



**SAN FRANCISCO RETIREE HEALTH CARE TRUST FUND (FUNDRHCTF)**  
**4.1 - RHCTF BOARD OPERATIONS POLICY**

**Purpose**

- 1) This Retiree Health Care Trust Fund Board (Board) Operations Policy is intended to set out the manner in which the Board will carry out its affairs and includes guidelines addressing, among other things, the appointment of officers, the establishment of committees and the conduct of meetings.
- 2) The Board shall exercise its authority, functions, powers and duties in accordance with Charter Sections 4.100 – 4.104, 12.204, A8.432 and A8.432-1; with applicable provisions of the Administrative Code of the City and County of San Francisco as enacted by ordinances of the Board of Supervisors; and in accordance with Board rules, resolutions and policies as it may adopt from time to time.

**Policy Guidelines**

*Board Composition*

- 3) In accordance with Charter Section 12.204, the Board shall consist of the following five trustees: the City Controller, the City Treasurer, and the Executive Director of the San Francisco Employees' Retirement System, or their respective designees; and two trustees elected from among active employee and retired members of the City's Health Service System. One of the elected trustees shall be an active employee member and one shall be a retired member as of the date of their respective elections. ~~the Board shall consist of five (5) trustees, one of whom shall be appointed by the City Controller, one of whom shall be appointed by the City Treasurer, one of whom shall be appointed by the Executive Director of the San Francisco Employees Retirement System, and two of whom shall be elected from among active employee and retired members of the City's Health Service System.~~ [Charter Section 12.204]
- 4) The term of office of each elected member shall be five (5) years, unless the elected member has been elected to complete the unexpired term of office of a resigned or deceased member. In that event, the newly elected member shall serve only that portion of the unexpired term of office. No person may serve simultaneously as a trustee on the Board and as an elected or appointed member of the San Francisco Employees' Retirement System Board or the Health Service System Board. [Charter Section 12.204]
- 5) Election of President and Vice President:
  - a) At its first regular meeting in ~~October~~July of each year, or at the first meeting thereafter, the Board shall elect one of its members President and one of its members Vice President, and each shall hold office for a term ending at the

~~adjournment of the Board meeting in which regular meeting of the Board in October of the next succeeding year, or until~~ a successor has been elected;

- b) The Vice President shall assume the duties of the President when the President is absent, or when the President shall designate the Vice President to act;
- c) In the event of the death, resignation, removal from office, or permanent disability of the President, the Vice President shall temporarily act for the President. The Board shall elect a President at its next Board meeting, and, if necessary, a Vice President, to serve until the normal expiration of the term of the succeeded President; and
- ~~e) The Board shall ensure that the office of President will alternate from an appointed to an elected member.~~
- d) The term of office for the President and Vice-President shall be one year, and the offices of the President and Vice-President shall be subject to a two-term limit.

Duties and Responsibilities of the President and Vice-President

6) The President will exercise the powers and will perform the duties and functions as specified herein:

- a) Recommend to the Board the appointment of Board members and a chair to each standing or ad hoc board committee by the following Board meeting after the President is elected;
- b) Preside at all Board meetings, ensuring that such meetings are conducted in an efficient manner and in accordance with the San Francisco Sunshine Ordinance (Administrative Code, Chapter 67), the public meeting laws set out in the Ralph M. Brown Act (California Government Code Section 54950 et seq.) and the principles embodied in Robert's Rules of Order, Revised;
- c) Act as the spokesperson for the Board;
- d) Work to ensure that the Board discharges its duties and responsibilities as set forth in its terms of reference and the Board's governance policies; and
- e) Support the committee chairs in the exercise of their duties.

7) The Vice-President will exercise the powers, and will perform the duties and functions, as specified herein:

- a) Assume the duties of the President when the President is absent, or when the President shall designate the Vice-President to act; and
- b) Temporarily act for the President in the event of death, resignation, removal from office or permanent disability of the President.
- c) When acting for the President, the Vice-President shall have all of the powers of the President and shall assume all of the duties of the President.

~~6) Election of Employee Members:~~

~~The elected members shall serve a term of office of five (5) years, commencing on the date of their election, unless the elected members have been elected to~~

~~complete the unexpired term of office of a resigned or deceased member. In that event, the newly elected member shall serve only that portion of the unexpired term of office.~~

Comment [ER1]: Duplicative with section above.

#### Board Committees

~~7)8)~~ Based on the recommendations of the President, the Board will:

- a) approve the establishment of standing and ad hoc committees; and
- b) annually approve the members and chairs of standing and ad hoc committees.

~~8)9)~~ With the exception of committees of the whole, committees shall be comprised of two (2) Board members, one of whom shall be the committee chair.

~~9)10)~~ The term of office for chairs of standing committees shall be limited to one year, and there shall be no limit to the number of terms for which a committee chair may serve.

~~10)11)~~ Members and chairs of ad hoc committees shall serve until the dissolution of the committee.

~~11)12)~~ In the absence of a committee chair, the committee chair may designate in advance another committee member to act as chair for a particular meeting, failing which the remaining committee members shall designate one of themselves to act as chair for such meeting.

~~12)13)~~ In the event of a vacancy on any standing or ad hoc committee, the President shall at the next Board meeting recommend to the Board a replacement for its approval.

#### Meetings of the Board and Committees

##### Board Meetings - Time and Location

~~13)14)~~ Regular Meetings:

- a) Regular meetings shall be held on the 4<sup>th</sup> Monday of July, October, January and April at 3:00 PM, in the San Francisco Employees' Retirement System Board Meeting Room, 30 Van Ness Ave, Suite 3000, or at other date, time, or place as the Board may designate; and
- b) When a Regular Meeting day falls on a holiday, the Board shall designate another day for its meeting.

~~14. Board meetings will be conducted in accordance with the Ralph M. Brown Act (Governance Code Section 54950 et seq.) and the San Francisco Sunshine Ordinance (San Francisco Administrative Code Chapter 67).~~

Comment [ER2]: Sunshine Compliance is set forth in Terms of Reference.

##### Teleconferencing

~~15-14.~~ Board members may not participate by teleconference or videoconference in Board or committee meetings.

~~16-15.~~ Advisors, consultants, and other vendors, the Fund Administrator or Board staff may participate by teleconference or videoconference only in open session agenda items at Board and committee meetings.

*Calendar, Meeting Materials, and Minutes*

47.16. Calendar:

- a) Board members may request that any matter be calendared. All such requests shall be calendared within a reasonable period of time.
- b) Only items that have been calendared will be heard by the Board at any meeting. The Board may consider emergency items provided they have been noticed in writing at least 24 hours in advance of the Board meeting, consistent with the *Ralph M. Brown Act*.
- c) A request that a calendared item be heard out of order shall be presented at the start of the meeting to the President, stating the reason for the request. The President shall decide if the request shall be granted.
- d) All calendared matters to be postponed shall be announced at the start of the meeting, except that any Board member or any interested party may, during the course of a meeting, request postponement of an action. The President shall approve or reject any request to postpone an action being considered by the Board at its meeting.

48.17. ~~18.~~ Meeting Materials:

The Board shall receive an advance calendar no later than the Friday preceding the next scheduled meeting.

49.18. ~~19.~~ Minutes:

- a) Board staff shall record in the minutes the time and place of each Board meeting, the names of the Board members present, all official acts of the Board, and the votes of the members; and
- b) The minutes shall be written and presented for correction and approval within a reasonable time.

**Board Resolutions**

~~20.19.~~ In carrying out the Board's authority, functions, powers, and duties, ~~as specified in paragraph 2 of this policy~~, the Board may, from time to time, enact and adopt resolutions which are not specifically provided for in its rules, and which are not in conflict with existing sections of the Charter and the Administrative Code.

20. The term "resolution" shall mean any action of the Board which prescribes or defines Board policy in written form.
21. The Board shall enact and adopt resolutions in accordance with the following procedures:
  - a) At any regular or special Board meeting, any Board member may move the adoption of a resolution which may be stated orally or in writing;
  - b) Board staff will be responsible for performing, or causing to be performed, all necessary research and analysis to support resolutions prior to their adoption by the Board;
  - c) Prior to its adoption, the proposed resolution shall be prepared by Board staff in proper format, and shall thereafter be forwarded to the City Attorney for

approval as to format and legality. The proposed resolution shall thereafter be presented to the Board for action; and

- d) An adopted resolution shall be signed and dated by the Board President and Board Secretary.

All adopted resolutions shall be numbered in orderly sequence and shall be retained by Board staff. Said resolutions shall be readily accessible to the public and posted on the Fund website at: [INSERT WEB ADDRESS].

### Legislation

22. The Board may, at its discretion, act upon ~~or consider any legislation affecting the Fund. Legislation shall include, but not be limited to,~~ proposed charter amendments, ordinances or resolutions of the Board of Supervisors, and The Board shall work through the Mayor's office regarding bills, resolutions, propositions, or constitutional amendments pending or emanating from the California State Legislature or the Congress of the United States. Action on any legislation being considered by the Board shall require at least three affirmative votes.
23. ~~Any~~ Board member may request Board action on legislation ~~relating pertaining to or affecting~~ the Fund; provided ~~that, if possible~~ however, that prior to the Board determining an official position on said legislation, the Board shall secure ~~from the a~~ staff a report which shall ~~include~~ reflect, if possible, arguments for and against the legislation, together with any other information or data relevant to the legislation.
24. Whenever the Board determines an official position on legislation pending before ~~the San Francisco Board of Supervisors, a legislative body~~ or a committee thereof, Board staff shall communicate said position in writing or orally, or both, to said legislative body or committee thereof.
- ~~25. Whenever the Board determines an official position on legislation pending before the electorate, Board staff may communicate said position to any source or entity, which may have an interest in or which may promulgate or publicize the Board's official position.~~

### Quorum and Rules of Order

- ~~26.~~ 25. The majority of all the members of the Board shall constitute a quorum. The Board may only act by a majority of the members present at a meeting so long as a quorum is in attendance.
- ~~27.~~ 26. The majority of the members of each committee shall constitute a quorum, and committees may act by a majority of the members present at a committee meeting, provided a quorum is in attendance.
- ~~28.~~ 27. Except as otherwise provided herein, or otherwise agreed to by the Board, *Robert's Rules of Order*, in its latest revision, shall govern the Board on its proceedings.
- ~~29.~~ 28. Each member of the Board present at a meeting must vote for or against any particular action put before him unless excused from voting by a motion adopted by a majority of the members present. [Charter Section ~~4.100~~—4.104]

~~30-29.~~ A motion by any Board member shall require a second.

~~31-30.~~ Each Board member's vote shall be recorded by name.

~~32-31.~~ Tie Vote

- a) A tie vote on a negative motion – the motion is lost, but the matter or request remains before the Board for action; and
- b) A tie vote on an affirmative action – the motion is lost and the matter or request before the Board is denied.

~~33. — Requests for rulings on moot, or hypothetical, questions will not be permitted by the Board.~~

#### **Public Comment**

~~34-32.~~ Members of the public shall have an opportunity to directly address the Board on items of interest to the public that are within the subject matter jurisdiction of the Board, including items being considered at the meeting. Members of the public may address the Board for up to ~~five~~three minutes.

#### **Severability**

~~35-33.~~ If any policy, section, paragraph, sentence, clause, or phrase of this policy is declared unconstitutional or void for any reason, such declaration shall not affect the validity of the remaining portions of the policy. The Board hereby declares that it would have prescribed and adopted this policy, and each section, paragraph, sentence, clause and phrases hereof, irrespective of the fact that any one or more sections, paragraphs, sentences, clauses, or phrases shall be declared unconstitutional or void. The titles assigned to policies and sections are for reference purposes only, and shall not be considered a substantive part of this policy. If there is any conflict between the provisions of this policy and the Charter, or the Administrative Code of the City and County of San Francisco, the Charter or the Administrative Code language shall govern.

~~36-34.~~ For purposes of Charter Section 4.104 (1), this Board Operations Policy shall be deemed to constitute the Board rules. The Board may amend this Board Operations Policy at any time. Any proposed amendment shall be posted for at least ten (10) days and calendared for Board hearing at least one week prior to a Board meeting in accordance with Charter Section 4.104.

#### **Policy Review**

~~37-35.~~ The Board shall review this policy at least every two (2) years to ensure that it remains relevant and appropriate.

#### **Policy History**

~~40. — This policy was adopted by the Board on April 22, 2013.~~