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**GOVERNANCE COMMITTEE  
TERMS OF REFERENCE**

**Composition**

- 1) The Governance Committee will be comprised of three Commissioners appointed by the Retirement Board, upon the recommendation of the President.
- 2) The Executive Director shall designate a staff member to provide administrative support to the Governance Committee.

**Operational Rules**

- 3) The Governance Committee will adhere to the following operational rules:
  - a) The presence of a majority of Governance Committee members shall constitute a quorum;
  - b) All actions of the Governance Committee shall be by an affirmative vote of the majority of the members present at a meeting of the Governance Committee, provided a quorum is present;
  - c) All actions of the Governance Committee shall be approved by the Retirement Board to be effective, unless otherwise provided herein; and
  - d) The Governance Committee shall meet semi-annually, or as deemed necessary by the Governance Committee or Chair of the Governance Committee.
- 4) The Governance Committee shall establish other operational rules, procedures, calendars, and agendas for the Governance Committee, as necessary, provided they are consistent with the City Charter, Ordinances, and the policies of the Board.

**Duties and Responsibilities**

- 5) The Governance Committee will:
  - a) In consultation with the Executive Director and committee chairs, develop and recommend to the Board terms of reference for the:
    - i. Retirement Board,

- ii. Committees of the Board,
  - iii. President and Vice President of the Board,
  - iv. Executive Director, and
  - v. Actuarial Services Coordinator,
- and periodically recommend to the Board such amendments to the terms of reference as may be necessary or advisable;
- b) Recommend to the Board any modifications to the committee structure of the Board (i.e., the addition or elimination of any committees);
  - c) Recommend to the Board, for approval, new governance policies as may be necessary, and review existing governance policies and terms of reference in accordance with the schedule for review established within each;
  - d) Coordinate and oversee the implementation of the Board Performance Evaluation Policy. This shall include periodically reviewing the Board Self-Evaluation Survey, and reviewing and commenting on the results of the process;
  - e) Monitor compliance with governance-related policies and address any alleged violations upon appropriate referral;
  - f) Work with Management to organize, plan, and structure any scheduled Board retreats;
  - g) Report regularly to the Board on its activities; and
  - h) At the request of the Board, undertake such other governance-related initiatives as may be necessary.

### **Review**

- 6) The Board shall review these terms of reference at least every five years.

### **History**

- 7) These terms of reference were adopted by the Board on February 4, 2003. Amended on January 9, 2007; January 11, 2011; May 13, 2015; June 9, 2021, and May 18, 2023.