BOARD OF ADMINISTRATION

Meeting Minutes - Final

Joint Governance Committee

Wednesday, March 18, 2026	11:30 AM	1737 N. First St. Suite 580, San Jose, CA 95112

HYBRID MEETING

PHYSICAL LOCATION:
1737 N. First St. Suite 580, San Jose, CA 95112

ZOOM INFORMATION:
zoom.us
Dial In: +1 408 638 0968 US (San Jose)
Meeting ID: 996 3026 0921

Present 6 - Richard Santos, Franco Vado, Debbie Abbott, Gretchen Flicker, Nathan Nakagawa, and Brian Chi

The Joint Governance Committee met in person at 1737 N. First St., Suite 580, San Jose, CA 95112 and via Zoom on Wednesday, March 18, 2026. The Police and Fire Governance Committee meeting was called to order at 11:30 a.m. by Chair Flicker. The Federated Governance Committee meeting was called to order at 11:31 a.m. by Chair Abbott.

Board Members Present: Gretchen Flicker, Richard Santos, Franco Vado, Nathan Nakagawa, Deborah Abbott, and Brian Chi.

Retirement Staff Present: John Flynn, Barbara Hayman, Jay Kwon, Amanda Hiew, Cynthia Ayala, Sherrell Aledo, Gabriela Romero, Edith Orosco, and Ryan Reynado.

Also Present via Zoom: Julie Becker, Aon Consulting Inc.

ADA ALERT

In accordance with the requirements of AB 2449, the Board of Administration ("Board") will generally, upon request, provide appropriate aids and services leading to effective communication for individuals with disabilities so they can participate equally in the Board's meetings, including qualified sign language interpreters, documents in Braille, and other ways of making information and communications accessible to people who have speech, hearing, vision or other disabilities.

Anyone who requires an auxiliary aid or service for effective communication to participate in a Board meeting should contact the designated contact in Office of Retirement Services as far in advance of the scheduled meeting as possible. The Board strongly encourages individuals with disabilities to endeavor to submit requests for reasonable accommodation no later than five (5) business days before the scheduled meeting, as the Board may not be able to grant requests for reasonable accommodations without sufficient advance notice. The Board strongly encourages individuals with disabilities to submit their written requests via email or regular mail to facilitate tracking and response; however, if the submission of a written request constitutes a hardship, individuals may call the Office of Retirement Services to submit an oral request.

The designated contact in the Office of Retirement Services will endeavor to respond to each request within three (3) business days of receipt of the request. Depending on the request, the designated contact in the Office of Retirement Services may ask to schedule a time to discuss the request (which may occur virtually) to determine the most appropriate auxiliary aid or service, before the request is resolved.

ADA Designated Contact Information

Attention: Deputy Director/Chief Operations Officer, Office of Retirement Services
Address: 1737 N First St #600, San Jose, CA 95112
Email: #Retire_Admin@sanjoseca.gov
Phone: 408-794-1000 (ORS Main Line)

THE LEVINE ACT

The Levine Act requires a Party in a Proceeding before the City of San Jose that involves any action related to their contract, license, permit, or use entitlement to disclose any campaign contributions to City elected or appointed officials totaling more than $500 within the 12 months prior to the City decision. A Participant to a Proceeding may voluntarily report a campaign contribution on the form located on the Levine Act webpage.

- **Call to Order and Roll Call**

SB 707 REMOTE APPEARANCE(S)

i. **Take action on request(s) for remote appearance.**

• Orders of the Day

Orders of the Day:
-None.

A motion was made to waive sunshine on attachments for item 2e (Board of Administration Charter, CEO Performance Evaluation Policy, CIO Performance Evaluation Policy).

Police and Fire Committee Approved. (M.S.C. Santos/Vado 3-0-0).

FCERS Committee Approved. (M.S.C. Chi/Nakagawa 3-0-0).

Joint Agenda

1. Consent Calendar

A motion was made to approve the Consent Calendar.

Police and Fire Committee Approved. (M.S.C. Vado/Santos 3-0-0).

FCERS Committee Approved. (M.S.C. Nakagawa/Chi 3-0-0).

a. Approval of the Minutes of the Governance Committee meeting from January 15, 2026.

2. New Business

a. Nomination and Election of Governance Committee Vice Chairs.

CEO Flynn introduced the item.

Trustee Santos nominated Trustee Vado as the Police and Fire Governance Committee Vice-Chair and Trustee Vado accepted the nomination.

A motion was made to nominate and elect Trustee Vado as the Police and Fire Governance Committee Vice-Chair.

Police and Fire Committee Approved. (M.S.C. Santos/Flicker 3-0-0).

Trustee Nakagawa nominated Trustee Chi as the Federated Governance Committee Vice-Chair and Trustee Chi accepted the nomination.

A motion was made to nominate and elect Trustee Chi as the Federated Governance Committee Vice-Chair.

FCERS Committee Approved. (M.S.C. Nakagawa/Abbott 3-0-0).

b. Discussion and action to recommend adoption of the Governance Review Framework.

CEO Flynn spoke to the item. Amanda Hiew, Program Manager, presented the item and answered questions from Chair Abbott, Chair Flicker, Vice-Chair Chi and Trustee Nakagawa. CEO Flynn and Julie Becker, Aon Consulting, assisted with answering questions from the Committee. CEO Flynn also added comments.

After a lengthy discussion, a motion was made to recommend the adoption of the Governance Review Framework to the Board.

Police and Fire Committee Approved. (M.S.C. Santos/Vado 3-0-0).

FCERS Committee Approved. (M.S.C. Chi/Nakagawa 3-0-0).

c. Discussion and action to recommend adoption of new Policy on Policies.

Amanda Hiew, Program Manager, spoke to the item and answered questions from Trustee Nakagawa and Chair Flicker. CEO Flynn assisted with answering questions from Chair Abbott. Vice-Chair Vado added comments.

The section "Exceptions & Non-Compliance" in the Policy on Policies was amended to "No exceptions to this Policy permitted without the review by the Governance Committee. Non-compliance must be reported to the Governance Committee of the Boards."

A motion was made to recommend the adoption of the new policy on policies as amended to the Board.

Police and Fire Committee Approved. (M.S.C. Santos/Vado 3-0-0).

FCERS Committee Approved. (M.S.C. Nakagawa/Chi 3-0-0).

d. Discussion and action to recommend adoption of the new Public Comment Policy.

CEO Flynn spoke to the item and answered questions from Chair Abbott and Trustee Nakagawa. Vice-Chair Vado, Chair Abbott and Chair Flicker added comments. Board approved CEO Flynn to work with Reed Smith to amend language to address comments. CEO Flynn requested approval to add language regarding signage and symbolic material, he read aloud the proposed additional language. Board approved CEO Flynn to work with Reed Smith to amend language to address comments. CEO was directed to work with Reed Smith on the closing comment language. Policy will be brought to the Boards directly with amended language.

After discussion, a motion was made to recommend the adoption of the new Public Comment Policy as amended with Reed Smith to the Board.

Police and Fire Committee Approved. (M.S.C. Santos/Vado 3-0-0).

FCERS Committee Approved. (M.S.C. Chi/Nakagawa 3-0-0).

e. Discussion on Q2'26 policies: Board of Administration Charter, CEO & CTO Performance Evaluation Policies.

Julie Becker, Aon Consulting, presented the item and answered questions from Chairs Abbott and Flicker. CEO Flynn added comments and assisted with answering questions from Chairs Abbott and Flicker. Chair Abbott, Vice-Chair Vado and Trustee Nakagawa added comments.

f. Discussion and action on CEO authority to approve new and updated City Policies.

CEO Flynn spoke to the item and answered questions from Vice-Chair Chi. Vice-Chair Vado added comments.

A motion was made to recommend approval to the Board to give CEO authority to approve new and updated City Policies.

Police and Fire Committee Approved. (M.S.C. Vado/Santos 3-0-0).

FCERS Committee Approved. (M.S.C. Chi/Nakagawa 3-0-0).

- **Proposed Agenda Items**

None.

- **PUBLIC/RETIREE/GENERAL COMMENTS - Subject to Government Code Section 54954.3**

- **Members of the public may comment on items not included on the agenda, provided that the matter is within the subject matter jurisdiction of the Board.**

None.

- **Adjournment**

Police and Fire Committee adjourned at 1:05 p.m.

FCERS Committee adjourned at 1:05 p.m.

Minutes Recorded, Prepared and Respectfully submitted by,

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John Flynn, CEO, Office of Retirement Services

***Estimated**

All public records relating to an open session item on this agenda, which are not exempt from disclosure pursuant to the California Public Records Act, that are distributed to a majority of the legislative body will be available for public inspection at the Office of Retirement Services, 1737 N. First Street, Suite 600, San Jose CA 95112 at the same time that the public records are distributed or made available to the legislative body.

Access the video or audio, the agenda, related reports, and supplemental materials for this meeting by visiting the Retirement Services website at http://sjrs.legistar.com/calendar.aspx. If you have any questions, please contact the Office of Retirement Services at (408) 794 - 1000.

Supplemental agenda materials may be made available less than 72 hours before a regular meeting, provided that they are: (1) distributed to a majority of the legislative body and made available for public inspection at the Office of Retirement Services, 1737 N. First Street, Suite 600, San Jose CA 95112, at the same time; and (2) posted on the Office of Retirement Services' website at http://sjrs.legistar.com/calendar.aspx in a manner that explains the document is related to an agenda item for an upcoming meeting.

The Code of Conduct (https://www.sanjoseca.gov/home/showpublisheddocument/12901/636670004966630000) is intended to promote open meetings that welcome debate of public policy issues being discussed by the City Council, their Committees, and City Boards and Commissions in an atmosphere of fairness, courtesy, and respect for differing points of view.

1. Public Meeting Decorum:
a) Persons in the audience will refrain from behavior which will disrupt the public meeting. This will include making loud noises, clapping, shouting, booing, hissing or engaging in any other activity in a manner that disturbs, disrupts or impedes the orderly conduct of the meeting.
b) Persons in the audience will refrain from creating, provoking or participating in any type of disturbance involving unwelcome physical contact.
c) Persons in the audience will refrain from using cellular phones and/or pagers while the meeting is in session.
d) Appropriate attire, including shoes and shirts are required in the Council Chambers and Committee Rooms at all times.
e) Persons in the audience will not place their feet on the seats in front of them.
f) No food, drink (other than bottled water with a cap), or chewing gum will be allowed in the Council Chambers and Committee Rooms, except as otherwise pre-approved by City staff.
g) All persons entering the Council Chambers and Committee Rooms, including their bags, purses, briefcases and similar belongings, may be subject to search for weapons and other dangerous materials.

2. Signs, Objects or Symbolic Material:
a) Objects and symbolic materials, such as signs or banners, will be allowed in the Council Chambers and Committee Rooms, with the following restrictions: § No objects will be larger than 2 feet by 3 feet.
-No sticks, posts, poles or other such items will be attached to the signs or other symbolic materials.
-The items cannot create a building maintenance problem or a fire or safety hazard.
b) Persons with objects and symbolic materials such as signs must remain seated when displaying them and must not raise the items above shoulder level, obstruct the view or passage of other attendees, or
otherwise disturb the business of the meeting.
c) Objects that are deemed a threat to persons at the meeting or the facility infrastructure are not allowed. City staff is authorized to remove items and/or individuals from the Council Chambers and Committee Rooms if a threat exists or is perceived to exist. Prohibited items include, but are not limited to: firearms (including replicas and antiques), toy guns, explosive material, and ammunition; knives and other edged weapons; illegal drugs and drug paraphernalia; laser pointers, scissors, razors,

scalpels, box cutting knives, and other cutting tools; letter openers, corkscrews, can openers with points, knitting needles, and hooks; hairspray, pepper spray, and aerosol containers; tools; glass containers; and large backpacks and suitcases that contain items unrelated to the meeting.

3. Addressing the Council, Committee, Board or Commission:
a) Persons wishing to speak on an agenda item or during open forum are requested to complete a speaker card and submit the card to the City Clerk or other administrative staff at the meeting.
b) Meeting attendees are usually given two (2) minutes to speak on any discussion item and/or during open forum; the total amount of time allocated for public testimony for each public speaker or for an agenda item is in the discretion of the Chair of the meeting and may be limited when appropriate. (California Government Code Section 54954.3; Council Policy 0-37) Applicants and appellants in land use matters are usually given more time to speak. Speakers using a translator will be given twice the time allotted to ensure non-English speakers receive the same opportunity to directly address the Council, Committee, Board or Commission.
c) Speakers should discuss only the agenda item when called to speak for that item, and only topics related to Retirement Board business when called to speak during open forum on the agenda.
d) Speakers' comments should be addressed to the full body. Requests to engage the Mayor, Council Members, Board Members, Commissioners or Staff in conversation will not be honored. Abusive language is inappropriate.
e) Speakers will not bring to the podium any items other than a prepared written statement, writing materials, or objects that have been inspected by security staff.
f) If an individual wishes to submit written information, he or she may give it to the City Clerk or other administrative staff at the meeting.
g) Speakers and any other members of the public will not approach the dais at any time without prior consent from the Chair of the meeting.
Failure to comply with this Code of Conduct which will disturb, disrupt or impede the orderly conduct of the meeting may result in removal from the meeting and/or possible arrest.