

BOARD COMMUNICATIONS POLICY

PURPOSE

- 1) This policy is intended to encourage and facilitate open and effective communications among and between the trustees and Plan Members, staff, and external parties.

BACKGROUND

- 2) The Board's communication efforts shall be guided by the following principles:
 - a) *One Voice*: The Board shall promote a diversity of views in its internal deliberations, but shall strive to communicate externally as a unified body to promote clear and consistent communications.
 - b) *Policy Focus*: The Board's role in communications shall focus on establishing communications-related policies, providing input into communication plans or other strategic communications, and overseeing implementation. Day-to-day communications involving Plan Members, service providers and stakeholders shall occur primarily through staff.
 - c) *Transparency*: The Board shall be transparent in its communications with stakeholders, and shall act at all times in a manner consistent with the Brown Act.
 - d) *Risk Control*: In all of its communication activities, the Board shall strive to minimize the risk of inaccurate or inconsistent communications, as such communications may cause harm to KCERA, Plan Members, or stakeholders; or may negatively impact KCERA's credibility. The need to control such risks shall not limit the right of trustees to freely express themselves in their individual capacities.

GUIDELINES

General

- 3) Trustees shall be familiar with and comply with all applicable open meeting legislation including the Brown Act, which requires that, among other things:
 - a) Trustees shall not conduct or participate in serial meetings one at a time or in a group that in total constitutes a quorum of the Board or committee of the Board either directly or through intermediaries or electronic devices, and

- b) Trustees shall not disclose to others any confidential information provided to them in closed session.
- 4) Trustees shall communicate with all parties in a professional and constructive manner.
- 5) Trustees shall share any information of a fiduciary nature pertinent to the affairs of KCERA with the Board and Management in a timely manner. Similarly, the Chief Executive Officer shall make every effort to ensure that trustees are made aware of all relevant and available information in a timely manner.
- 6) As a courtesy, trustees are encouraged to provide advance notice, if possible, to a fellow trustee, staff member, or outside advisor as to any questions or concerns they intend to raise with that party at a board or committee meeting.

Spokesperson

- 7) The Chief Executive Officer shall serve as the spokesperson for KCERA.
- 8) In the absence of the Chief Executive Officer, the Chief Operations Officer shall serve as the spokesperson for KCERA. In the absence of the Chief Operations Officer, the Chief Legal Officer shall serve as the spokesperson for KCERA.
- 9) The spokesperson for KCERA shall confer with the Chair beforehand on significant issues.
- 10) In situations where the Board determines it would be inappropriate for the Chief Executive Officer or, in his or her absence, the Chief Operations Officer or Chief Legal Officer to serve as spokesperson, then the Chair shall serve as spokesperson.
- 11) Spokespersons shall only communicate positions that have been decided by the Board or that reflect the official views or policies of the Board.

Trustee Communications with Staff

- 12) The Board recognizes that its authority rests with the Board itself and not with individual trustees. Accordingly, requests by individual trustees for information that require a material expenditure of staff time or external resources should be requested at board or committee meetings and require board or committee authorization. Information requests authorized by a committee must be consistent with the committee's charter.

13) To support transparency and coordination of activities and resources, material communications between trustees and staff are expected to occur through the Chief Executive Officer, Chief Operations Officer, Chief Investment Officer, and/or Chief Legal Officer. Trustees are expected to inform the Chief Executive Officer of all material communications they may have with his or her subordinates.

Trustee Communications with Plan Members

14) Trustees shall not attempt to educate or counsel Plan Members with respect to their individual benefit entitlements, but instead shall direct Plan Members with personal benefit-related questions to the KCERA office or website, or directly to senior management of KCERA. KCERA staff have access to member files and possess the necessary training to provide Plan Members with accurate information concerning their personal benefit entitlements.

15) A trustee shall not have ex-parte communications on the merits of a quasi-adjudicative application made to the Board, such as an application for disability retirement, with any party or their attorney.

16) The Board may establish the purpose, objectives, and other guiding parameters of KCERA member and stakeholder communication programs. Staff shall be responsible for implementing such programs, which shall include the preparation and delivery of communication materials and content.

17) KCERA member and stakeholder communication programs shall not be used to promote:

- a) Positions on legislation that would enhance or reduce retirement benefits or alter the structure of KCERA's defined benefit system, or add a hybrid defined contribution/defined benefit retirement system as KCERA believes that such decisions fall within the purview of the plan sponsor; and
- b) Approaches to funding KCERA that differ from the official funding policies of KCERA reflected in the 1937 Act or other applicable legislation or regulations, the requirements of the Governmental Accounting Standards Board (GASB), the latest actuarial valuation adopted by the Board, or other funding policies adopted by the Board.

Communication with Service Providers and the Media

18) Press releases concerning KCERA shall generally be the responsibility of the Chief Executive Officer. Such releases shall be shared beforehand with the Board or, if time does not permit, with the Chair.

- 19) Material communication by trustees with service providers should be limited to Board or committee meetings or arranged through Management. Any material communications pertaining to the business of KCERA between a trustee and a service provider outside of this context should be disclosed to the Chair and the Chief Executive Officer. Where the material communication is between the Chair and a service provider, such disclosure shall be made to the Vice Chair and the Chief Executive Officer.
- 20) In any communication with service providers, trustees shall refrain from disclosing privileged information, or other information that may be perceived as granting special treatment or favoritism.
- 21) Trustees shall refer investment opportunities or other proposals they receive from service providers to the Chief Investment Officer and the Chief Executive Officer for investigation.
- 22) Board members shall abide by the Evaluation Period Policy, which restricts Board member communications with current and prospective service providers under specified circumstances. (See Evaluation Period Policy for details.)

Communication with Other External Parties

- 23) All communications with regulatory authorities, civil grand juries, or investigators shall be directed to the Chief Executive Officer for coordination and response, unless under the circumstances it would not be prudent to do so, in which case they shall be directed to the Chair or the Chief Legal Officer.
- 24) When communicating with external parties on matters pertaining to KCERA:
- a) Unless authorized by the Board, Trustees shall not communicate on behalf of the Board or KCERA, nor shall they make any remarks that a person might reasonably assume or infer represent the official position of the Board or KCERA; and
 - b) Trustees shall not make any unilateral commitments on behalf of the Board or KCERA, nor give the impression of making such commitments.
- 25) The Board recognizes that while trustees are not authorized by the Board to communicate on its behalf, they may nevertheless wish to communicate publicly about issues pertaining directly or indirectly to KCERA in a capacity other than as a member of the KCERA Board; for example, at conferences, in newspapers, or in newsletters. In such situations, trustees shall preface their written or verbal comments with the

following disclaimer (modified as appropriate for verbal versus written communications):

I am speaking today [or writing] in my personal capacity [or in my capacity as X]. All opinions expressed [herein or in my presentation] are strictly my own [or made in my capacity as X] and do not necessarily reflect the official positions or views of KCERA.

- 26) Under no circumstances may trustees use KCERA resources to communicate their personal views or positions to Plan Members or stakeholders.
- 27) If a trustee wishes to make a public presentation or distribute information about KCERA, such presentation and information shall be consistent with this policy, and the trustee shall ensure that the Chief Executive Officer or the Chief Legal Officer have reviewed and approved the accuracy of such presentation or information beforehand.
- 28) Trustees should consult the Chair, Chief Executive Officer, or the Chief Legal Officer if they have any question about this policy or if an issue or situation arises about which the trustee is uncertain how to communicate or respond.

POLICY REVIEW AND HISTORY

- 29) This policy shall be reviewed at least every five years.
- 30) This policy was:
 - a) Adopted by the Board on October 25, 2000.
 - b) Amended on June 23, 2004; February 8, 2006; June 28, 2006; December 12, 2012; April 13, 2016; August 11, 2021; and April 13, 2022.