

# MONTHLY MEETINGS AND RECORDS

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## Board Meeting Guidelines

- Business of the retirement board conducted at meetings.
- Policy is established, issues are discussed, and actions are taken.
- Certain minimum standards must be met in the conduct of a retirement board meeting.

## Legal Standard

- G.L. c. 30A, §§ 18-25 is the Open Meeting Law (“OML”) which is applicable to retirement boards.
- Retirement boards are governmental bodies which fall under G.L. c. 30A, §§ 18-25.
- Board meetings are public which implicates G.L. c. 30A, §§ 18-25.
- The public has right to attend meetings and access records in the board’s possession.

## Notice

- Notice of a board meeting must be filed and posted at least 48 hours before the meeting.
- Saturdays, Sundays and legal holidays are not included.
- Notice is to be filed and posted.
  - Municipal boards: file in the town clerk’s office and post on official bulletin board.
  - County/District/Regional boards: file in the office of the county commissioners and post in such office for public viewing.
  - State boards: file with attorney general and post on website in accord with rules established for such posting.
- Broadest posting is best practice.
- Notice must be printed in easily readable type which must include date, time, location and list of topics for the meeting.
- Filing a posting is usually the responsibility of the chairperson of the meeting.

## Minutes

- Under OML, the retirement board must maintain an accurate written record of the meeting.
- At the minimum minutes should contain the following:
  - Time, Date and Place,
  - Members present and absent, and
  - Action taken at each meeting including executive session.
- Minutes are a public records and are to be made available to the public (includes minutes in draft form).

## Minutes

- Legal documents, not a simple record of opinions.
- Minutes should include:
  - A notation that the minutes of the previous meeting were approved.
  - A notation of reports and whether they were approved.
  - Description of items discussed, and
  - All motions made, and the action of the retirement board on each motion.

## 840 CMR 6.12(1) & (2)

- Minutes of executive session may be secret as long as disclosure may defeat purpose of why the session was closed.
- Board must periodically review records and determine whether records should remain secret.
- Releasing executive session minutes to the public must be voted on in open session and recorded in the minutes.

## Minutes with the Agenda as a Guide

- Starting point for drafting minutes.
- Guide to the meeting and minutes.
- The agenda with any recording and notes ensures accurate minutes.
- Always draft minutes as soon after the meeting as possible.

## Minutes Should Include:

- A list of names of meeting attendees noting when people arrive or leave (however, a person may choose not to identify oneself).
- A copy of the agenda and documents received for the meeting.
- Summary of members' discussions including debate from all sides of an issue.
- Proper wording of motions.
- Record of vote. Extra precision required with roll call votes.
- Start and end times of the meeting.

## Conflict of Interest

- Record declaration of anyone who states he or she has a conflict of interest.
- Record when a member recuses him/herself from a vote.
- Record if the member leaves the room.
- Members who are conflicted should not vote or speak on the relevant issue.

## Odds & Ends of Board Meetings

- A meeting can be recorded by any means, video and/or audio, as long as the recording does not interfere with conducting the meeting.
- The chairperson/administrator must give a copy of the OML to each member within two weeks of the member's election or appointment to the retirement board.
- Each member must sign a receipt of receiving the OML.
- It is best for the chair/administrator to annually disseminate the OML to all board members.

## Best Practices

- The retirement board speaks with one voice publicly.
- Each member must work toward consensus when possible.
- No member should bring a hidden agenda to the table.
- All knowledge must be shared with all members.

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### Agenda

- Success of the board meeting dependant on the quality of preparation for the meeting.
- The chairperson/board administrator should develop the agenda well in advance allowing other board members to suggest items prior to finalization.
- Prepare annual calendar outlining actions that must be performed on a timely basis:
  - Approval of annual report
  - Budget
  - Investment manager meetings
  - Member's terms/elections
- Establish consistent schedule of board meetings for the entire year amenable to all board members. Adjust schedule to avoid excessive absences of board members.
- More important issues should be first on the agenda in case the meeting goes over the anticipated time frame.

### Board Preparation

- Board members have a fiduciary duty to make prudent decisions regarding board matters.
- Board members must have sufficient information regarding current issues: legal opinions, court decisions, draft actuarial reports, investment reports, legislation, etc.
- Materials should be sent to members relative to each agenda item:
  - Minutes of previous meeting
  - Agenda
  - Monthly financial reports
  - Monthly warrant
- Board packages must be sent to board members in advance of each meeting for members to review them and request more information if needed.

## Discussions

- Board must have sufficient time to discuss matters.
- An effective meeting begins with a short review of the agenda to ensure adequate time is allotted to each item and to change order of business if needed.
- The chairperson's role is crucial in ensuring the meeting runs smoothly, stays on agenda and all members' views are carefully considered.
- Discussions would be based on factual considerations, not assumptions.

## Board Action

- A motion must be made and seconded for a board action to be valid. Both actions must be recorded in the minutes.
- Illegal to vote by secret ballot in open or executive session.
- Every motion must be discussed and voted on.
- Any action that pertains to fiduciary and statutory responsibilities must be voted on.



## Examples of Board Action

- Delegating staff to perform ministerial duties.
- Transfer of funds.
- Disability applications.
- Retirement allowances.
- Employment decisions regarding investment managers, attorneys, accountants and all other service providers (includes explicit approval of contracts).
- All expenses of the board and/or staff.
- Personnel actions.
- Appeals of court decisions.
- This not an exhaustive list.

## When can you call an Executive Session?

- To discuss the reputation, character, physical condition, or mental health rather than professional competency) of an individual; e.g. disability retirement.
- To consider discipline or dismissal of a board employee.
- Member, disability applicant or board employee to be given 48 hours notice of proceeding in executive session, but he or she can waive that right and have the proceeding in open session.
- To discuss strategy for collective bargaining or litigation in certain circumstances.
- To discuss deployment of security personnel or devices.
- To investigate changes of criminal misconduct or to discuss the finding of criminal charges.
- To discuss the purchase, exchange, lease, or value of real property if the discussions would have a detrimental effect on the retirement board or any person, firm or corporation.
- To comply with any general or special law or federal grant-in-aid requirement.
- To interview or consider applicants for employment by a preliminary screening committee.
- To meet or confer with a mediator in certain circumstances.

## Convening an Executive Session

- A retirement board must convene an open meeting for which notice has been given.
- A majority of the board members must vote by roll call to go into executive session.
- The chairperson must state the purpose of the executive session and the statutory provisions under which it has been called.
- Before entering the executive session, the chairperson must state whether the board will re-convene after the executive session.
- All votes in executive session must be done by roll call.