



Board Governance Policy

Communications Policy

I. Purpose

- A. The Board of Retirement recognizes that effective communication is integral to good governance. In order to achieve SJCERA's mission and objectives, the Board must establish mechanisms for communicating clearly among Board members and with senior management, plan sponsors, plan members and external parties. The Board adopts this Policy to provide the Board as a whole, individual Board members, and staff with guidelines for the communications function of the Board.

II. Objectives

- A. To encourage and facilitate open, accurate, timely and effective communications with all relevant parties.
- B. To mitigate risks to SJCERA, the Board, and to Board members that may arise in connection with communications in areas such as governance, service quality, plan interpretation, adverse reliance by plan members and beneficiaries, and general public relations.
- C. To balance the need to mitigate risk with the need for open and efficient communication.

III. Communications Among Board Members

- A. The Board shall carry out its activities in accordance with the spirit of open governance, including the provisions of the Ralph M. Brown Act, California Government Code Section 54950, et seq. (the "Brown Act"), which include, but are not limited to:
 - 1. Properly noticing and posting an agenda for Board and Committee meetings;
 - 2. Allowing proper public comment on agenda items before or during consideration by the Board;
 - 3. Properly describing all items to be considered in closed session in the notice or agenda for the meeting;
 - 4. Not conducting or participating in a series of communications one at a time or in a group that in total constitutes a quorum of the Board or Committee, either directly or through intermediaries or electronic devices, for the purpose of developing a concurrence as to the action to be taken (a serial or secret meeting prohibited by the Brown Act);
 - 5. Ensuring materials are properly made available to members of the public upon request without delay; and

6. Not disclosing any discussion from, or communication made during, closed session until such time as the subject matter of the discussion or communication has been publicly reported by the Board as required by the Brown Act. The Brown Act expressly prohibits the disclosure of any confidential information acquired in a closed session, including, but not limited to, attorney-client privileged communications, unless the entire Board agrees to the disclosure.
- B. A member of the Board shall disclose information in his or her possession pertinent to the affairs of SJCERA to the entire Board in a timely manner.
- C. During meetings of the Board and its Committees, Board members shall communicate in a straightforward, constructive manner with due respect and professionalism.

IV. Board Member Communications with Plan Members

- A. Members of the Board shall mitigate the risk of miscommunication with plan sponsors, members and retirees, and potential liability through adverse reliance by third parties, by avoiding giving explicit advice, counsel, or education with respect to the technicalities of the plan provisions, policies, or processes.
- B. Where explicit advice, counsel, or education with respect to the technicalities of the plan provisions, policies, or process is needed, Board members will refer inquiries to the Chief Executive Officer or appropriate designee. The Chief Executive Officer or such designee will inform the Board Member when and how the matter was resolved.

V. Board Member Communications with SJCERA Management

- A. Board members with questions or concerns regarding any aspect of SJCERA operations shall direct them to the Chief Executive Officer or the Chief Executive Officer's designee, who shall in turn direct staff as required.
- B. Requests for information that require excessive expenditure of staff time or use of external resources, including professional service providers, shall, to the extent practicable:
 1. Be consistent with the roles and responsibilities of the Board;
 2. Be formally requested at Board or Committee meetings; and
 3. Be directed to the Chief Executive Officer.
- C. The Chief Executive Officer shall ensure that information requested by one or more Board members is made available to the entire Board.
- D. Board members shall share any information in their possession pertinent to the affairs of SJCERA with the Chief Executive Officer in a timely manner. Similarly, the Chief Executive Officer shall ensure that all relevant and pertinent information is disclosed to all of the Board members in a timely manner.

VI. Board Member Requests for Information and Records from Staff Generally

- A. Ordinarily, individual Board members will not make direct requests from non-management staff for information or system records. On matters that are pending before the Board for consideration at a noticed meeting, a Board member seeking information should direct his/her request to the Chief Executive Officer, who shall then provide the information to the Board member or seek further direction from the Chair or Vice Chair, as appropriate. Information provided in response to an inquiry from an individual Board member shall be provided in a timely manner to all other Board members.

VII. Member Records

- A. SJCERA is obligated under various laws to keep member records confidential, except as disclosure may be necessary to the administration of the retirement system or as ordered by a court of competent jurisdiction. See, e.g., Government Code Section 31532. Accordingly, disclosure of confidential member records to individual Board members should only be made for the purpose of the conduct of SJCERA's business, upon the prior approval of the Chair or the Vice Chair, when the Chair is unavailable.
- B. Board members shall take all steps reasonably necessary to assure that the disclosure of confidential member records to them does not result in further, non-privileged disclosure to third parties, whether directly or indirectly.

VIII. Board Member Communications with External Parties

- A. In general, in communicating with external parties, the following guidelines will apply:
 - 1. The purpose of any communications by members of the Board shall be consistent with their sole and exclusive fiduciary duty to represent the interests of all plan members;
 - 2. Board members and SJCERA management are expected to respect the decisions and policies of the Board in external communications even if they may have opposed them or disagreed with them during Board deliberations;
 - 3. Individual Board members shall not speak for the Board as a whole unless authorized by the Board to do so; and
 - 4. In external communications, Board members are expected to disclose when they are not representing an approved position of the Board of Retirement.
- B. When interviewed, or otherwise approached by the media for information concerning the affairs of SJCERA, members of the Board shall refrain from making any unilateral commitments on behalf of the Board or SJCERA.
- C. All inquiries of members of the Board from any media source or publication shall be directed to the Chief Executive Officer for coordinated response or preparation of a news release.

- D. To help ensure the accuracy of any material written for the purpose of publication by members of the Board, in their capacity as such, and to ensure that neither SJCERA, the Board, or such member of the Board is placed at risk thereby, all such material shall be reviewed by the Chief Executive Officer or legal counsel prior to being submitted for publication.

IX. Policy Review

- A. Staff shall review this Policy at least once every three years to ensure that it remains relevant, appropriate, and in compliance. Any revisions or amendments to this policy must be approved by the Board of Retirement in accordance with the bylaws.

X. History

04/13/2007	Board adopted policy
06/29/2018	Reviewed, no content changes, staff updated format
04/12/2019	Policy Review section amended to at least once every three years
07/12/2019	Modified outline numbering and code citations, non-substantive corrections
07/08/2022	Added Section III.A.6 regarding maintaining confidentiality of Closed Session discussions and communications.

Certification of Board Adoption:


Clerk of the Board

07/08/2022
Date