

FEDERATED CITY EMPLOYEES' RETIREMENT SYSTEM BOARD COMMUNICATIONS POLICY

BACKGROUND

- 1) The Board is committed to ensuring effective communications among board members, and with Staff, plan members and their beneficiaries ("Plan Members"), vendors and stakeholders, including but not limited to City Council, City Administration, employer/employee organizations, and the media ("Stakeholders"). This policy provides guidance in support of this commitment.
- 2) The Board's communication efforts will be guided by the following principles:
 - a) *One Voice*: To the extent possible the Board will strive to communicate clearly and consistently as a single, unified body.
 - b) *A Policy Focus*: The Board's role in communications will emphasize establishing the Board Communications Policy, and advising staff with respect to communication plans or other strategic communications, and monitoring implementation. Day-to-day communications involving Plan Members and Stakeholders will occur primarily through Staff.
 - c) *Transparency*: The Board will strive to be as open as is practical in its communications among board members, and with staff, plan members, and stakeholders. Furthermore, it will at all times act in accordance with Open Meetings Laws.
 - d) *Risk Control*: In all of its communication activities, the Board will strive to minimize the risk of inaccurate, inconsistent, or unauthorized communications, as such communications may cause harm to the Plan, Plan Members or Stakeholders, or negatively impact the Board's or the System's credibility and external relationships. The need to control such risks will be balanced against board members' individual rights of free expression.

GUIDELINES

Spokesperson

- 3) The Board Chair or his/her designee and/or the Board's General Counsel will serve as spokesperson for the System depending on what the timing or context dictate.
[NOTE: if this paragraph is accepted, then also consider keeping paragraph #20.]

P&F says the following:

The CEO or his/her designee and/or the Board's General Counsel will serve as spokesperson for the Board depending on what the timing or context dictate.

- 4) The spokesperson will communicate only those positions that have been decided by the Board or that reflect the official views or policies of the Board.
- 5) When acting in a spokesperson capacity, the Board Chair will take all reasonable efforts to discuss sensitive issues with the Board prior to communicating them externally.
[NOTE: May be affected if p. 3 is changed.]

Communication among Board Members

- 6) Board members will at all times communicate with one another, with staff, and with stakeholders in a professional, respectful, and constructive manner.
- 7) Board members are expected to communicate to the Board any information they may possess that may be pertinent to decisions or actions of a fiduciary nature that are before the Board.
- 8) Board members shall be familiar with and comply with all applicable open meeting legislation including the Ralph M. Brown Act, California Government Code Section 54950, et. seq., which requires that, among numerous other things, (a) board members shall not conduct or participate in serial meetings one at a time or in a group that in total constitutes a quorum of the Board or committee of the Board either directly or through intermediaries or electronic devices, and (b) Board members shall not disclose to others any confidential information provided to them in closed session.

Communication with City Council and City Administration

- 9) The Board will provide timely public notice to the City Council and the City Administration of relevant issues on the Board's agenda. Additional communications may be provided through the non-voting board member and the spokesperson.

Communication with Staff

- 10) The Board recognizes that its authority rests with the Board itself and not with individual board members. Accordingly, requests by individual board members for information that require a material expenditure of staff time or external resources should be requested at board or committee meetings and require board or committee authorization or approval.
- 11) To support transparency and coordination of activities and resources, material communications between board members and staff are expected to occur through the Chief Executive Officer, the Chief Operating Officer, and/or the Chief Investment Officer. Board members are expected to inform the Chief Executive Officer of all material communications they may have with these and other staff of the System.

Communication with Plan Members and Beneficiaries

- 12) When communicating with Plan Members, board members will be sensitive to the risk of communicating inaccurate information and the potential harm that may result to Plan Members from such communications. Board members will mitigate this risk by refraining from providing advice, counsel, or technical education with respect to the rights or benefits a Plan Member may be entitled to under the plan provisions. Board members instead will direct Plan Members with personal benefit-related questions to the Retirement Office or website, or directly to senior management of the System.
- 13) A board member shall not have an ex parte communication on the merits of a quasi-adjudicative application made to the Board, such as an application for disability retirement, with any party or their attorney.

Communication with Vendors

- 14) Board member contact with vendors of the System should be limited to Board or Committee meetings, or arranged through Staff. Any material communications pertaining to the business of the System between a board member and a vendor outside of this context should be disclosed to the Board Chair and the Chief Executive Officer. Where the material communication is between the Board Chair and a vendor, such disclosure shall be made to the Vice Chair and the Chief Executive Officer.

- 15) In any communication with vendors, board members shall refrain from disclosing privileged information, or other information that may be perceived as granting special treatment or favoritism. Board members shall refer investment opportunities or other proposals they receive from vendors to the Chief Executive Officer, Chief Investment Officer, or Investment Committee for investigation.
- 16) Board member communication with vendors during a solicitation for a new vendor shall be limited in accordance with the guidelines set out in Council Policy 0-35, *Procurement and Contract Process Integrity and Conflict of Interest*. Among other things, Council Policy 0-35 provides that after issuance of solicitations and prior to the issuance of Notice of Intended Award, board members will refer all inquiries to the Procurement Contact.

Communication with Other External Parties

- 17) All Communications with regulatory authorities, civil grand juries, or investigators shall be directed to the Chief Executive Officer and Fiduciary Counsel for coordination and response, unless under the circumstances it would not be prudent to do so, in which case they shall be directed to the Chair.
- 18) When communicating with external parties on matters pertaining to the System:
 - a) Board members shall not communicate, ~~nor give the impression they are communicating,~~ on behalf of the Board or the System unless authorized by the Board to do so, ~~nor give the impression they are communicating on behalf of the Board;~~ and
 - b) Board members shall not make any unilateral commitments on behalf of the Board or the System, nor give the impression of making such commitments.
- 19) When approached by a representative(s) of the media for information concerning the System, board members are expected to direct the representative(s) to the Spokesperson, to the official meeting minutes or recordings of the Board, or to other official documents of the Board.
- 20) Press releases concerning the System will be the responsibility of the Spokesperson. If time permits, press releases will be shared with the Board beforehand. [NOTE: May be affected if paragraph 3 is changed.]
- 21) The Board recognizes that board members may find themselves in situations where they are communicating publicly about issues pertaining directly or indirectly to System. For example, they may be speaking on a conference panel, addressing City Council, or writing in a retiree newsletter. Unless the board member has been authorized by the Board to communicate on its behalf in such situations, board members shall preface their written or verbal comments with the following disclaimer (modified as appropriate under the circumstances and to reflect verbal versus written communications):

I am speaking today [or writing] in my personal capacity [or in my capacity as X] and not as a member of the Board of the Federated City Employees' Retirement System. All opinions expressed herein [or in my presentation] are strictly my own and do not necessarily reflect the official positions or views of the Federated City Employees' Retirement System or its Board.
- 22) If a board member wishes to make a public presentation or distribute information publicly about the System, they shall ensure that Staff and the Chair, or the Board's Fiduciary Counsel have reviewed and approved the accuracy of such presentation or information beforehand.

- 23) Board members should consult the Board Chair, Chief Executive Officer, or the Board's Fiduciary Counsel if they have any question about this policy, or if an issue or situation arises about which the board member is uncertain how to communicate or respond.

POLICY REVIEW & HISTORY

- 24) The Board will review this policy at least every three (3) years.
- 25) This policy was approved by the Board on April 19, 2012; amended April 20, 2017.
Approved on October 17, 2019.