



### **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 calendar year. Having an annual schedule of board meetings will allow interested parties to plan 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.<sup>1</sup>

### **Special Meetings**

The Board is authorized to schedule additional meetings, if deemed necessary, upon the call of the Chair or by agreement of any four members<sup>2</sup> 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 member's 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 shall not send designees in their place.

### **Meeting Etiquette**

Board members are to minimize use of cell phones and other personal electronic devices during the meetings.

### **Open Meetings Laws**

The MPERS Board is a "public governmental body" under Missouri's Sunshine Law, and therefore, MPERS' board meetings are public meetings under this law.<sup>3</sup> 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 cannot be 24-hours' notice of the meeting, 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.

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<sup>1</sup> Revised January 21, 2010; removed various sections that were already clearly requirements of chapter 104, RSMo.

<sup>2</sup> Revised June 19, 2019.

<sup>3</sup> Section 610.010 (5), RSMo.

## **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 exceptions that can be used to close a 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 determined that knowledge of the transaction will not affect the deal; (3) hiring, firing, disciplining, or promoting of an employee when personal information about the employee is discussed; however, after a vote is taken on an action, the vote is made public; (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 the person's name, positions held, salaries and lengths of service; (7) confidential or privileged documents between the body's auditor and the System, but a final audit report is considered an open record; and (8) records otherwise protected from disclosure by law. The law<sup>4</sup> states that 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**

Tentative board meeting agendas are prepared by the Executive Director and must be reviewed and approved by the Board Chair. Any board member may request that an item be placed on an agenda by contacting the Board Chair or the Executive Director. If the Chair declines to place an item on the agenda, a majority<sup>5</sup> of the board members may petition in writing and place an item on the agenda without the Chair's consent. Agendas will specify start and approximate end times for the meetings.<sup>6</sup>

## **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 prior to board meetings. Agendas will contain enough detail so that the membership, interested parties, and the general public can understand the nature of each agenda item.

## **Information Only Items<sup>7</sup>**

Information only items will primarily consist of benefit matters governed by state law and routine administrative or ministerial matters which do not require board discussion or action. Matters which require board discussion will not be included in the Information Only Items.

## **Action Items**

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

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<sup>4</sup> Section 610.022.3, RSMo.

<sup>5</sup> Revised June 20, 2019.

<sup>6</sup> Revised January 21, 2010.

<sup>7</sup> Revised June 20, 2019.

## **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.

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.<sup>8</sup>

Except as otherwise specified, approval of an action or decision shall be by a simple majority of those board members present at a board meeting.

## **Unanimous Written Consent**

Any action required to be taken at a regular or special meeting of the Board of Trustees or any committee may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board or committee. Unanimous written consents shall be filed with the minutes presented for approval at the Board's next meeting. The consents and documentation circulated with the consents shall be regarded as public records, therefore this procedure shall not be utilized for any matter that is closed or privileged. The Board Chair or committee chair shall authorize each request seeking written consents. This procedure should be used sparingly for actions that require prompt attention.<sup>9</sup>

## **Board Committees<sup>10</sup>**

Board committees shall meet as prescribed in each committee charter or as otherwise directed by the Board Chair or committee chair. Committees are intended to cover specific material not otherwise discussed by the Board and then a recommendation made to the Board at a future meeting. Committee meeting discussions do not need to result in formal votes. In the alternative, the committee chair shall provide a verbal report to the Board at the next regularly scheduled meeting. If the action requires a vote by the Board, the Board may discuss the recommendation and proceed as the Board sees fit.

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<sup>8</sup> Revised June 20, 2019.

<sup>9</sup> Revised February 25, 2011.

<sup>10</sup> Revised June 20, 2019.