FEDERATED CITY EMPLOYEES' RETIREMENT SYSTEM

BOARD OPERATIONS POLICY

Purpose

1) This Board Operations Policy establishes procedures for the Board's conduct of business. While not exhaustive, it complements applicable state and local laws, which are not detailed here. Staff and General Counsel will advise the Board on relevant legal requirements as needed, and Board members are encouraged to become familiar with these obligations.

Officers

2) The Board shall annually elect a Board Chair and a Board Vice-Chair in accordance with the guidelines contained in the "Policy on Election of Board Officers." The responsibilities of the Board Chair and Board Vice-Chair shall be set out in their respective charters titled "Board Chair Charter" and "Board Vice-Chair Charter."

3) The Office of Retirement Services' Chief Executive Officer (CEO), also referred to as the Director of Retirement Services under the San Jose Municipal Code ("SJMC"), shall serve as Secretary to the Board. (SJMC § 2.08.1090)

Board Coordination with the Police and Fire Department Retirement Plan Board

4) On matters requiring the Board's coordinated action with the Police and Fire Department Retirement Plan Board on specific issues, such as personnel-related matters, refer to the "Joint Personnel Committee Charter."

Standing Committees

5) The Board shall approve the creation and/or dissolution of all standing Board committees by resolution.

6) The Board shall approve a charter for each standing committee describing the committee's duties.

7) To comply with the Ralph M. Brown Act, standing committees shall not consist of a number of members that would constitute a quorum of the full Board. Each standing committee shall consist of no more than three (3) members.

8) On committee assignments, the Board Chair shall make recommendations to the Board on an annual basis, or as required during the year, for the appointment of a chair and for the Board members assigned to each standing Board committee. In making such recommendations, the Board Chair may take into account each Board member's expertise and experience, their individual interests, succession planning, and the need to ensure all Board members are exposed to the full range of the Board's responsibilities. The Board Chair shall present their recommendation to the Board at a regularly scheduled meeting, as agendized, for consideration, and the Board shall take action on the standing committee assignments and related chair designation.

9) To the extent that the Board cannot reach a consensus on taking action regarding the composition and chair of each standing Board committee at that meeting, the Board may defer the matter to another Board meeting. The Board Chair shall not recommend himself or herself as chair of any such committee.

The current standing committees of the Board include:

a) Audit Committee

b) Governance Committee

c) Investment Committee

d) Joint Personnel Committee

e) Disability Committee

Ad Hoc Committees

10) With a properly agendized discussion and action for the formation of an ad hoc committee, the Board or standing committee may take action to form an ad hoc committee. The ad hoc committee shall be either a committee of the Board or a standing committee.

11) To form an ad hoc committee consistent with the Ralph M. Brown Act, the Board or standing committee must take action by motion to form an ad hoc committee with the following characteristics and requirements. The ad hoc committee must be: (1) for a limited, specified purpose, (2) for a limited duration of time that is specified with a clear end date (recommend no longer than one year), and (3) have a composition of Board members less than a quorum of the Board or standing committee.

12) Once an ad hoc committee is formed, it is not subject to the Ralph M. Brown Act. However, the ad hoc committee shall provide periodic reports to the Board or the standing committee that formed it, reporting on the progress of its assigned work. The periodic reports shall occur at duly noticed and agendized public meetings of the Board or standing committee.

Board and Committee Meetings – Time and Location

13) Regular Board meetings shall generally be held at 8:30 a.m. on the third Thursday of each month (except July) in the City Hall Wing Committee Rooms 118-120, 200 East Santa Clara Street, San Jose, California, 95113, or at another date, time, or place as the Board may designate in accordance with applicable law.

14) Committees shall determine the time and place of their meetings.

15) Any committee may meet jointly with a committee of the Board of the Police and Fire Department Retirement Plan.

16) A forward annual calendar of Board and standing committee meetings will be posted on the Board's website.

Quorum

17) The presence of a majority of voting member seats on the Board, filled or vacant, shall be necessary to constitute a quorum for the Board to take action, although a lesser number may adjourn from time to time. (SJMC § 2.08.090)

18) The presence of a majority of the members of a committee shall constitute a quorum of the committee; and all actions of a committee shall be by an affirmative vote of the majority of the members present at a meeting of the committee, provided a quorum is present.

19) Meetings held jointly with a committee of the Board of the Police and Fire Department Retirement Plan shall be deemed to be two separate meetings, and any action of the committees shall be taken separately, provided a quorum of the committee taking action is present.

20) The Joint Personnel Committee is a single committee with representation from both Boards, and a quorum of the Committee must be present for it to take action. See guidelines contained in the "Joint Personnel Committee Charter" for the Joint Personnel Committee's unique quorum requirements.

Rules of Order

21) The Board shall conduct its meetings in accordance with the City Charter, Municipal Code, open meeting laws, other applicable laws and regulations, and established Board policy. For issues not addressed by the above, the Board shall operate in the spirit of generally accepted rules of parliamentary procedure under the *Rosenberg's Rules of Order*.

22) The Board and standing committees shall act by motion, or by written resolution or order, at a duly noticed and agendized meeting.

Board Member Attendance and Absences

23) The Board expects members to attend all regularly scheduled Board and standing committee meetings. A member is considered absent from a board meeting if they are not present for at least one-half of the duration of a regular meeting.

24) Board meeting absences fall into two categories: excused and unexcused. Absences are excused only for the reasons below:

   a) An absence due to an illness of the member, or illness or death of a member's spouse, domestic partner, parent, child, sibling, or dependent.

   b) An absence because a member is away on authorized board business.

   c) For any member who is a city councilmember or a city employee, an absence due to the member performing required city business.

   d) An absence from a meeting which the Board finds to be for reasonable good cause.

25) All other board meeting absences are unexcused.

26) If a member anticipates a board meeting absence, the member shall notify the Board Chair and the Secretary to the Board as soon as practicable. The Secretary shall record the absence as excused or unexcused, and notify the Board member and Board Chair of such record.

27) If the Board member's absence is categorized as unexcused and they would like it to be considered by the Board as "reasonable good cause**,"** the Board member shall submit a request form to the Board Chair and the Secretary no later than ten calendar days after the meeting. The item shall be placed on the next available Board consent agenda for action. If approved, the absence will be recorded as excused for good cause.

28) If a Board member has two unexcused absences from Board meetings in a calendar year, the Secretary shall notify the Board member of those absences and advise that an additional unexcused absence may trigger the automatic resignation provisions of the San Jose Municipal Code § 2.08.060. In the event of a third absence and upon request by the Board member, the Board must determine whether reasonable good cause exists as soon as reasonably practicable, and no later than the next regular Board meeting.

29) Under the San Jose Municipal Code § 2.08.060, a member is deemed to have automatically resigned from office if they incur unexcused absences in any of the following circumstances:

   a) Any three consecutive meetings of the Board, or

   b) More than twenty percent of the total number of regular meetings in any calendar year, or if the member was appointed to fill a vacancy, more than twenty percent of the total number of remaining regular meetings in that calendar year.

30) The Secretary shall notify the City Clerk if a vacancy occurs under Paragraph 29 of this Policy, consistent with the Municipal Code.

31) A member whose seat becomes vacant due to unexcused absences may be considered for reappointment if the City Council finds there was good cause for the absences or determines that reappointment is in the best interest of the City.

Attendance at Meetings by Video/Teleconference

32) Board members may attend a meeting by video/teleconference provided the public's rights are protected, every video/teleconference location is accessible to the public, and at least a quorum of the Board members participate in the meeting from locations within the Board's jurisdiction. (See Gov. Code § 54953(b) for further details.)

Minutes

33) The Secretary to the Board shall record in the minutes the time and place of each Board and standing committee meeting, the names of the Board members present, the agenda items, all official acts of the Board or committee, and the votes of the members.

34) The minutes shall be written and presented for correction and approval by the Board or appropriate committee in a timely manner following the subject meeting. The approved minutes, or a true copy thereof, shall be certified by the Secretary and maintained in the Board's official records indefinitely.

Review & History

35) The Board shall review this policy at least every three years.

Version	Approval Date	Description of Changes
1.0	5/15/2014	Creation of Policy
2.0	5/21/2020	Updates
3.0	3/18/2021	Updates
4.0	1/22/2026	-Comprehensive review to update based on current practice, addition of disability committee, and the addition of absence-related (unexcused & excused) processing -Added committee assignment considerations -Minor grammatical updates