

ADMINISTRATIVE COMMITTEE CHARTER

INTRODUCTION

- 1) The Board is responsible for ensuring effective governance practices, and for the oversight of KCERA's operations. To assist the Board in the above, the Board has established an Administrative Committee to be comprised of not less than four trustees and one alternate member.
- 2) The duties of the Administrative Committee and the manner in which it will operate are set out below.

COMMITTEE OPERATIONS

- 3) The Administrative Committee shall operate as follows:
 - a) The presence of a majority of Administrative Committee members shall constitute a quorum.
 - b) All actions of the Administrative Committee shall be by an affirmative vote of the majority of the members present at a meeting of the Administrative Committee, provided a quorum is present.
 - c) All actions of the Administrative Committee shall be approved by the Board to be effective, unless otherwise provided herein.
 - d) The Administrative Committee shall meet at least annually, or as deemed necessary by the Administrative Committee or the Chair of the Administrative Committee, in consultation with the Chief Executive Officer.
 - e) The meetings of the Administrative Committee shall be open to the public and noticed and held in accordance with the Brown Act.
 - f) The Administrative Committee shall keep minutes of its meetings.
 - g) The Chief Executive Officer shall be the staff support contact for the Committee.

COMMITTEE RESPONSIBILITIES

Governance Function

- 4) The Administrative Committee shall:
 - a) Develop and recommend governance policies and charters designed to support effective board governance practices.¹

¹ The Board approves other types of policies that do not fall under the purview of the Administrative Committee; these include but are not limited to investment and financial policies.

- b) Review compliance with the above policies and charters and recommend amendments, as necessary.
- c) Review any allegation of a breach of KCERA's Code of Conduct that may be referred to the Administrative Committee.
- d) Recommend to the Board any modifications to the committee structure of the Board (i.e. the addition or elimination of any committees).
- e) Coordinate and oversee the implementation of the Board's self evaluation.

Human Resources

5) The Administrative Committee shall:

- a) Recommend to the Board any employment contracts for the positions of Chief Executive Officer, Chief Operations Officer, Chief Investment Officer, and Chief Legal Officer, if applicable.
- b) Recommend to the Board human resource policies applicable to the positions of Chief Executive Officer, Chief Operations Officer, Chief Investment Officer, and Chief Legal Officer, as necessary. (Other KCERA staff are subject to the human resources policies of the County.)
- c) Coordinate the Chief Executive Officer's annual performance evaluation.
- d) Review and discuss with the Chief Executive Officer, at least annually, the Human Resources Report pursuant to the *Human Resources Report Protocol* set forth in Appendix A.
- e) Coordinate any employment searches for the Chief Executive Officer position.
- f) Approve requests by the Chief Executive Officer to initiate employment searches for senior executive positions.

Operations

6) The Administrative Committee shall:

- a) Review periodically the insurance coverage for KCERA and its covered insureds.
- b) Be available to advise the Chief Executive Officer on operational, administrative and member services-related matters, as appropriate.

Service Provider Selection

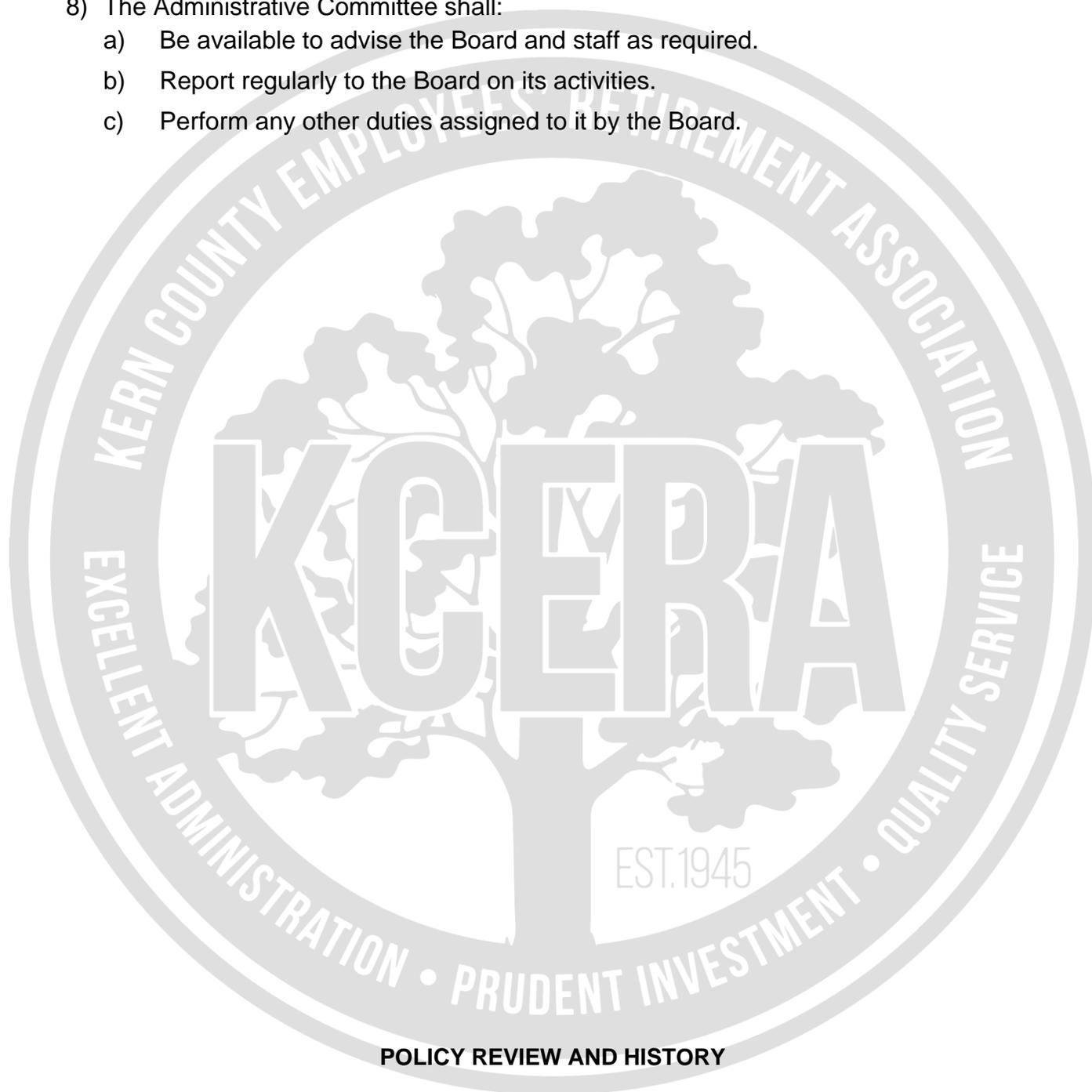
7) The Administrative Committee shall:

- a) Select and appoint, as necessary, human resources consultants to assist with the recruitment of candidates for the Chief Executive Officer position.
- b) Review recommendations of staff concerning the appointment of service providers that involve material technology or operational projects or a value greater than \$50,000, and provide recommendations to the Board.

- c) Select and appoint, as necessary, other specialists to assist the Administrative Committee in carrying out its charter.

Other Duties

- 8) The Administrative Committee shall:
 - a) Be available to advise the Board and staff as required.
 - b) Report regularly to the Board on its activities.
 - c) Perform any other duties assigned to it by the Board.



- 9) This charter shall be reviewed at least every five years.
- 10) This charter was:
 - a) Adopted by the Board on September 12, 2012.
 - b) Amended on April 13, 2016; August 11, 2021; April 13, 2022; and December 14, 2022.

APPENDIX A

HUMAN RESOURCES REPORT PROTOCOL

- 1) The Human Resources Report will
 - (a) outline specific staffing issues identified by the Chief Executive Officer as affecting KCERA's current and future ability to fulfill its Mission Statement. Such issues may include, but are not limited to,
 - (1) the need for additional staffing, the development of new positions and job specifications, changes to the existing staffing structure (organizational chart), staffing risks and opportunities, and staff succession plans; and
 - (b) describe current measures and future plans to address the identified staffing issues.
- 2) Any increase to the current or future budget resulting from personnel changes outlined in the Human Resource Report are reserved for the Finance Committee or Board of Retirement.

