:

- a) The time and place of each meeting;
- b) The names of Board/Committee members in attendance;
- c) The time at which a Board/Committee member joined the meeting after its commencement or left the meeting prior to its conclusion;
- d) The names of staff, vendor representatives or other guests in attendance who were invited to present or speak at the meeting;
- e) All official acts of the Board/Committee, including the wording of any resolution or motion considered by the Board/Committee, the maker of the motion, and a sufficient description of the discussion so as to adequately summarize the proceedings for those not in attendance;

- f) The disposition of each resolution or motion, including the votes given by members except where the action is unanimous; and when requested, a member's dissent or approval with his reasons. (Per the By-laws); and
 - g) All action items assigned to committees, trustees, staff or vendors by the Board/Committee.
24. The Chief Executive Officer shall cause board minutes to be written and presented for approval at the next regular Board meeting. Once approved, the minutes will be signed by the Secretary and the Chair, and shall form part of the permanent records of the Board. (Per the By-laws)
25. The Committee Chair shall cause Committee minutes to be written and presented for the Committee's approval at its next meeting. Once approved, the minutes will be signed by the Committee Chair, and shall form part of the permanent records of the Board.
26. Minutes of the Board and Committees will be retained indefinitely as official records of SDCERA.

REVIEW

This policy shall be reviewed by the Board at least every three (3) years and may be amended at any time.

HISTORY

January 6, 2000	Adopted
April 1, 2004	Revised, effective July 1, 2004
October 4, 2007	Revised, effective immediately
March 19, 2009	Revised, effective immediately
April 5, 2012	Revised, effective immediately
July 17, 2014	Revised, effective immediately
January 21, 2016	Revised, effective immediately
August 17, 2017	Revised, effective immediately