



BOARD MEETING PROTOCOL

BOARD GOVERNANCE POLICY

Annual Calendar

The MPERS Board has determined that it is in the best interest of the System for the Board to determine and approve an annual Board meeting schedule at the last scheduled meeting of the year for the upcoming year. Having an annual schedule of Board meetings will allow interested parties to plan their individual schedules in such a way as to make MPERS a priority. This schedule can be changed with a vote of the Board. The Board is required by law to meet at least quarterly.¹

Quorum

Six trustees shall constitute a quorum for the transaction of business. Any official action of the Board shall be based on a majority vote of the Trustees in attendance.²

Special Meetings

The Board is authorized to schedule additional meetings, if deemed necessary, upon the call of the Chair or on agreement of four members of the Board, after giving appropriate notice to all members of the Board and to the public as required by law. The date for special meetings will be determined by the availability of the majority of Board Members.

Meeting Location

The meetings will be held within the State of Missouri and generally at the MPERS office in Jefferson City, Missouri unless otherwise noted.

Meeting Attendance

Attendance at Board meetings is an essential element of a Board Members responsibility. Therefore, Board Members are expected to attend all meetings in person unless there are extenuating circumstances that prevent such attendance. If in-person attendance is not possible, attendance by phone is permissible. If Board members are attending a closed session meeting via phone, they are expected to ensure that privacy is maintained. Board Members are expected to arrive on time and stay until the meetings have concluded. For regularly scheduled Board meetings Board Members are not to send designees in their place.

Meeting Etiquette

Board Members are to minimize use of cell phones and PDAs during the meetings.

Open Meetings Law

The MPERS Board is a "public governmental body" under Missouri's Sunshine Law; therefore, MPERS Board meetings are public meetings under this law.³ The Sunshine Law establishes a number of requirements for meetings of public governmental bodies. Those include: (1) giving the public reasonable advance notice (at least 24 hours in advance) of the time, date, place and tentative agenda of each meeting, including the statutory reason for closing any portion of the meeting; (2) if there can not be 24 hours advance notice of the meeting,

¹ Section 104.180

² Section 104.180

³ Section 610.010 (5)

then good cause must be established for the shortened notice; (3) each meeting is to be held at a place reasonably accessible to the public; (4) the open portion of the meeting may be recorded; (5) minutes of the open and closed meetings must be taken and kept; (6) the vote of each member on whether to close a meeting shall be recorded in the minutes; (7) any vote taken during a closed meeting will be taken by roll call; and (8) there must be a majority vote to close the meeting.

Executive Sessions

The Board must affirmatively vote, needing a majority of a quorum, to go into a closed meeting. The Sunshine Law lists 21 specific areas that can be discussed in a closed meeting. Of those 21 exceptions, the most common reasons meetings can be closed are to discuss: (1) legal actions or causes of action or attorney client advice or communications; (2) the leasing, purchase or sale of real estate until it has been accomplished if knowledge of the transaction may affect the deal; (3) hiring, firing, disciplining or promoting of particular employees when personal information about the employee is discussed (however, after a vote is taken on one of these actions, that vote is public information); (4) mental or physical health proceedings regarding identifiable persons; (5) sealed bids and related documents until the bids are opened or any documents related to a negotiated contract until the contract is signed; (6) identifiable personnel records of an employee except person's name, positions held, salaries and lengths of service is open; (7) confidential or privileged documents with the body's auditor but a final audit report is open; and (8) records otherwise protected from disclosure by law. The law ⁴ says a meeting shall be closed only to the extent necessary for the specific reason announced in support of closing the meeting and the Board shall not discuss any matter that does not directly relate to that specific announced reason for closing the meeting.

Agenda Setting

Board meeting agendas are prepared by the Executive Director and must be reviewed and approved by the Board Chair. Trustees are to contact the Board Chair if they wish to have a specific item discussed by the Board so that the item can be added to the Board meeting agenda. If the Board Chair declines to put an item on the agenda, then a Trustee can petition the Chair to request the item be added. The petition may be in written or electronic form showing the agenda item and consent of a majority of the Board via signature or electronic communication. The petition and consents must be submitted to the Chair through the Executive Director at least ten days prior to the meeting date to assure proper notice is given to the public and to the Board. If a proposed investment manager contract is to be placed on the agenda for the Board's consideration it shall be first reviewed and reported out of the Investment Committee or authorized for the agenda by a two-thirds majority of the Board. Any Board member may raise a point of order to challenge any agenda item in alleged violation of policy. The agendas will specify start and approximate end times for the meetings.

Agenda Items

To comply with the intent of open meetings laws, the staff will post agendas on the MPERS website and at the MPERS building and meeting place prior to Board meetings. The agendas will contain enough detail so that the membership, interested parties, and the general public can understand the nature of each agenda item.

⁴ Section 610.022.3

Consent Agenda

Consent agenda items will primarily consist of benefit matters governed by State law and routine administrative or ministerial matters that require Board action as recommended by staff but which typically do not require Board discussion. Matters which require Board discussion will not be included in the consent agenda.

Action Items

Action items on the agendas relate to those matters that are expected to involve Board discussion before taking a vote.

Information Only Items

The agendas may also contain "information only" items that do not require a Board vote. These items contain information that the Executive Director and Board Chair believe are important for the Board to know but do not require Board action.

Rules of Order

The Robert's Rules of Order shall govern all proceedings of the Board and MPERS committee meetings where they are applicable and not inconsistent with any of the policies adopted by the Board. Unless otherwise specified in Board or committee documents, voting by proxy is not allowed. Six Board Members of the Board present and voting shall constitute a quorum at Board meetings pursuant to State law. Except as otherwise specified, approval of an action or decision shall be by a simple majority of those Board Members present and voting at a Board meeting.

Absence of the Chair

The Vice Chair shall chair any meeting in the absence of the Chair or in the event the Chair requests the Vice Chair to chair a portion of a meeting. In the absence of the Chair and Vice Chair, the Executive Director may call the meeting to order and preside for limited purpose to permit the Board to elect an Acting Chair for the meeting.

Special and Standing Committees

Special and standing committees shall comply with the Missouri Sunshine Law and the Executive Director shall provide a courtesy notice to all Trustees for committee meetings. Special and standing committees shall report their meetings or recommendations to the full Board at regular or special Board meetings.

Roster of Trustees, Officers and Committees

The Executive Director shall maintain a public roster of the Trustees, Board Officers and of Standing and Special Committee Membership.