

CITY OF SOUTHFIELD EMPLOYEE RETIREMENT SYSTEM

BOARD GOVERNANCE POLICIES & PROCEDURES
AND
RULES OF PROCEDURE

Adopted: June 18, 2019
Amended: March 19, 2024

ARTICLE I – NAME, ESTABLISHMENT, EFFECTIVE DATE, PURPOSE

The Board of the City of Southfield Employee Retirement System (the “Board”) was established by the people of the City of Southfield in Section 11.22 of the City Charter, adopted November 5, 2002, effective March 31, 2003.

Pursuant to Section 1.337 of the Retirement Ordinance, the Board is responsible for the administration of the Retirement System. The Board has been granted those powers necessary to carry out the provisions of the Retirement Ordinance. The Board also has the authority establish those rules and regulations needed to administer the Retirement System and transact the business of the Retirement System. The Board must manage the Retirement System consistent with applicable state and federal laws and regulations, the City Charter and Retirement Ordinance, and applicable collective bargaining agreements.

Pursuant to Section 1.336 of the Retirement Ordinance, the Board also serves as the trustee of the assets of the retirement system. The Board has the full power and authority to invest and reinvest such assets, subject to the provisions of the *Public Employee Retirement System Investment Act*, Act 314 of the Public Acts of 1965, as amended, and as it might from time to time be amended or replaced by successor acts. Accordingly, the Board has the full power to hold, sell, purchase, assign, transfer and dispose of any securities and investments in which any monies of the system have been invested as well as the proceeds of the investment and any monies belonging to the system. The Board is responsible for providing a report to the Mayor and the City Council on or before the first day of February of each year, showing the fiscal transactions and financial condition of the Retirement System for the year ending on the preceding thirtieth day of June.

ARTICLE II – PRINCIPAL OFFICE

The Board’s principal office shall be 26000 Evergreen Road, P.O. Box 2055, Southfield, Michigan 48037-2055.

ARTICLE III – BOARD COMPOSITION, TERMS OF OFFICE, VACANCIES, AND COMPENSATION

Provisions for the composition of the Board are outlined in Section 11.22 of the City Charter and Section 1.337 of the Retirement Ordinance.

Section 1 – Board Composition

The members of the Board shall be appointed or elected as follows:

- (a) Three (3) of the members shall be the same members that serve on the civil service commission.
- (b) One (1) member, excluding any Southfield Employee Retirement System member, shall be appointed by the mayor with the confirmation of the city council.
- (c) Two (2) members shall be elected by the active employee members of the Southfield Employee Retirement System from their own number.
- (d) One (1) member shall be elected by the retired employee members of the Southfield Employee Retirement System from their own number.

Section 2 – Terms of Office

The terms of the three (3) members of the civil service commission shall coincide with and be identical to said commissioners' terms of office.

The term of the member appointed by the Mayor shall be four (4) years, with an initial term of office to expire on March 31, 2007

The term for the elected active members of the retirement system shall be four (4) years. The initial term of office for the one (1) elected active member obtaining the largest number of votes shall expire on March 31, 2007. The initial term of office for elected active member receiving the second largest number of votes shall expire on March 31, 2005.

The term for the elected retired employee member of the retirement system shall be for two (2) years with an initial term of office to expire on March 31, 2005.

Section 3 – Vacancies

Vacancies in the elected positions on the board shall be filled within one hundred twenty (120) days, for the unexpired term, in the same manner as the position was previously filled.

Section 4 – Compensation

The Trustees shall not receive compensation for their service to the Plan and the Board.

ARTICLE IV – BOARD OFFICERS

The Board shall elect from its members a Chairperson, Vice Chairperson and Secretary to serve a two (2) year term. It is the intention of the Board that no one member serve as an Officer in the same position for more than two (2) successive terms at a time. The election shall be held at the last meeting of the applicable calendar year with the term commencing on January 1st of the following calendar year and expiring on December 31st of the 2nd calendar year following the election to the Board Officer position.

The Chairperson shall preside at meetings. In the Chairperson’s absence, the Vice Chairperson shall preside and if both are absent, the Secretary shall preside. The Retirement Administrator shall be responsible for keeping and maintaining the records of the Board.

ARTICLE V - AUTHORIZED SIGNORS

The Retirement System’s authorized signatories shall be the individual Trustees of the Board and the Retirement Administrator for all purposes stated herein. The Retirement Administrator, acting upon an appropriate resolution or motion of the Board, shall be authorized to disburse funds from the Retirement System; to sign pertinent documentation; and to give direction to the Retirement System’s investment managers, investment consultant, and custodial bank, except as otherwise authorized below. Acting upon an appropriate resolution or motion of the Board, the following shall be authorized to sign appropriate documentation to (i) give direction to the Board’s investment managers, investment consultant, and custodial bank; or (ii) enter into service provider contracts or investment management agreements as detailed below:

Section 1 - Transfer of Funds or Trading Instructions

The Retirement System from time-to-time is required to transfer funds within the various Retirement System accounts due to rebalancing, funding of new investments, or to meet the liquidity needs of the system for the payment of the benefits and expenses. The Board, acting upon the recommendation of its Investment Consultant, shall from time to time adopt, by motion or Board resolution, a “Liquidity Schedule” or a “Re-balancing Recommendation” which shall outline the various fund transfers. After appropriate action of the Board, communication regarding the transfer or liquidation of funds in such instances shall require the signature of either the Retirement Administrator or a Trustee in his or her absence.

Section 2 - Disbursement of Funds

A. Payment of Benefits. The Board hereby approves the payment of benefits to its Retirees and Beneficiaries by the Retirement Administrator upon receipt of all retirement paperwork and benefit calculation(s). Written reports shall be provided to the Board at its next meeting.

B. Payment of Invoices, Expenses, or Disbursements. Payment of all invoices, expenses, and other disbursements from the Retirement System shall require the prior approval of the Board via duly adopted resolution or motion and shall require the signature of either the Retirement Administrator or a Trustee in his/her absence.

C. Payment of Capital Calls. The Board hereby approves the payment of capital calls by the signature of either the Retirement Administrator or a Trustee in his or her absence with a copy of all capital calls to be provided to the Board at its next meeting.

Section 3 - Direction to Investment Managers, Investment Consultant or Custodial Bank

The Retirement System from time-to-time may take action to direct its Investment Manager(s), Investment Consultant or Custodial Bank to perform or refrain from performing certain actions. Such direction requires the adoption of a prior Board resolution or motion and shall require the signature of either the Retirement Administrator or a Trustee in his or her absence. The Retirement Administrator, upon request, is authorized to provide wire transfer instructions for deposits into the Retirement System's accounts.

Section 4 - Execution of Legal Documents:

From time-to-time, the Retirement System is required to enter into legally binding agreements between it and a service provider or execute other corporate legal documents. In such instances, after adoption of a Board resolution or motion, and the review and approval of the Board's legal counsel, the signature of at least two authorized signatories of the Retirement System is required.

ARTICLE VI - RULES OF PROCEDURE

Section 1 - General

A. Open Meetings Act. All meetings of the Board shall be held in compliance with the Open Meetings Act, Public Act 267 of 1976, as amended (MCL 15.261 *et seq.*).

B. Quorum. Four (4) Members of the Board shall constitute a quorum for the transaction of business. In the event it appears that a quorum will not be present, the Retirement Administrator, upon approval of the Board Chair, may cancel or reschedule a Board meeting.

C. Voting. Each Board Member is entitled to one (1) vote on each issue or question considered, with the affirmative vote of at least (4) Board members required for a valid action of the Board.

D. Freedom of Discussion. No Board member may have his or her right to “be heard” restricted, except by rules that similarly limit the rights of all Board members. Accordingly, any motion to “close debate” and/or “call for a vote” is misused if it is intended to prevent other Board members from stating their views. All Board members and those individuals present at a meeting of the Board shall conduct themselves accordingly.

Section 2 - Meetings of the Retirement Board

A. Regular Meeting Schedule. Regular meetings of the Board are typically scheduled on the third Tuesday of each month at 5:00 p.m. In the event there is no quorum present by 5:15 p.m. for the monthly scheduled meeting, the Board members present may cancel the meeting for “lack of quorum”. Trustees should notify the Retirement Administrator as soon as possible if they are unable to attend a scheduled meeting. In the event it is anticipated that a significant number of trustees will be unable to attend a regularly scheduled meeting and there is not another regular meeting scheduled before the subject meeting, the Board Chairperson shall have authority to cancel or reschedule the meeting. The Chairperson shall also have the authority to reschedule a meeting upon the request in writing (via email) of a majority of Board members. Regular meetings may be scheduled at other days and times as decided by the Board during the annual adoption of the calendar year meeting schedule. Special meetings may be scheduled by the Board as necessary. Meetings are not held on state or national holidays, or when determined upon a majority vote of the Board. All meetings of the Board shall be posted and held in accordance with the Open Meetings Act.

B. Special Meetings.

1. Meeting Call. Special meetings of the Board may be called by the Chairperson of the Board or by two members of the Board by providing the other Board members a written notice of the date, time, and place of the special meeting.
2. Notice to Board Members. The notice may be served by delivering the notice to the Board members personally, via electronic mail, facsimile, or by mail addressed to the member at the member’s address on file with the Board, at least seventy-two (72) hours before the meeting is to take place.
3. Public Notice for Special Meetings. Public notice shall be posted on the Notice Bulletin Board adjacent to the City Clerk’s Office at City Hall and on the City of Southfield website eighteen (18) hours prior to the special meeting.

C. Emergency Meetings. The Board may meet in emergency session in the event of severe and imminent threat to the health, safety or welfare of the public, when two-thirds (2/3) of the Board members decide that delay would be detrimental to the efforts to lessen or respond to the threat. Public Notice of the emergency meeting, documentation as to the circumstances that necessitated the meeting and correspondence to the Oakland County Board of Commissioners shall be in accordance with the Open Meetings Act.

D. Committee or Work Session Meetings. Committee or Work Session meetings of the Board shall be held as called by the Board Chairperson or the Chair of the committee/work-group. In the event there will be a quorum of the Board present at such Committee or Work Session meeting and such committee has decision making authority, the meeting or session shall be open to the public with notice properly posted in the same manner as notice is provided for regular meetings.

E. Virtual/Electronic Meetings and Remote Participation

1. Open Meetings Act Requirements. The Retirement System is established and administered pursuant to its plan provisions, applicable collective bargaining agreements, and applicable state and federal laws. The plan provisions require the Board to hold regular meetings, and to conduct all meetings in accordance with the Open Meetings Act, (“OMA”) Public Act 267 of 1976, MCL 15.261 *et seq.* as amended. On November 22, 2023, the Governor signed Public Act 214 of 2023 (“PA 214”) amending the Open Meetings Act (effective on February 13, 2024) to permit public employee retirement and retiree healthcare boards to hold, in whole or in part, a public meeting electronically by telephone or video conferencing.

Public meetings can be held as fully remote (in whole) or partially remote (in part). A physical meeting place is not required for a fully remote electronic meeting. Retirement boards are required to adopt and publish an attendance policy that includes the Board’s method for determination of a quorum with one (1) or more board members attending remotely.

A meeting of a public body held electronically in whole or in part must be conducted in a manner that permits 2-way communication so that members of the public body can hear and be heard by other members of the public body, and so that public participants can hear and be heard by members of the public body and other participants during a public comment period. A public body may use technology to facilitate typed public comments during the meeting submitted by members of the public participating in the meeting that may be read to or shared with members of the public body and other participants to satisfy the requirement that members of the public be heard by others during the electronic meeting and the requirement that members of the public be permitted to address the electronic meeting.

If a public body directly or indirectly maintains an official internet presence that includes monthly or more frequent updates of public meeting agendas or minutes, the public body shall, in addition to any other notices that may be required under the OMA, post advance notice of a fully remote meeting held electronically on a portion of the public body's website that is fully accessible to the public. The public notice on the website must be included on either the homepage or on a separate webpage dedicated to public notices for non-regularly scheduled or electronic public meetings that is accessible through a prominent and conspicuous link on the

website's homepage that clearly describes its purpose for public notification of non-regularly scheduled or electronic public meetings.

Any scheduled meeting of a public body may be held as a fully remote electronic meeting if notice is posted at least 18 hours before the meeting begins. Notice of a fully remote meeting of a public body held electronically must clearly explain all of the following: (a) Why the public body is meeting electronically. (b) How members of the public may participate in the meeting electronically. If a telephone number, internet address, or both are needed to participate, that information must be provided specifically. (c) How members of the public may contact members of the public body to provide input or ask questions on any business that will come before the public body at the meeting. (d) How persons with disabilities may participate in the meeting.

If an agenda exists for a fully remote electronic meeting by a public body that directly or indirectly maintains an official internet presence that includes monthly or more frequent updates of public meeting agendas or minutes, the public body shall, on a portion of the website that is fully accessible to the public, make the agenda available to the public at least 2 hours before the electronic meeting begins. This publication of the agenda does not prohibit subsequent amendment of the agenda at the meeting.

A public body shall not, as a condition of participating in an electronic meeting of the public body, require a person to register or otherwise provide his or her name or other information or otherwise to fulfill a condition precedent to attendance, other than mechanisms established and required by the public body necessary to permit the person to participate in a public comment period of the meeting.

Members of the general public otherwise participating in a fully remote meeting of a public body held electronically are to be excluded from participation in a closed session of the public body held electronically during that meeting if the closed session is convened and held in compliance with the applicable OMA requirements.

2. General Board Policy. The Board of Trustees is vested with the authority and responsibility for the administration, management and proper operation of the Retirement System, and for making effective and construing its provisions. It is the overall policy of the Board that the physical presence of trustees, the Retirement Administrator, legal counsel, the investment consultant, and advisors at Board meetings held in a physical location is of great value to the administration, management and operation of the Retirement System. Accordingly, all parties are encouraged to attend meetings in person.

Under extenuating circumstances however, there are times when Trustees and/or other necessary participants, who are unable to be physically present at a regular or

special meeting of the Board, are otherwise available to participate in the meeting via a telecommunication device. The Board is desirous of adopting a policy whereby Trustees or necessary participants who are unable to attend such regular meetings or special meetings of the Board shall be able to actively participate in the meeting without being physically present via an appropriate and effective telecommunication device (i.e., remote participation). "Remote Participation" as used herein shall mean participation in a meeting from a remote location through the use of a conference telephone or a virtual live stream through the internet. Active participation in a meeting pursuant to this policy constitutes presence at the meeting whereby a physically absent Trustee shall be considered present for quorum purposes and may vote on any matter which may come before the Board. The minutes of the meeting shall reflect a Trustee's remote participation by a telecommunication device where appropriate.

Remote participation in a board meeting by the Retirement System Administrator, the Board's advisors and consultants and/or other designated individuals through the use of a conference telephone or a virtual live stream via the internet shall be authorized only under special circumstances as determined in the discretion of the Chairperson, the Vice Chairperson or the Retirement System Administrator.

It is the responsibility of a Trustee or other individual wishing to participate via a telecommunications device (i.e., telephone, interactive television, internet, etc.) to make appropriate arrangements for the successful use of that device at the meeting.

Remote access to Board meetings for the general public will only be provided for meetings of the Board which are held as fully remote in a virtual meeting format.

Participation in a meeting by conference telephone or a virtual live stream via the internet shall be in a manner through which all persons participating in the meeting, including members of the public who may be attending the meeting, can hear and identify each other.

3. Agenda and Meeting Materials for Remote Meetings. The OMA provides that if an agenda exists for a fully remote electronic meeting by a public body that directly or indirectly maintains an official internet presence that includes monthly or more frequent updates of public meeting agendas or minutes, the public body shall, on a portion of the website that is fully accessible to the public, make the agenda available to the public at least 2 hours before the electronic meeting begins. This publication of the agenda does not prohibit subsequent amendment of the agenda at the meeting. The overall goal during this time is to communicate with the public as best as possible to allow for public participation in a meeting that the public may be unable to attend in-person.

4. Calling a Meeting to Order. The Chairperson should call the remote meeting to order and state the time and title of the meeting, as listed in the public notice and on the agenda. Especially when conducting remote meetings, it is important to recognize which Board members and service providers are participating in the meeting. The Chairperson may conduct a roll call for attendance where participants can affirm their presence. The Retirement Board may not require a member of the public to provide his or her name to participate in the meeting. When conducting a meeting either in whole or in part through electronic means, a Retirement Board should, ask if anyone from the public would like to participate during the public comment portion of the meeting because, for example, one cannot see a public participant's hand raised.

5. Virtual Meeting Motion Practice. The Retirement Board shall be diligent when making motions during remote meetings. Trustees shall identify themselves when making motions, especially when it is known that members of the public are participating in the meeting. When calling for the vote on the motion, the Chair should preface the call to the question by stating:

“Motion by (name) _____, support by (name) _____, TO (state motion) _____; all in favor of the motion say “Yes” (pause), any opposed say “No”.

As noted below, for meetings held electronically, a roll call vote should be taken if any Trustee votes “no”.

6. Roll Call Votes. The Board Chair may opt to require all Board action through roll call votes; however, the Chair may instead elect to only take roll call votes when at least one Trustee objects to the proposed action taken, i.e., when the proposed action will not be unanimous, unless of course the proposed action otherwise requires a roll call vote under the OMA (e.g., moving into a closed session). The idea is to provide the public with an understanding of what board action was taken and how each Trustee voted. This can be achieved in different methods by the Board Chair or the Board itself (i.e., via roll call votes or roll call votes upon a Trustee objection only).

7. Technical Difficulties. If a fully remote meeting is no longer able to be conducted in the method outlined in the notice of meeting (i.e., different login is required) then the Retirement Board must stop the meeting. The Retirement Board may elect to reschedule the meeting or hold a special meeting after, provided such meeting will be done in compliance with OMA (i.e., a rescheduled regular or a special meeting of a public body, a public notice stating the date, time, and place of the meeting shall be posted (online or as otherwise noted above) at least 18 hours before the meeting).

If there are technical difficulties in granting remote access to a meeting otherwise being held in a physical location, the Board can provide alternative methods for remote participation at the scheduled meeting.

F. Social or Educational Events. A quorum of the Board may not meet outside a properly posted public meeting and/or deliberate on any issue that is or may come before the Board, with the following exceptions:

1. Social or unrelated gatherings, provided public business is not discussed.
2. Attendance at informational sessions, seminars, conferences and educational events, provided that public business is not discussed.

G. Use of Electronic Mail, Text Messaging, Social Networking Software, Facsimile and Telephone. A quorum of the Board may not use electronic messaging (i.e., text messaging, email, etc.) to deliberate on any issue that is or may come before the Board.

Section 3 – Public Notice

A. Regular Meetings Public Notice. Notice of the regular meeting schedule is posted on the Notice Bulletin Board adjacent to the City Clerk’s Office at City Hall ten (10) days after the first meeting of the Board of Trustees in each calendar or fiscal year. The schedule of regular meetings or the regular meeting date may be changed by the Board as provided in current law. Changes to the meeting schedule, including cancellations, will be posted within three (3) days of the date of the meeting at which the change was approved.

B. Posting Notice of Fully Remote Public Meeting. The Retirement Board does not intend to have fully remote electronic meetings but recognizes that need for a fully remote regular meeting or special meeting may arise under special circumstances. The Board shall post advance notice of a meeting to be held remotely on a portion of the Retirement Board’s or sponsoring municipality’s website that is fully accessible to the public at least 18 hours before the scheduled meeting.

C. Virtual Public Meeting Notice Contents. The meeting notice must include the following information:

1. An explanation of the reason the Retirement Board is meeting electronically;
2. Detailed procedures by which the public may participate in the meeting electronically, including a telephone number, internet address, or both;

Sample draft language: “Members of the public that wish to join the public meeting, may participate by [a] [calling the following toll-free number [insert number] and using the following user id.

when prompted [insert user id. #]] -and/or- [b] [insert video conferencing instructions].”

3. Procedures by which persons may contact the Retirement Board to provide input or ask questions on any business that will come before the Retirement Board at the meeting; and

***Sample draft language:** “Members of the public that wish to discuss Retirement System business may contact the Retirement Board at [insert Retirement Board’s contact’s name, email and/or telephone number].”*

4. Procedures by which persons with disabilities may participate in the meeting.

***Sample draft language:** “Anyone wishing to attend the meeting who has need of special assistance under the Americans with Disabilities Act (ADA) is asked to contact the Retirement Administrator at _____ at least 48 hours prior to the meeting so that appropriate arrangements can be made.”*

Someone from the Retirement Board must monitor the phone number or email address during this time.

Section 4 - Board Operations & Meeting Agenda

A. Staff. The Retirement Administrator shall prepare the proposed meeting agenda of every regular and special meeting of the Board, to be approved by the Board Chairperson prior to distribution. The Order of Business and framework of the Agenda shall be consistent with the Board’s adopted Agenda Outline as set forth in **Section 4-A.** below.

B. Board Members. Any Board member desiring to add additional items to the proposed agenda must submit them in writing to the Retirement Administrator no later than three (3) days prior to the scheduled meeting. Any Board member desiring to add the appearance or presentation of any service provider (whether current or prospective) to a future Board agenda must make such request to the Board for consideration during the Trustee Comment/Open Forum portion of a meeting, and such request must be approved by a majority of the Board.

C. Plan Members. Plan members and/or citizens wishing to have an agenda item scheduled may make their request in writing to the Board Chairperson at least one (1) week in advance of a regularly scheduled meeting. The Board Chairperson shall decide whether the subject is one which can and should be considered as part of a Board meeting agenda, and may schedule the item at a date and time as deemed appropriate.

D. Unsolicited Requests. Unsolicited requests for an appearance to have an agenda item scheduled before the Board shall be submitted in writing to the Board Chairperson. The Board Chairperson shall decide whether the subject matter or the appearance is one which can and should be considered as part of a Board meeting agenda. At the discretion of the Board Chairperson such unsolicited requests shall be presented to the Board for consideration at a meeting prior to any such request being added as an agenda item.

E. Draft Agendas and Attachments. The Retirement Administrator shall forward via email a draft copy of the Agenda and accompanying materials to all Board members, General Counsel, and the Investment Consultant the Thursday before the scheduled Tuesday meeting.

The Retirement Administrator shall use reasonable efforts to forward a final draft agenda and the available accompanying materials to the above individuals via email no less than 24 hours prior to the scheduled meeting. It is understood that state or national holidays may impact this schedule.

A hard copy of the final draft Agenda and accompanying materials shall be available to the above individuals in the Board's meeting room prior to the start of the scheduled meeting. A hard copy of the final draft Agenda (only) shall be available to the general public at the meeting.

All materials received after the foregoing timeframes will be provided to the Board members the morning of the regular meeting. The Board may defer consideration of any agenda item for which all relevant information has not been provided in accordance with these Rules of Procedure.

For distribution to Board members and staff, the Board requires that third party presenters provide ten (10) copies of any written materials to the Board at the meeting with best efforts to provide an electronic pdf copy via email to the Retirement Administrator a minimum of 48 hours in advance of the meeting. All correspondence received by the Board is public and made part of the record of the meeting subject to applicable law and review by the Board's Legal Counsel.

Section 5 - Conduct of Meetings

A. Order of Business. The Chairperson, upon taking the chair, shall call the Board members to order on the appearance of a quorum. The order of business for regular meetings shall be consistent with the Board's established Agenda Outline which is summarized as follows:

- I. Approval of the Agenda
- II. Approval of the Minutes
- III. Consent Agenda

- IV. Public Comment
- V. Investment Consultant Report
- VI. Legal Report
- VII. Retirement Administrator Report
- VIII. Unfinished Business/Pending Matters
- IX. New Business
- X. Trustee Comment/Open Forum
- XI. Adjournment

The order of business for special meetings of the Board shall be in accordance with the foregoing, except those items which are not necessary for the completion of the meeting may be left off the agenda.

B. Additions to the Agenda at the Meeting.

The addition of items to the Agenda may be approved by a majority of the Board members during the meeting for which the additional item is proposed. Items for action should be considered only in cases where a delay of action could be detrimental to the Retirement System, and for which sufficient background information is available on which to base a decision.

Matters that come before the Board as a result of the public comment portion of the meeting, but which are not on the prepared Agenda, may be heard, taken under advisement, and/or placed on the Agenda for a future meeting for appropriate Board action.

C. Consent Agenda.

A consent agenda may be used for regular items of a general and routine nature on which discussion or clarification is typically unnecessary, such as: (A) Informational Items; (B) Reports, Financial Accounting and Cash Account; (C) Applications for Retirement; (D) Authorization of Benefits; (E) Refund of Contributions; and (F) Approval of Bills and Expenses.

The Board, at the request of a Board member, shall remove any item from the proposed consent agenda. Removal of an item from the proposed consent agenda will result in the removed item(s) being addressed under another appropriate section of the meeting agenda. Those items not removed from the consent agenda may be acted upon by a single vote of the Board at its regular meeting.

D. Reports to the Board.

The Board routinely receives and hears reports from designated members of its staff and representatives from various service providers. Reports are generally for informational purposes only. In such instances, no action is necessary and the Board may simply receive

and file any documentation received. However, reports that recommend or request a specific action may call for a motion. In these instances the Board shall proceed in accordance with its rules regarding motion practice.

E. Public Comment.

It is the policy of the Board to welcome the public, including its members, retirees and beneficiaries, to observe Board meetings to learn about the operations and activities of the Retirement System, and to share comments relating to the Retirement System's operations and activities. The purpose of public comment is to alert the Board to topics not on the agenda or to provide the speaker an opportunity to address an item on the Board's Agenda.

Members of the public may be recognized by the Chair (or upon the request of a Board member acting through the Chair) to speak on a specific Agenda item outside of the "Public Comment" portion of the Agenda. Speakers shall be limited to two (2) minutes, and only one speaker will be heard on each topic. Groups appearing before the Board shall designate a single speaker to address the Board on the group's behalf. The Board shall retain the right to terminate public comment at any time during a meeting if these Rules of Procedure are not followed.

1. Decorum. Any person causing a breach of the peace may be removed from any Board meeting. The Chairperson shall request the assistance of law enforcement officers in the removal of any disorderly individual who refuses to leave upon request.

2. Best Practices for Public Participation. The Board Conference Room is limited in size and seating. Members of the public planning to attend a meeting are encouraged to contact the Retirement Administrator at least one week prior to the meeting so the Board may plan accordingly. Additionally, members of the public requiring accommodations and/or media wishing to photograph or videotape meetings are advised to contact the Board Chairperson as soon as possible prior to the meeting to coordinate accessibility, seating and placement of equipment.

3. Rules and Procedures. The following rules and procedures apply to public comment during all meetings:

- a. The Board shall reserve a reasonable time for public comment, which generally shall be limited to thirty (30) minutes.
- b. Board members may have the privilege of questioning speakers but shall not be obligated to answer questions or make statements or commitments on issues brought by the public.
- c. A person desiring to speak during the public comment portion of the meeting shall be recognized by the Chairperson.
- d. Speakers shall direct their comments to the Board and not to individual Board Members, staff or other audience members.

- e. Each speaker shall be allowed to speak once per Board meeting and shall be limited to two (2) minutes unless an extension is approved by a majority of the Board.
- f. If the number of speakers desiring to be heard is so extensive that the time limit for the public comment portion of the meeting would be inadequate, the Board may vote to shorten the time limit allowed to each speaker, but the limit shall not be less than one (1) minute.
- g. The Chairperson may extend the time limit if necessary so that no one is denied the right to address the Board.
- h. If a delegation is present to discuss an agenda item, a single spokesperson should be designated to make the presentation for the group.

4. Public Comment Prohibited:

- a. Complaints or attacks about a Board member or employee which would constitute an unwarranted invasion of privacy or which are unrelated to the way in which a member or employee performs related duties shall not be permitted unless the Board otherwise allows such comments.
- b. The Chairperson, in consultation with General Counsel, shall judge the appropriateness of such complaints to be aired publicly.
- c. If it is judged that a complaint is not appropriate for public discussion, the Chairperson shall judge whether it justifies Board consideration at a future open or closed session of the Board as requested by the individual complained against.
- d. If the complaint is to be considered later, the complainant shall be asked to reduce it to writing and formally present it to the Board for proper investigation.
- e. Speakers are expected to express themselves responsibly and courteously and with due respect for the fact their views and opinions may not be shared by all present. The following are examples of irresponsible or discourteous expression:
 - (i) Denigrating Board members, staff, or other audience members.
 - (ii) Speculating on the motives of Board members, staff, or other audience members.
 - (iii) Complaints about Board Members or staff that have not been brought to the Board's attention through appropriate channels.
- f. Obscene, vulgar, abusive or threatening language will not be tolerated. Individuals who use such language will be asked to leave the meeting.

F. Adjournment.

At such time as there is no further business to come before the Board, the Board Chairperson can adjourn the meeting without a motion by declaring, "*There being no further business, the meeting is adjourned.*"

Section 6 - Motion Practice

A. Generally. A motion is a form of expression used to present ideas to the Board for formal consideration. Before the Board can take any action on an issue, a motion must first be passed. The motion process shall generally proceed in accordance with the following six (6) steps:

1. A Board member makes a motion;
2. Another Board member seconds the motion;
3. The Chair re-states the motion (or requests that the Retirement Administrator restate the motion), formally placing it before the Board;
4. The Board members debate/discuss the motion;
5. The Chair puts the motion to a vote; and
6. The Chair announces the results of the vote.

B. Special Motion Practice. The “Friendly Amendment”

During discussion on a motion that is on the floor, Board members may suggest a “friendly amendment” as a practical tool to avoid a formal “motion to amend”. This suggestion is appropriate when it appears that a change to the pending motion is desirable or necessary to win the support of the majority. It is accomplished when a Board member who has the floor states “I want to suggest a friendly amendment to the motion” and states the suggested amendment. If both the maker of the motion and the person who seconded the motion accept the friendly amendment, then that becomes the motion on the floor. If either object, then a more formal “motion to amend” is in order.

Section 7 - Closed Sessions

A. Purposes. The Board may meet in closed session only for the following purposes:

1. To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of a public officer, employee, staff member, or individual agent, if the named person requests a closed hearing.
2. For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement when either negotiating party requests a closed hearing.
3. To consider the purchase or lease of real property up to the time and option to purchase or lease that real property is obtained.
4. To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only when an open meeting would have a

detrimental financial effect on the litigating or settlement position of the Board.

5. To review the specific content of an application for employment or appointment to public office when the candidate requests that the application remain confidential.
6. To consider material exempt from discussion or disclosure by state or federal statute.
7. As otherwise provided by law, including, but not limited to, complying with the Board's attorney-client privilege or discussing confidential medical information.

B. Procedures.

1. A two-thirds (2/3) roll call vote of Board members elected or appointed and serving is required to enter into a closed session, unless the closed session is being entered for purposes as set forth above in Sub-divisions (1) & (2) of Section 6A. above (e.g., personnel or collective bargaining related matters).
2. The roll call vote and the purpose or purposes for calling the closed session shall be entered into the minutes of the meeting at which the vote is taken.
3. The Retirement Administrator shall record a separate set of minutes at the closed session.
 - (i) The minutes shall include the time, date and place of the meeting; members present or absent; the purpose(s) for which the closed session has been called; a brief summary of the discussion and an indication that only matters for which the meeting was called were discussed.
 - (ii) These minutes shall be retained exclusively by the Retirement Administrator, are not available to the public unless otherwise provided by law.
 - (iii) These minutes may be destroyed one (1) year and one (1) day after approval of the minutes of the regular meeting at which the closed session was approved.
4. No vote shall be taken during closed session on matters considered in closed session. Any action taken on such matters must be approved in the public portion of a meeting and recorded appropriately.
5. As a matter of practice, the Board shall convene in open session prior to

adjourning to closed session.

C. Closed Session for Virtual Meetings or Virtual Participation.

Closed sessions present logistical challenges for remote meetings, as you cannot watch people leave the meeting room and shut the door. During this time, the Retirement Board may be using a virtual meeting room or a call-in feature. In addition, the Board shall designate a staff member to stay in the open session meeting to keep the members of the public notified that the Retirement Board is conducting its closed session meeting and will return to open meeting for remaining open business.

There is no requirement to hold closed sessions at a specific time during the meeting. However, as a courtesy to the public, the Board intends, when appropriate, to hold closed session items to the end of the meeting and announce in the open meeting that the Retirement Board will enter closed session and resume the open meeting for the purposes of an applicable resolution only (if that is the intention). The Retirement Board may also elect instead to schedule a special meeting immediately after the regular meeting to address any matters that are known ahead of time to require a closed session. The agenda for the special meeting would only contain those matters known ahead of time to require a closed session. The special meeting would then have a separate virtual meeting room or call-in number known and distributed only to those individuals participating in the closed session.

It is appropriate for the Board Chair to confirm with those Trustees present in a closed session meeting held electronically that there are no other persons present in the room or listening to the conversation. Trustees have a fiduciary obligation to protect the integrity of a closed session.

Section 7 - Minutes

A. Keeping of Minutes. The Retirement Administrator shall keep or cause to be kept minutes of all open meetings in the form and time frame as prescribed by law. The proposed minutes shall be furnished to each member of the Board prior to the meeting at which they are to be approved. The official minutes shall be posted by the Retirement Administrator on the City website and an electronic copy kept in the appropriate file on the Retirement System's data base.

B. Requirements. The minutes shall include the date, time, place, members present, members absent, all decisions made at open meetings and the purpose(s) for which closed sessions are called, all roll call votes and a reference to reports presented, a record of those speaking at the public comment session and the topic on which they spoke, and items discussed when no action is taken.

C. Corrections. Corrections in the minutes may be made at the meeting at which they are approved. The Chairperson shall declare the minutes approved as presented on the Agenda unless objections are raised or corrections made.

D. Dissemination to Public.

1. The proposed minutes of the Board shall be available to citizens for inspection at the Board's office during normal business hours.
2. Copies of the minutes shall be available upon request at a reasonable estimated cost to the requesting party in accordance with the Freedom of Information Act.
3. Proposed minutes shall be available at the Board's office within eight (8) business days of the meeting and official minutes within five (5) days of the meeting at which they are approved. The requirements of this subsection do not apply to minutes posted online as long as copies are provided at the Board's office.
4. Family Educational Rights and Privacy Act of 1974. The Board shall not include in or with its minutes any personally identifiable information that, if released, would prevent the Retirement System from complying with Section 444 of Subpart 4 of part C of the General Education Provisions Act, 20 U.S.C. § 1232g.

Section 9 - Board Communications

A Board member shall be respectful of the Board and its decisions, and of committees and their recommendations, in all external communications, even if he or she disagrees with such decisions or recommendations.

A Board member shall not correspond with a non-affiliate person or entity using Retirement System letterhead or as a spokesperson on behalf of the Board unless the communication is authorized by the Board. The Board member when speaking on their own behalf shall not represent themselves as speaking on behalf of the Board.

Section 10 - Non-Compliance

Violation of these Rules of Procedure may result of in the removal of the offending member from the position of Chair, Vice-Chair or Secretary of the Board, or from any other assignment on behalf of the Board; and may also subject the offender to censure by the Board.

ARTICLE VII – RECORDS

The Board shall keep a written record of its proceedings, including minutes of meetings as required

by the Open Meetings Act. The Board will provide copies of the quarterly investment performance reports and any monthly investment updates to the Mayor and City Council on a monthly and quarterly basis, as applicable..

ARTICLE VIII – CITY EMPLOYEES

The Board may request, with the approval of the City Administrator, certain tasks and responsibilities to be performed by employees of the City.

ARTICLE IX – SERVICE CONTRACTS

The Board shall have the authority, by written contract, to retain the services of independent contractors as are necessary for the Board to fulfill its fiduciary duties and responsibilities. When appropriate, the Board will execute contracts in conformance with the City of Southfield Procurement Policy.

ARTICLE X – FUNDING, EXPENSE AND BUDGETS

Section 1 – Source of Payments

All legally authorized costs and expenses of the Board shall be paid from the funds being administered. Subject to the approval of the City Council, certain expenses may be paid from the City’s General Fund, and charged to the Board.

Section 2 – Board Budgets and Expenses

The Board is authorized to expend money or incur costs and expenses pursuant to Act 314 of 1965, as amended.

ARTICLE XI – TRAINING AND EDUCATION OF BOARD MEMBERS

The Board is authorized to incur expenses for the training and continuing education of its members pursuant to the Board’s Education Policy and Procedure.

ARTICLE XII – ADMINISTRATIVE PROCEDURES AND POLICIES

The Board shall establish and approve all forms, policies, and procedures regarding the administration of the Plan. These policies and procedures shall not be inconsistent or in conflict with policies established by City Council in the employee manual, applicable collective bargaining agreements, or Plan documents.

The Board shall provide for the development and adoption of any administrative forms, policies and procedures not otherwise established and documented in the Plan document, summary plan description, applicable collective bargaining agreements, or employee manual.

ARTICLE XIII – APPEALS/ADMINISTRATIVE HEARINGS

All decisions of the Board regarding benefit qualification, including disability retirement, death benefits, and any other form of benefit provided under the Retirement Ordinance shall be subject to an appeal process as provided herein or established by the Board in exigent circumstances.

Section 1 – Hearings

All hearings before the Board shall be conducted in accordance with these procedures. The Board shall serve as a quasi-judicial body in all such hearings.

The Board may schedule an administrative hearing for review and consideration of any matter before the Board.

The Retirement System Administrator shall notify a benefit claimant in writing within thirty (30) days of a denial of a claim for such benefits by the Retirement Administrator or the Board. The notification shall contain the basis for denial.

Section 2 – Request for Hearings

A benefit claimant may appeal the denial of claim for benefits and request an appeal hearing before the Board. The appeal shall be in writing and filed with the Retirement Administrator within ninety (90) days of the date of notification of denial.

The request for appeal shall be in writing to the Board. The request shall include the member's, retirant's or beneficiary's full name, address and contain a statement of the claimant's reasons for believing the denial to be improper.

Section 3 – Notice/Place of Hearing

Any member, retirant or beneficiary requesting a hearing shall be given an opportunity for a hearing which shall be scheduled by the Board within sixty (60) days of receipt of the request for appeal.

Unless otherwise specified, the hearing shall be held at the normal meeting place of the Board.

Notice of any hearing scheduled by the Board shall be by certified and first class mail to all appropriate parties at least two (2) weeks prior to the date of the hearing.

Section 4 – Representation of Parties

Any member, retirant, or beneficiary may be represented by an attorney or other

representative or may appear in person. A representative with appropriate authority may appear in the absence of the interested party.

A representative of a party shall be deemed to control all matters respecting the interests of that party in the proceedings.

The Board's legal counsel shall be present during any appeal to the Board.

Section 5 – Defaults

If a party fails to appear at the hearing after service of notice by certified mail, the Board, if no adjournment was granted, may proceed with the hearing and make its decision in the absence of the party.

Section 6 – Adjournment/Continuance

No hearing shall be adjourned or continued, except upon approval of the Board Chairperson or the Board's Vice Chairperson in the Board Chairperson's absence. All motions and requests for an adjournment, or continuance, shall be accompanied by a statement of the reasons therefore and filed with the Retirement Administrator. No motion or request for an adjournment or continuance will be considered unless same is filed with the Retirement Administrator at least five (5) days prior to the date assigned for the hearing, except that the Board may accept such request during a hearing or may waive the five (5) day notification if proper showing is made that for reasons not within the control of the person or parties making the motion or request, the motion or request could not be filed with same time limit.

Section 7 – Evidence

The petitioner and/or representatives of the City or the Board shall be given an opportunity to present oral and written arguments and an opportunity to present evidence on issues of fact. Written arguments shall be given to the Board at least (ten) 10 days in advance of the hearing.

A petitioner or a representative of the Board may cross-examine witnesses and may submit rebuttal evidence.

In a hearing the rules of evidence as applied in a non-jury civil case in circuit court shall be followed as far as practicable, but the Board may admit and give probative effect to evidence of a type commonly relied upon by reasonably prudent individuals in the conduct of their affairs. Irrelevant, immaterial or unduly repetitious evidence may be excluded. Effect shall be given to the rules of privilege recognized by law. Objections to offers of evidence may be made and shall be noted in the record.

Evidence at a hearing, including records and documents in possession of the Board of which it desires to avail itself, shall be offered and made a part of the record.

Hearings shall be recorded, but need not be transcribed, unless requested by a party who shall pay for the transcription of the portion requested except as otherwise ordered by the Board.

Section 8 – Factfinder

The Board may, in its sole discretion, appoint a Factfinder to make findings of fact surrounding the question(s) in dispute. The Factfinder shall be a disinterested, neutral person appointed by Board resolution based upon a list of names considered by the Board. The Factfinder will report his/her findings to the Board in written form for final deliberation and decision.

The Factfinder will base his/her factual determinations on any and all of the following:

- (a) Testimony of the parties or their witnesses; and
- (b) Documentary evidence

The conclusions of fact made by the Factfinder may not be conclusive and on good cause shown, be subject to rebuttal at final hearing by the Board.

The Factfinder will record the proceedings.

Section 9 – Official Notice of Facts

The Board may take official notice of judicially cognizable facts, and may take notice of general, technical, or scientific facts within the Board's specialized knowledge.

Section 10 – Presiding Officer; Power and Duties

The Chairperson shall be the presiding officer in the hearing. In the Chairperson's absence, the Board shall designate a presiding officer from the Board members present. Hearings shall be conducted in an impartial manner.

A presiding officer may do all of the following:

- (a) Administer oaths and affirmations.
- (b) Sign and issue subpoenas in the name of the Board, requiring attendance and giving of testimony by witnesses and the production of books, papers, and other documentary evidence.

(c) Provide for the taking of testimony by deposition.

(d) Regulate the course of the hearings, set the time and place for continued hearings, and fix the time for filing documents.

(e) Direct the member, retirant, or beneficiary to appear and to confer with representatives of the Board to consider simplification of the issues.

The presiding officer or his/her designee shall notify the member, retirant, beneficiary, or his/her representatives of any continuance to a hearing.

Section 11 – Final Decisions

A final decision or order of the Board in a hearing shall be made, within a reasonable period, in writing. A decision or order shall not be made except upon consideration of the record as a whole or such portion thereof as may be cited by any party to the proceedings and as supported by and in accordance with the competent material and substantial evidence standard. A copy of the decision or order shall be delivered by certified and first-class mail within seven (7) days of its entry to the member, retirant, beneficiary or his/her representatives.

Section 12 – Rehearing/Review

The Board by a majority vote may order a rehearing in a contested case on its own motion or on request of a party.

A request for a rehearing shall be filed within fifteen (15) days after the date of mailing notice of the final order of the Board. A rehearing shall be noticed and conducted in the same manner as an original hearing. The evidence received at the rehearing shall be included in the record for the Board's reconsideration and for judicial review. A decision or order may be amended or vacated after the rehearing.

ARTICLE XIV – AMENDMENTS TO THE BOARD GOVERNANCE POLICIES & PROCEDURES AND RULES OF PROCEDURE

Amendments to these Board Governance Policies & Procedures and Rules of Procedure shall only be by a majority vote of the full Board.

Historical References: Bylaws were adopted June 18, 2019; Amended February 20, 2024 to include Remote Meetings (Section 3) and Closed Session for Virtual Meetings or Virtual Participation (Section 7. (C)).