



## **BOARD OPERATIONS POLICY**

### **Background and Purpose**

- 1) This Board Operations Policy is intended to set out the manner in which the Board will carry out its affairs, and includes guidelines addressing, among other things, the appointment of officers, the establishment of committees, and the conduct of meetings.
- 2) The Retirement Board of the City and County of San Francisco shall exercise its authority, functions, powers, and duties in accordance with Charter Sections 4.100 – 4.104 and 12.100 through 12.103 and with applicable provisions of the Administrative Code of the City and County of San Francisco as enacted by ordinances of the Board of Supervisors, and in accordance with board rules, resolutions, and policies as it may adopt from time to time.

### **Guidelines and Requirements**

#### ***Board Composition***

- 3) The Retirement Board shall, in accordance with Charter Section 12.100, consist of seven members: one member of the Board of Supervisors appointed by the President of the Board of Supervisors, three members to be appointed by the Mayor, and three members elected from the active and retired members of the System. (Note: consistent with Charter Section 12.100 and 3.100)
- 4) The three members appointed by the Mayor shall be appointed in accordance with the requirements set forth in Charter Section 3.100 and Charter Sections 12.100 –12.103.
- 5) The term of office of each member, except the member of the Board of Supervisors, shall be five years, unless the appointed or elected member has been appointed or elected to complete the unexpired term of office of a resigned or deceased member. In that event, the newly appointed or elected member shall serve only that portion of the unexpired term of office.
- 6) Election of President and Vice President:
  - a) The Board shall, at its first regular meeting in June of each year, elect one of its members President and one of its members Vice President, and each shall hold office for a term ending the regular meeting of the Board in June of the next succeeding year or until a successor has been elected.

- b) The Vice President shall assume the duties of the President when the President is absent, or when the President shall designate the Vice President to act.
- c) In the event of the death, resignation, removal from office, or permanent disability of the President, the Vice President shall temporarily act for the President. Within thirty (30) days, the Board shall elect a President, and if necessary a Vice President, to serve until the normal expiration of the term of the succeeded President.
- d) The Board shall attempt to ensure that:
  - i) the office of President will alternate among appointed and elected members; and
  - ii) the offices of President and Vice-President are filled by one member who is an elected member and one member who is an appointed member.

For purposes of the above, a member appointed to the Board by the President of the Board of Supervisors shall be considered an appointed member.

- 7) The term of office for the President and Vice- President shall be one year, and the offices of the President and Vice-President shall be subject to a two- term limit.

***Election of Employee Members***

- 8) The election of active employee members to the Retirement Board, as provided in Charter Section 12.100, shall be in accordance with a resolution adopted by the Retirement Board no later than sixty days prior to the date of the election.

The Executive Director shall prepare the Board's resolution for adoption, which shall specify the purpose of the election, the method of nomination of members of the system, the election dates and balloting procedures, and the responsibility of the Department of Elections or Contractor for the counting procedures, and the responsibility of the Department of Elections or Contractor for the counting of ballots and certification of the person receiving the highest number of votes cast at that election.

The elected member shall serve a term of office of five years, commencing on the twentieth (20<sup>th</sup>) day of February in the year elected, unless the elected member has been elected to complete the unexpired term of office of a resigned or deceased member. In that event, the newly elected member shall serve only that portion of the unexpired term of office.

The Board may order a special election to fill an unexpired term of office unless a regular election is to be held and completed within six (6) months after the resignation or death of a member.

### ***Board Committees***

- 9) Based on the recommendations of the President or the Governance Committee, the Board will:
  - a) approve the establishment and dissolution of standing committees; and
  - b) annually approve the members and chairs of standing committees.
- 10) Ad hoc committees shall automatically be dissolved upon the completion of their mandate or upon a date specified by the Board.
- 11) The Executive Director shall be responsible for recommending to the Governance Committee terms of reference for each standing committee of the Board. The Governance Committee shall in turn recommend the terms of reference to the Board for adoption.
- 12) The current standing committees of the Board are as follows:
  - a) Investment Committee (of the whole)
  - b) Deferred Compensation Plan Committee
  - c) Operations Oversight Committee
  - d) Governance Committee
  - e) Personnel Committee
- 13) With the exception of committees of the whole, standing and ad hoc committees shall be comprised of three Commissioners, one of whom shall be the committee chair.
- 14) The term of office for chairs of standing committees shall be limited to one year, and there shall be no limit to the number of terms for which a committee chair may serve.
- 15) In the absence of a committee chair, the committee chair may designate in advance another committee member to act as chair for a particular meeting, failing which the remaining committee members shall designate one of themselves to act as chair for such meeting.
- 16) In the event of a vacancy on any standing or ad hoc committee, the President shall at the next board meeting recommend to the Board a replacement for its approval.
- 17) The Executive Director may designate a staff member to provide administrative support to each committee.

### ***Meetings of the Board and Committees***

#### **Board Meetings – Time and Location**

- 18) Regular Meetings:

- a) Regular meetings shall be held on the 2nd Wednesday of each month at 1:00PM, in the Retirement Board Meeting Room, 1145 Market Street, 6th Floor or at other date, time, or place as the Board, at a prior Regular Meeting, may designate.
  - b) When a Regular Meeting day falls on a holiday, the Board shall designate another day for its Meeting.
- 19) The meetings of the Board will be conducted in accordance with the Ralph M. Brown Act (Government Code Section 54950 et seq.) and the San Francisco Sunshine Ordinance (San Francisco Administrative Code Chapter 67).

### **Committee Meetings – Time and Location**

- 20) Standing committees shall meet generally on a Wednesday in months agreed to by the respective Committee Chair and the Executive Director. Ad hoc committees shall meet as required. Committee Chairs and the Executive Director shall coordinate to schedule committee meetings, which shall take place in the Retirement Board Meeting Room, 1145 Market Street, 6<sup>th</sup> Floor. To assist committee members in planning ahead to attend meetings, each standing committee shall, in July or as soon thereafter as feasible, meet with the committee member's designated liaison staff member to set goals and establish an annual forward agenda and meeting schedule.
- 21) Committee Chairs shall report to the Board on recommended actions taken by the Committee, which shall be agendaized for action at a regular Board meeting within 60 days of the Committee voting to approve the recommended action, or reported on by the Committee Chair if not timely agendaized for action. An executive summary and supporting details should be provided for action items recommended by a committee.

### **Teleconferencing**

- 22) Board members may not participate by teleconference in board or committee meetings, unless otherwise permissible by law.
- 23) Advisors and other vendors may participate in board or committee meetings by teleconference to the extent permissible by law.

### **Calendar, Meeting Materials, and Minutes**

- 24) Board members may request that any matter be calendared. All such requests shall be calendared within a reasonable period of time.
- 25) The Board shall receive an advance calendar generally no later than the Friday preceding the next scheduled meeting.

- 26) Only items that have been calendared will be heard by the Board at any meeting, except as permitted by law.
- 27) A request that a calendared item be heard out of order shall be presented at the start of the meeting to the President, stating the reason for the request. The President shall decide if the request shall be granted.
- 28) All calendared matters to be postponed shall be announced at the start of the meeting, except that any board member or any interested party may, during the course of a meeting, request postponement of an action. The President shall approve or reject any request to postpone an action being considered by the Board at its meeting.
- 29) Minutes:
  - a) The Board Secretary shall record the minutes.
  - b) The minutes shall state (see SEC. 67.16 of the Administrative Code):
    - i) the time the meeting was called to order,
    - ii) the names of the members attending the meeting,
    - iii) the roll call vote on each matter considered at the meeting,
    - iv) the time the board or commission began and ended any closed session,
    - v) the names of the members and the names, and titles where applicable, of any other persons attending any closed session,
    - vi) a list of those members of the public who spoke on each matter if the speakers identified themselves; whether such speakers supported or opposed the matter; and a brief summary of each person's statement during the public comment period for each agenda item,
    - vii) the time the meeting was adjourned.
- 30) Any person speaking during a public comment period may supply a brief written summary of their comments which shall, if no more than 150 words, be included in the minutes (Sec. 67.16 of the Administrative Code).
- 31) When a Retirement Board member or SFERS employee has disclosed on the record a personal, professional, or business relationship as required by Section 3.214 of the Campaign and Governmental Conduct Code, that disclosure must be recorded in the minutes.
- 32) The minutes may also include details of the Board's deliberations where appropriate.

- 33) The minutes shall be written and presented for correction and approval within a reasonable time. The minutes, or a true copy thereof, shall be reviewed by the Executive Director and approved by the Board.

**Staff Responsibility for Analysis and Recommendations**

- 34) As a general rule, all matters before the Board are to be accompanied by Staff analysis or recommendations. Such analysis and recommendations may be in written or verbal form, as appropriate under the circumstances.

**Board Resolutions**

- 35) In carrying out the Board's authority, functions, powers, and duties, as specified in paragraph 2 of this policy, the Board may, from time to time, enact and adopt resolutions which are not specifically provided for in its rules and which are not in conflict with existing sections of the Charter and the Administrative Code.
- 36) The term "resolution" shall mean any action of the Board which prescribes or defines Board policy in written form.
- 37) The Board shall enact and adopt resolutions in accordance with the following procedures:
- a) At any regular or special Board meeting, any board member may move the adoption of a resolution which may be stated orally or in writing.
  - b) The Executive Director will be responsible for performing, or causing to be performed, all necessary research and analysis to support resolutions prior to their adoption by the Board.
  - c) Prior to its adoption, the proposed resolution shall be prepared by the Executive Director in proper format and shall thereafter be forwarded to the City Attorney for approval as to format and legality. The proposed resolution shall thereafter be presented to the Board for action.
  - d) An adopted resolution shall be signed and dated by the President and the Executive Director.
- 38) All adopted resolutions shall be numbered in orderly sequence and shall be retained in the office of the Executive Director. Said resolutions shall be readily accessible to members of the System and the public-at-large.
- 39) The Executive Director shall notify the Board of any legislative or court action which would require the rescinding, amending, or modifying of Board resolutions accordingly.

### **Board Regulations**

- 40) In carrying out the Board's authority, functions, powers, and duties, as specified in this policy, the Board may, from time to time, enact and adopt regulations to define how the System will carry out certain legislation set forth in the Charter or by ordinance.
- 41) The term "regulation" shall mean any action of the Board which prescribes how the System will carry out applicable Charter or ordinance provisions. The Board shall enact and adopt regulations in accordance with the following procedures:
  - a) The Executive Director will be responsible for performing, or causing to be performed, all necessary research and analysis to support the regulation prior to its adoption by the Board;
  - b) Prior to its adoption, the proposed regulation shall be prepared by the Executive Director in proper format and shall thereafter be forwarded to the City Attorney for approval as to format and legality. The proposed regulation shall thereafter be represented to the Board for action;
  - c) Any proposed regulation shall be posted for at least ten days and calendared for Board hearing at least one week prior to the meeting where the regulation will be considered; and
  - d) An adopted regulation shall be signed and dated by the President and the Executive Director.
- 42) All adopted regulations shall be numbered in orderly sequence and shall be retained in the office of the Executive Director. The regulations shall be readily accessible to members of the System and the public-at-large.
- 43) The Executive Director shall notify the Board of any legislative or court action that would require rescinding, amending, or modifying a Board regulation.

### **Legislation**

- 44) Except as limited in the Board Terms of Reference, the Retirement Board may, at its discretion, act upon or consider any legislation affecting the Retirement System. Legislation shall include, but not be limited to, proposed charter amendments, ordinances or resolutions of the Board of Supervisors, and bills, resolutions, propositions, or constitutional amendments pending or emanating from the California State Legislature or the Congress of the United States. Action on any legislation being considered by the Board shall require at least five affirmative votes.
- 45) Any Board member may request Board action on legislation pertaining to or affecting the Retirement System; provided, however, that prior to the Board determining an official position on said legislation, the Board shall secure from the staff a report which shall reflect, if possible,

arguments for and against the legislation, together with any other information or data relevant to the legislation.

- 46) Nothing contained in this policy shall preclude the Executive Director or designee from commenting on or stating a professional position on legislation being considered by a legislative body or any committee thereof, or legislation pending before the electorate.
- 47) Whenever the Board determines an official position on legislation pending before a legislative body or a committee thereof, the Executive Director or designee shall communicate said position in writing or orally, or both, to said legislative body or committee thereof.
- 48) Whenever the Board determines an official position on legislation pending before the electorate, the Executive Director or designee may communicate said position to any source or entity, which may have an interest in, or which may promulgate or publicize the Board's official position.

#### **Quorum and Rules of Order**

- 49) The majority of all the members of the Board shall constitute a quorum. The Board may only act by a majority of the members present at a meeting so long as a quorum is in attendance (per Charter Section 12.100).
- 50) The majority of the members of each committee shall constitute a quorum, and committees may act by a majority of the members present at a committee meeting, provided a quorum is in attendance.
- 51) Except as otherwise provided herein, or otherwise agreed to by the Board, Roberts Rules of Order, in its latest revision, shall govern the Board on its proceedings.
- 52) Each member of the Board present at a meeting must vote for or against any particular action put before him unless excused from voting by a motion adopted by a majority of the members present (per Charter Section 4.100 – 4.104).
- 53) A motion by any board member shall require a second.
- 54) Each member's vote shall be recorded by name in accordance with law.
- 55) Tie Vote:
  - a) A tie vote on a negative motion – the motion is lost, but the matter or request remains before the Board for action.
  - b) A tie vote on an affirmative action – the motion is lost and the matter or request before the Board is denied.
  - c) A tie vote by ballot on an application heard by the Board – the application is denied.



56) Requests for rulings on moot or hypothetical questions will not be permitted by the Board.

57) Reconsideration of Board Action:

- a) A reconsideration request of a board action, except as provided by in the Purchase of Public Service Policy, may be filed in writing, specifying the reasons therefore. The request for reconsideration of previous board action must include in detail any information not previously considered.
- b) A request for reconsideration must be received in the office of the Executive Director no later than thirty (30) calendar days following the date of the Board's action.
- c) Requests for reconsideration will be referred to the Board for determination as to whether the Board will agree to reconsider the matter. If, after consideration of the written request, a majority of the Board does not consent to hear the matter, the request is denied, and the previous action is final.

**Public Comment**

58) Members of the public shall have an opportunity to directly address the Retirement Board on items of interest to the public that are within the subject matter jurisdiction of the Retirement Board, including items being considered at the meeting. Members of the public may address the Retirement Board for up to three minutes. The President of the Retirement Board may limit the total time to 30 minutes.

**Parental Leave**

59) Administrative Code Chapter 67B authorizes members of the Board to take parental leave in certain circumstances. The terms of the parental leave policy are set forth in Administrative Code Section 67B.1. That section is incorporated herein by reference. The Board Secretary shall provide a copy of Section 67B.1 to each member of the Board when the member assumes office. Any member who intends to take parental leave under this policy must inform the Board Secretary and the President of the Board in writing. To the extent feasible, the member's written notice shall state the beginning and end dates of the leave and whether the member intends to participate in Board meetings remotely during the leave. The notice is not binding on the member and does not limit the member's rights under the parental leave policy, but rather is intended to aid the Board Secretary and the President in planning the work and the meetings of the Board while the member is on parental leave.

### **Severability**

- 60) If any policy, section, paragraph, sentence, clause, or phrase of this policy is declared unconstitutional or void for any reason, such declaration shall not affect the validity of the remaining portions of the policy. The Board hereby declares that it would have prescribed and adopted this policy, and each section, paragraph, sentence, clause and phrases hereof, irrespective of the fact that any one or more sections, paragraphs, sentences, clauses, or phrases shall be declared unconstitutional or void. The titles assigned to policies and sections are for reference purposes only, and shall not be considered a substantive part of this policy. If there is any conflict between the provisions of this policy and the Charter, or the Administrative Code of the City and County of San Francisco, the Charter or the Administrative Code language shall govern.
- 61) For purposes of Charter Section 4.104 (1), this Board Operations Policy shall be deemed to constitute the board rules. The Board may amend this Board Operations Policy at any time. Any proposed amendment shall be posted for at least ten (10) days and calendared for board hearing at least one week prior to a board meeting in accordance with Charter Section 4.104.

### **Policy Review**

- 62) The Board shall review this policy at least every five years to ensure that it remains relevant and appropriate.

### **Policy History**

- 63) This policy was adopted by the Board on March 14, 2006. This policy was reviewed and amended on January 11, 2011, May 14, 2014, December 13, 2017 and May 18, 2023.