

CHARLOTTE FIREFIGHTERS' RETIREMENT SYSTEM BOARD OPERATIONS POLICY

The Charlotte Firefighters' Retirement System (CFRS) was established pursuant to the provisions of Chapter 926 of the 1947 Sessions Laws, as amended (the "Act") to provide retirement, disability, and survivor benefits for the uniformed employees of the Charlotte Fire Department.

1. Purpose

- a) This CFRS Board Operations Policy (Policy) sets out the manner in which the CFRS Board (the "Board") and its committees will operate and conduct their meetings.
- b) Where appropriate, this Policy incorporates relevant provisions of the CFRS Act (the Act, the CFRS Disability Regulations, the North Carolina Open Meetings Law, and other applicable North Carolina statutes.
- c) Where there is a conflict between the provisions of this Policy and the provisions of the Act, the CFRS Disability Regulations, the North Carolina Open Meetings Law, and other applicable North Carolina statutes, the law and rules will prevail.

2. Composition

- a) The Board is a public body composed of eleven (11) Trustees:
 - (i) The City Manager, or some other City department head or employee as duly designated by the City Manager;
 - (ii) The City Finance Director, or a deputy finance director as duly designated by the City Finance Director;
 - (iii) The City Treasurer;
 - (iv) Four (4) Trustees to represent the public who are residents of Mecklenburg County and are appointed by the Resident Judge of the Superior Court of Mecklenburg County for a term of three (3) years;
 - (v) Three (3) active Members of the CFRS who are elected by the active Members of the CFRS for a term of three (3) years; and
 - (vi) One Retiree of the CFRS who is elected by the Retirees of the CFRS for a term of three (3) years.
- b) The terms of office for elected and appointed Trustees shall be graduated so that no more than three (3) Trustees' terms shall expire each year.

3. Officers

- a) The Board shall have a Chair ("Chairperson"), a Vice-Chair, Treasurer, and a Secretary.
- b) The Chairperson shall be appointed by the Resident Judge of the Superior Court of Mecklenburg County.
- c) The Trustees shall select from among themselves the Vice-Chair and Secretary at the first regular Board meeting each year which shall be held on the fourth Thursday of the month of July.

- d) The City Treasurer shall be the Treasurer of the Retirement System.
- e) The Chairperson shall preside at all meetings of the Board. In the absence of the Chairperson, the Vice-Chair shall assume the duties of the Chairperson. In order to address the Board, a Trustee must be recognized by the Chairperson.
- f) The Chairperson shall have the following powers:
 - (i) To rule motions in or out of order, including any motion patently offered for obstructive or dilatory purposes;
 - (ii) To determine whether a speaker has gone beyond reasonable standards of courtesy in their remarks and to entertain and rule on objections from other Trustees on this ground;
 - (iii) To entertain and answer questions of parliamentary law or procedure;
 - (iv) To call a brief recess at any time; and
 - (v) To adjourn in an emergency.
- g) The Vice-Chair shall preside in the absence of the Chairperson.

4. Committees.

- a) The standing committees of the Board are as follows:
 - (i) Benefits Committee, and
 - (ii) Investment Committee.
- b) The Chairperson appoints Trustees to standing Board committees. Committee appointments will be reviewed annually at the first regular meeting of the Plan Year, or as necessary throughout the year should vacancies arise. Each Committee shall annually elect a Committee Chair from among its members.
- c) In making committee appointments, the Chairperson will consider the following:
 - (i) The need to maintain a level of continuity in committee membership;
 - (ii) The need to rotate the composition of committees to provide a diversified experience for Trustees; and
 - (iii) The need to ensure that, to the extent possible, Trustees' committee appointments reflect their areas of interest.
- d) The Chairperson may establish ad hoc committees. Ad hoc committee mandates are to be defined by the Chairperson and recorded in the Board minutes. The Chairperson will appoint the chair and members of ad hoc committees.
- e) The Administrator will prepare a charter for each standing committee that provides a description of the committee's mandate, duties, and specifies its composition. The charters and any amendments require Board approval. Each committee will regularly review its charter.
- f) All successful motions by committees must be considered by the Board at a Board meeting unless a committee has specific approval authority under its charter. In this case, the committee shall disclose to the Board at the next Board meeting all actions taken or not

taken.

5. Board Meetings

a) Regular Meetings.

- (i) The Board shall meet at least once in each calendar quarter and according to an annual schedule adopted by the Board and published in the Board minutes. Time and location for such meetings will be determined by the Board and notice shall be given in accordance with the North Carolina Open Meetings Law. The first regular meeting in each Plan Year shall be held on the fourth Thursday of the month of July.
- (ii) Except for the first regular Board meeting in July of each Plan Year, the annual schedule may be modified by the Board as necessary, and timely notice of such changes must be provided to the public in accordance with the North Carolina Open Meetings Law.

b) Special Meetings.

- (i) Special meetings may be scheduled by the Chairperson, or in the absence of the Chairperson, by the Vice-Chair.
- (ii) The Chairperson shall also call a special meeting if two Trustees make a written request.
- (iii) Notice for a special meeting must state the business to be considered and the time, date, and place of such meeting. Notice of a special meeting shall be provided to all Trustees of the Board at least forty-eight (48) hours prior to the time of the meeting.

c) Committee Meetings.

- (i) Time and location of committee meetings will be determined by each committee, and timely notice of such is to be provided to the public.
- (ii) A committee chair, in consultation with the Administrator, may cancel or reschedule a meeting, if it is apparent that there will not be a quorum, or it is deemed that there are insufficient issues to warrant a meeting. Attempts will be made to provide all committee members and members of the public with as much notice as possible of the cancellation of any meeting.
- (iii) If the committee chair is unavailable to attend a meeting, then the committee chair will designate another member to serve as committee chair in his or her absence. If the committee chair is unable to do so, the remaining committee members may appoint a committee chair from among themselves for the meeting.

d) Closed Sessions

- (i) The Board and its committees may hold closed sessions, which will be closed to the public, under the conditions prescribed in the North Carolina Open Meetings Law.
- (ii) The closed session may only be held for the sole purpose of considering any matter enumerated in the North Carolina Open Meetings Law.

- (iii) The minutes of a meeting during which a closed session is held will reflect the topic of the discussion at the closed session.
- (iv) Notwithstanding this section of this Policy, no adoption of any proposed policy, position, resolution, rule, regulation, or formal action will occur at any session that is not open to the public.

6. Agendas

- a) The Administrator, in coordination with the Chairperson and committee chairs, shall prepare the agendas and related materials for their respective Board and committee meetings.
- b) Items may be placed on the Board agenda by any of the following means:
 - (i) By initiation of any Trustee, through the Chairperson;
 - (ii) By standing or ad hoc Board committee recommendation;
 - (iii) By the Chairperson; or
 - (iv) By the Administrator, through the Chairperson.
- c) Any matter that is not on the current Board or Committee agenda may be discussed upon the completion of the agenda. The Board may not take formal action on any non-agenda matter unless at least six (six) attending Trustees vote to add the matter to the Board's agenda. A committee may not take formal action on any non-agenda matter unless a majority of the attending committee members vote to add the matter to the committee's agenda.
- d) Prior to any discussion of a specific agenda item for which a Trustee or the Chairperson believes they have a conflict of interest, or at such point during discussion that they determine that they have a conflict of interest, the Trustee or the Chairperson shall make such conflict known to the Board and the Board shall inquire into the nature of the conflict and make a determination whether a conflict of interest exists and if the Trustee or the Chairperson should participate in the discussion and vote on the agenda item.

7. Quorum & Attendance

- a) When a Trustee is unable to attend a meeting of the Board or a committee, they will notify the Administrator as far in advance as possible.
- b) Six attending Trustees, including the Chairperson, shall constitute a quorum at any regular or special meeting of the Board.
- c) All Trustees may attend and participate in committee meetings, but only designated committee members will count toward a quorum and vote. A majority of the committee will constitute a quorum. Remote Attendance.
 - (i) Trustees may attend Board meetings via telephone and/or video link, if available, under limited circumstances and by permission of the Chairperson. Limited circumstances include health and family emergencies, traveling for CFRS business or, in the case of an elected Retiree Trustee who lives a distance away, when reimbursement of travel expenses would be required to attend the meeting in person. A minimum of 72-hours notice must be given to the

Administrator and the Chairperson, unless there are extenuating circumstances.

- (ii) Trustees may attend committee meetings via telephone, if available. A minimum of 72-hours notice must be given to the Administrator and the committee chair.
- d) Each Trustee shall be entitled to one vote on each motion presented to the Board. No vote of the Board will take place without a quorum present. No proxy voting is permitted.
- e) The Chairperson shall only vote in case of a tie or in such case as to create a quorum. The committee chair may vote in any motion presented at a committee meeting.
- f) A motion in a Board meeting shall be adopted if it receives at least six (6) affirmative votes. A motion in a committee meeting shall be brought forth to the Board if it receives a majority vote of the committee members in attendance at such meeting.

8. Rules of Order

- a) Meetings of the Board and all of its committees will follow the CFRS Act, CFRS Rules and Policies, the North Carolina Open Meetings Law, and this Policy.
- b) To the extent not provided for in the instruments listed herein, the Board and its committees may refer to the current edition of *Roberts Rules of Order, Revised* ("Robert's Rules), to answer unresolved procedural questions.
- c) Since Robert's Rules is a guide, minor violations of strict and formal adherence to Robert's Rules will not invalidate action or decisions made by the Board.

9. Minutes

- a) Minutes of any meeting of the Board or its committees will be taken and promptly recorded and retained for permanent record. Such records are subject to public inspection.
- b) The Administrator, or the Secretary in the absence of the Administrator, will cause the minutes of all Board and committee meetings to be prepared, recording therein the time and place of each meeting, the names of members present, and the actions of the Board or committee giving the total ayes and nays upon all votes, except where the action is unanimous. When requested by any Trustee, the reason for a Trustee's dissent, abstention or approval will be noted in the minutes. The Administrator will cause the minutes to be presented for approval at the next applicable regular Board or committee meeting.
- c) Committee chairs, with the assistance of staff, will ensure committee minutes are kept, approved by the committee, and made available to the Board.

10. Public Comment.

- a) Effective upon the Board's adoption every agenda for a regular Board meeting will provide the public an opportunity to address the Board at each meeting during posted public comment sessions, on any item under the jurisdiction of the Board. When a member of the public raises an issue not on the Board's agenda, the item may be discussed, but no action may be taken at that meeting, except as provided below:
 - (i) The Board may provide a reference to staff or other resources for factual information; and
 - (ii) The Board may request that staff report back to the Board at a subsequent meeting

concerning any matter.

- b) Individuals wishing to address the Board shall call the CFRS and give their name, address, daytime phone number, meeting date, and subject matter to be discussed.
- c) Individuals may sign up until 3:00 p.m. the day prior to the meeting. Any individual unable to give advance notice prior to a Board meeting may attend the meeting and be given an opportunity to address the Board if time allows. Individuals may submit written comment to the Board prior to the meeting. Any written or oral comments to the Board are subject to public record.
- d) The speaker's name, address, daytime phone number, subject matter and speaking order will be formalized into a list based on order of received request and distributed by the Administrator to the Board at the meeting.
- e) No person in addressing the Board, except as otherwise provided herein, shall be allowed to speak more than three minutes unless the Chairperson allows an extension of time. The duration of any address may be limited at the discretion of the Chairperson.
- f) The Chairperson, as the presiding officer, may, at his/her discretion, shorten the time for speaking when an unusually large number of individuals have registered to speak. The Chairperson may allow an extension of this time if deemed appropriate.
- g) During Board meetings, the Chairperson will call the names of those signed up to speak. Names will be called in the order in which they were received. If a name is called and that individual is absent, the Chairperson will proceed to the next name on the list. Individuals who are absent when their name is called will be moved to the bottom of the list and may speak if time permits. This will be at the discretion of the Chairperson.

Summary of Changes:

Adoption: 7/27/2023