

BOARD OPERATIONS

I. PURPOSE

The Board Operations Policy is intended to provide guidelines for the Trustees of the Sonoma County Employees' Retirement Association, which describe the manner in which the Board and its Committees shall conduct themselves so as to ensure efficient Board Operations.

II. GUIDELINES

A. Rules of Order

1. Meetings of the Board and its Committees shall be guided by the principles embodied in "*Robert's Rules of Order*" to the extent that such principles are consistent with the *Ralph M. Brown Act*, California Government Code section 54950, et seq. (*The Brown Act*).
2. The order of business for Board meetings shall normally be:
 - a. Attendance check;
 - b. Consent Calendar (routine and non-controversial items);
 - c. Regular Calendar (presentations and items for Board action);
 - d. Reports from Committee Chairs;
 - e. Report from SCERA Management;
 - f. General Discussion Matters;
 - g. Public Comment; and
 - h. Adjournment.

Note: The Order of business for Board and Committee meetings may be altered as necessary to the extent permitted by the Brown Act.

B. Officers

1. The Chair and Vice Chair shall hold office for a term of one year as per the SCERA Bylaws. The Chair and Vice Chair may hold office for up to three consecutive terms. These term limits may be extended if it is deemed to be

disruptive or imprudent to rotate officers at that time and provided that the incumbents are willing to continue in their roles.

2. Should the Board Chair be unavailable to carry out the duties of the Chair at a meeting of the Board, the Vice Chair shall automatically assume the position of Chair during the Chair's absence. Should the Vice Chair also be unavailable, the Board may appoint any Committee Chair to assume the position of Chair for that particular Board meeting. Any individual that is required to assume the role of Board Chair in the absence of the Board Chair shall also assume the powers and authorities of the Board Chair during the absence of the Board Chair.
3. The role of the presiding Chair of the Board or any Committee in the conduct of a meeting is to ensure that the collective fiduciary interests of the Board are paramount. To this end, the presiding Chair shall have the authority to conduct a meeting to maintain order and decorum, expeditiously conduct business, and determine appropriate discussion of issues under proper consideration.
4. In the event that a vacancy should occur in the offices of the Board for any reason, the Board shall select a successor for the balance of the term at its next regular meeting.
5. The Chief Executive Officer shall serve at the pleasure of the Board.
6. The Chief Executive Officer shall serve as the Secretary to the Board.

C. Quorum

1. A majority of the members of the Board shall constitute a quorum. No motion may be passed or business transacted without the affirmative vote of the majority of the members of the Board of Retirement in attendance. Attendance by teleconference, at a location outside of Sonoma County, does not apply towards constituting a quorum.
2. Standing committees, with the exception of the Investment Committee, shall be composed of five regular members. The Investment Committee shall be composed of all members of the Board. A majority of members of the Committee shall constitute a quorum.

D. Public Comment

1. Every Agenda for a regular Board or Committee meeting shall provide the public an opportunity to address the Board or Committee during posted public comment sessions, on any item under the jurisdiction of the body.
2. With respect to any item that is already on the agenda, the public will be given the opportunity to comment during the Board or Committee's hearing of the item.
3. The duration of any address by a member of the public may be limited to five minutes at the discretion of the Chair.
4. When a member of the public raises an issue not yet before the Board or Committee, the item may be discussed, but no action taken at that meeting, except for the following:
 - a. The Board may refer the member to staff or another resource for factual information;
 - b. The Board may request staff to report back to the Board at a subsequent meeting concerning the matter;
 - c. The Board may direct staff to place a matter of business on a future agenda.

E. Attendance

1. In keeping with their fiduciary obligations, Trustees shall make every reasonable effort to attend all meetings of the Board and all meetings of Committees on which they serve. If a Trustee is unable to be physically present at a Board meeting, consistent with applicable Brown Act requirements, that Trustee may participate from a remote location by teleconference. Generally, this requires that notice of the teleconference be listed on the Agenda and posted at the Trustee's location, which must be fully accessible to members of the public.
2. When Trustees are unable to attend a meeting of the Board or Committee, they shall notify the Chief Executive Officer as soon as possible to help ensure that a quorum will be achieved.
3. Trustees may attend any meeting of a standing Committee of which they are not a member, but only as observers. Only Committee members may vote on matters before the Committee. Trustees may not attend meetings of

ad hoc Committees of which they are not members unless the meeting agenda has been posted and all the requirements of *The Brown Act* have been met.

F. Agendas

1. The Secretary to the Board shall prepare, distribute and post a written agenda for all regular meetings of the Board and standing Committees in accordance with *The Brown Act*.
2. The agenda and related materials for Board and Committee meetings shall generally be distributed to Trustees four business days in advance of the Board meeting, with the exception of non-agenda items, as permitted by The Brown Act. These materials shall also be made available for public viewing prior to Board and Standing Committee meetings, in accordance with *The Brown Act*.
3. Supplemental materials may be distributed at the meeting and will be made available to the public per the provisions of *The Brown Act*.
4. Items may be placed on the Board agenda by any of the following means:
 - a. By action of the Board at a previous meeting; or
 - b. By the Board Chair; or
 - c. By a Committee of the Board through the Board Chair; or
 - d. By a Trustee through the Board Chair; or
 - e. By the Chief Executive Officer.

G. Minutes

1. The Secretary shall cause the minutes of all Board meetings to be prepared, recording therein the time and place of each meeting, the names of members present, the arrival and departure of members and others (with the exception of the public) and the actions of the Board giving the ayes, nays and abstentions upon all votes. The Secretary to the Board shall cause the minutes to be prepared and presented for approval at the next regular Board meeting.
2. Minutes of Committee meetings shall be similarly prepared and placed in the Board's public record after approval at the next Committee meeting.

3. Both Board and Committee minutes shall focus on describing any actions that occurred, and shall provide sufficient detail to evidence the Board's due diligence in the matter.
4. All approved minutes signed by the Board Chair, or a Committee Chair for Committee meetings, shall be preserved as part of the permanent record of the Board.

H. Committees of the Board

1. The standing Committees of the Board are as follows:
 - a. Administrative/Benefits Committee;
 - b. Disability Committee;
 - c. Investment Committee; and
 - d. Audit Committee.
2. Prior to the first regular Board meeting each calendar year, the Board Chair shall appoint Trustees to each standing Committee. In determining Committee members, the Board Chair may consider, among the relevant factors, the following:
 - a. The need to maintain a level of continuity in Committee membership;
 - b. The need to provide a diversified experience to Trustees by ensuring they gain knowledge across Committees; and
 - c. The need to ensure that, to the extent possible, Trustees' Committee appointments reflect their areas of interest and expertise.
3. Committees shall elect a Committee Chair and Vice Chair at the first meeting following the approval of its members.
4. The Committee Chair shall not hold office for more than three consecutive terms, unless it would be deemed to be disruptive to rotate the Chair after that time.

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5. If the Committee Chair is unable to attend a meeting, then the Vice Chair will serve as Chair in his/her absence. If both the Committee Chair and Vice Chair are unable to attend a meeting, the remaining Committee members

may appoint a Chair from amongst themselves to serve for the meeting in question.

6. In the event that the Committee Chair is unable to complete his/her term, the Vice Chair will serve as the Chair for the remainder of the term
7. The Chief Executive Officer shall ensure that Committees receive adequate support from staff and shall assign a designated staff contact to each Committee.
8. The Chief Executive Officer shall prepare, for Board approval, a charter for each standing and ad hoc Committee that provides a description of the Committee's mandate and in the case of ad hoc Committees, contains a provision for disbanding the Committee once it has fulfilled its mandate.
9. Committees shall submit items for consideration by the Board at the Board's next scheduled meeting. The Investment Committee may submit items for consideration by the Board, but need not obtain Board action or approval with regard to any investment related matter.
10. The Board may approve the establishment of an ad hoc Committee in consultation with the Chief Executive Officer, provided that the responsibilities of the ad hoc Committee do not overlap with those of any standing Committee. The Board Chair shall appoint the Chair and members of ad hoc Committees.

I. Schedule of Meetings

1. There shall generally be one regular meeting of the Board held on the third Thursday of each month at 8:30 A.M.
2. Either the Chair or a majority of all the members of the Board may call special meetings of the Board at any time in accordance with Bylaw II (2). Notice of not less than twenty-four hours shall be posted and given to each Board member and to all media outlets that have requested notification in accordance with the requirements of *The Brown Act*.

III. REVIEW

The Board shall review this policy at least every three years to ensure that it remains relevant and appropriate.

IV. HISTORY

The Board adopted this policy on 8/19/2004.

Reviewed on 7/21/2005 and 9/15/2011.

Reviewed and revised on 9/18/2008, 2/16/2012, 1/29/2015, 6/22/2017, 2/21/2019,
2/18/2021 and 1/18/2024.