



City of Cincinnati Retirement System Governance Committee

City Council Chambers and via Zoom
July 13, 2023 – 12:00 PM

AGENDA

Members

Mark Menkhaus, Jr. (Chair)
Tom Gamel (Vice Chair)
John Juech
Bill Moller
Kathy Rahtz
Seth Walsh
Aliya Riddle

CRS Staff

Karen Alder
Mike Barnhill, Contractor

Law

Ann Schooley

Call to Order

Public Comment

Approval of Minutes

📅 Meeting of January 12, 2023

Old Business

- 📅 Ethics Policy
- 📅 Trustee Training Policy
- 📅 Committee Charters
- 📅 457 Plan Fiduciary Oversight

New Business

📅 TBD

Adjournment

Next Meeting: October 5, 2023, City Council Chambers and via Zoom

**City of Cincinnati Retirement
System Governance Committee
Meeting Minutes
January 12, 2023/ 3:30 P.M.
City Hall – Council Chambers and
remote**

Board Members

Mark Menkhaus, JR.
Tom Gamel
Kathy Rahtz
Tom West

Call to Order

The meeting was called to order at approximately 3:30 p.m. by Chair Menkhaus and a roll call of attendance was taken. Committee members Menkhaus, Gamel, Rahtz, and West were present. Trustee Morton joined at 3:32pm. Trustee Cramerding was absent. Trustee Moller, not a member of the committee, was also present.

Public Comment

No public comment.

Approval of Minutes

Approval of the minutes of the May 5, 2022, meeting was moved by Trustee Gamel and seconded by Trustee Rahtz. The minutes were approved by unanimous roll call vote.

New Business

CRS Ethics Policy

Trustee Menkhaus introduced a proposal for the system to adopt an ethics policy. In anticipation of the upcoming fiduciary audit, this is an area that the system can work on now. Director Barnhill echoed that sentiment and explained his research that produced the draft before the committee. After looking at various ethics policies from other systems, he selected the Ohio PERS approach which covers the basic elements of a standard ethics policy and it is relatively succinct.

Mr. Barnhill then summarized each section of the 3-page draft policy in the committee's packet. Mr. Barnhill noted that the Board can discuss whether it wants to increase or decrease the allowed value of gifts—in the draft policy it is capped at \$10. In general, the purpose of an ethics policy is to avoid conflicts of interest, prevent use of a position as trustee or staff to benefit a personal interest, and prohibit use of non-public information for personal benefit. There is a range of reasonable approaches as to how ethics policies can be implemented. In this draft, the financial disclosure section is left for a later date. Mr. Barnhill noted there is

wide variation in how much financial disclosure systems require—the ultimate goal is to protect trustees, staff and the system from the appearance of impropriety and deter the use of inside information for personal gain.

Trustee Menkhaus stated that his intention was simply to introduce this draft for discussion today, but not to take a vote on it, and leave discussion of financial disclosure to a later date.

Trustee Moller stated that the Ohio Ethics Commission should review any proposed ethics policy. Mr. Barnhill agreed.

Trustee Training Policy

Mr. Barnhill explained that fiduciary audits frequently make a recommendation that there be continual trustee training in place, and that the executive director is responsible for that training. Board Rule 21 encourages trustees to participate in training. In the proposed changes to Rule 21, Mr. Barnhill is recommending that the rule be changed to make trustee training mandatory, and that the executive director be tasked with preparing an individual training plan for each trustee.

Trustee Menkhaus noted that trustee training opportunities have been made available during his time on the board.

Proposed Committee Workplan for 2023

Mr. Barnhill discussed a number of items that the Committee could work on during 2023. In addition to the ethics policy and trustee training policy discussed today, other items include:

- Consolidation of the governance manual, board rules and board policies.
- Adoption of a financial disclosure policy
- Creation of an audit committee
- Consideration of the fiscal year start/end
- Committee charters
- Fiduciary governance of the 457 plans

Mr. Barnhill offered some thoughts on each of these items. Consolidation of the governance manual, board rules and policies has been a goal of the Board in the past. It will help simplify board governance. Public pension systems almost uniformly have an audit committee, whose basic job in addition to oversight of the financial statements audit is to ensure that the various functions of the system are being performed correctly. Consideration of the fiscal year is related to whether the system should prepare calendar year audited financial statements as well as issue its own Annual Comprehensive Financial Report. Committee charters are a standard part of governance documentation. Finally, there is not formal fiduciary oversight of the 457 plans. The City, and not the Board, has had ownership of these plans. But in many other systems the retirement board of trustees has this role, and reviews the investment performance, investment fees, and investment options of the 457 plans.

Trustee Rahtz suggested that the issue of term limits for trustees be re-visited. Term limits make it more difficult for trustees to serve and the Board should review this in light of the recent difficulties in finding trustees to serve on the Board. Trustee Menkhaus expressed willingness to add that as an item to a future agenda.

Adjournment

Following a motion to adjourn by Trustee Gamel and seconded by Trustee Rahtz, the Governance Committee approved the motion by unanimous roll call vote. The meeting adjourned at 4:06pm.

Meeting video link: <https://archive.org/details/crs-governance-comm-1-12-23>

Next Meeting: April 6, 2023, 12:00PM, City Council Chambers and via Zoom

Secretary

DRAFT

Draft Cincinnati Retirement System
Ethics Policy

Preamble

The policy of the Cincinnati Retirement System (CRS) is to carry out its mission in accordance with the strictest ethical guidelines and to ensure that board members and employees conduct themselves in a manner that fosters public confidence in the integrity of CRS and its processes.

Ethics Rules

1. CRS board members and employees must, at all times, abide by Ohio Revised Code and Cincinnati Municipal Code provisions ~~protections to the public embodied in the law related to the fiduciary duty, as well as the Cincinnati Municipal Code to their ethical obligations and possible or actual conflicts of interest.~~ Board members and employees must conduct themselves, at all times, in a manner that avoids favoritism, bias, and the appearance of impropriety. (See, City of Cincinnati Administrative Regulation 68).
2. A general summary of the restraints upon the conduct of all board members and employees includes, but is not limited to, those listed below.

No board member or employee shall:

- a. Have any business, personal or family interests related to the City or CRS that would constitute a conflict of interest, or that would create the appearance of a conflict of interest. Being a member of the CRS or a beneficiary of the CRS, or having a family member who is a member or beneficiary of the CRS, shall not constitute a conflict of interest. (See, Cincinnati Administrative Code, Article XV, Section 1, Part b, Subsection iii, and CSA Board Reform Order, Section (d)(iii));
- b. Solicit or accept anything of value from anyone doing business with or interested in matters before the board or ~~System~~the CRS. ~~For traditional gifts of food made to CRS staff at holidays, the food shall be made available to all staff~~Anything of value may include lavish meals, tickets to professional sporting events, and other items over \$25 in value;
- ~~e—~~Solicit or accept employment from anyone doing business with or interested in matters before the board or ~~system~~the CRS. Anything of value may include lavish meals, tickets to professional sporting events, and other items over \$25 in value. (Sec. R.C. 102.03(E)); unless the board member or employee completely withdraws from any board and system discretionary or decision-making activity regarding the party offering employment, and the board approves the withdrawal in the case of a

~~board member or the executive director of the system, and the executive director approves the withdrawal in the case of another employee;~~

- ~~c.~~
- d. Use his or her public position to obtain any advantages or benefits for the board member or employee, a-family member thereof, or anyone with whom the board member or employee has a business or employment relationship. (See, R.C. 2921.41(A)(1) & (A)(2));
- e. Be paid or accept any form of compensation for personal services rendered on a matter before, or sell goods or services to, the board or ~~system~~the CRS, except for compensation received from the City of Cincinnati. (See, R.C. 2921.43(A)(1));
- f. Be paid or accept any form of compensation for personal services rendered on a matter before, or sell (except by competitive bid) goods or services to, any state agency other than the board or ~~system~~the CRS, unless the board member or employee first discloses the services or sales and fully withdraws from matters before the board or ~~system~~the CRS that directly affect officials and employees of the other state agency. (See, R.C. 2921.41(A)(3));
- ~~g. Hold or benefit from a contract with, authorized by, or approved by, the board or system;~~
- ~~h.g.~~ Vote, authorize, recommend, discuss, participate or in any other way use his or her position to secure approval of a board or system contract (including employment or personal services) in which the board member or employee, an immediate family member thereof, or anyone with whom the board member or employee has a business or employment relationship, has an interest. (See, R.C. 2921.41(A)(4) and (A)(5));
- ~~h.h.~~ Solicit or accept honoraria, except employees who are not financial disclosure filers they may receive an honorarium only if the honorarium is paid in recognition of a demonstrable business, professional, or esthetic interest of the employee that exists apart from public office or employment, and is not paid by any person or other entity, or by a representative or association of those persons or entities, doing business with the board or system. (See, R.C. 102.03(H)(1));
- ~~j.i.~~ During public service, and for one year after leaving public service, represent any person, in any fashion, before any public agency, with respect to a matter in which the board member or employee personally participated while serving with the board or system. (See, R.C. 2921.41(A)(3));
- ~~k.j.~~ Use or disclose confidential information, that was designated as confidential, or that is confidential by operation of law ~~protected by law~~, unless appropriately authorized. (See, R.C. 102.03(B) and City of Cincinnati Administrative Regulation 68);

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~~l.k.~~ Use or share non-public investment or financial information for personal gain, or for the personal gain of another person, except for the collective gain of the CRS members and their beneficiaries. (See, R.C. 102.03(B));

~~m.l.~~ Use, or authorize the use of, his or her title, the name of the CRS ~~Board-board~~ or ~~System~~the CRS, or the board's or system's logo in a manner that suggests impropriety, favoritism, or bias by the board or system, or the board member or employee. (See, City of Cincinnati Administrative Regulation 68);

~~n.m.~~ Solicit or accept any compensation, except ~~as allowed by law~~from the City of Cincinnati, to perform his or her official duties or any act or service in his or her official capacity. (See, R.C. 2921.41(A)(3)); and

~~o.~~ Solicit or accept from any person, including a partnership of which the system is a partner, payment of actual travel expenses, including expenses incurred with the travel for lodging, meals, food, and beverages unless permitted by Ohio Administrative Code Sec. 102-3-08. (See, R.C. 102.03(E)).:-

~~3. No person who is running for a position on the CRS Board shall solicit or accept campaign contributions from any person or entity that the person knows or has reason to know: (1) has a contract related to investment of the system's funds; (2) is marketing or otherwise attempting to secure business involving the system's funds; or (3) is an agent or acting on behalf of any person or entity described in (1) or (2). Campaign contributions include contributions made to a campaign committee, political party, legislative campaign fund, political action committee, or political contributing entity on behalf of the person running for a position on the CRS Board.~~

Conflict Disclosure

CRS board members and employees must promptly disclose any circumstances that could result in any actual or potential conflict of interest so that the matter may be fully assessed. CRS board members and employees are encouraged to consult the City Solicitor regarding any potential conflict of interest. CRS board members are required to report to the executive director, and CRS employees are required to report to their supervisor, any actual conflict of interest.

In the event of a conflict of interest, the conflicted CRS board member or employee may not vote, authorize, recommend, discuss or in any other way participate in the matter. A CRS board member shall remove himself or herself from the meeting room during that portion of the meeting involving the item from which that member is conflicted.

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Financial Disclosure

~~TBD~~

The CRS executive director shall file an annual financial disclosure statement with the City of Cincinnati Clerk of Council. This financial disclosure statement shall be filed annually by April 15 for the preceding calendar year.

Definitions

1. "Anything of value" includes anything of monetary value, including, but not limited to, money, loans, gifts, food or beverages, social event tickets and expenses, travel expenses, golf outings, consulting fees, compensation, or employment. "Value" means worth greater than de minimus or nominal, and in no event worth more than \$~~10~~25.
2. "Anyone doing business with the board or system" includes, but is not limited to, any person, corporation, or other party that is doing or seeking to do business with, regulated by, or has interests before the board or system, including anyone who is known or should be known to be an agent or acting on behalf of such a party, including any partnership or which the system is a partner, any person or entity that has a contract related to investment of the system's funds, and any other person marketing or otherwise attempting to secure business involving the system's funds.
3. "Family member" includes a spouse, children, step-children, siblings, parents, step-parents, grandparents and grandchildren. "Family member" also includes any other person related by blood or marriage (e.g. cousins, aunts, uncles, in-laws, nieces, nephews) if that person resides in the same household as the CRS board member or employee.
4. "Honorarium" includes any payment made in consideration for any speech given, article published, or attendance at any public or private conference, convention, meeting, social event, meal, or similar gathering. "Honorarium" does not include ceremonial gifts or awards that have insignificant monetary value; unsolicited gifts of nominal value or trivial items of informational value; or earned income from any person, other than a legislative agent, for personal services that are customarily provided in connection with the practice of a bona fide business, if that business initially began before the public official or employee conducting that business was elected or appointed to the public official's or employee's office or position of employment.
5. "Confidential information" and "non-public investment or financial information" includes information which is not a "public record" as defined in R.C. 149.43(A)(1) or if the information has been clearly designated as confidential when such designation is warranted and necessary for the proper conduct of government business.
6. "A partnership of which the system is a partner" includes professional organizations, joint lobbyist efforts, or other organized groups that involve the CRS, the CRS board, and other external organizations.

Draft CRS Ethics Policy Questions and Comments

General Questions/Comments:

1. The draft policy applies to both CRS trustees and CRS employees. How is the policy coordinated with the City's ethics law and policy related to employees and trustees?

The draft policy tracks Ohio Revised Code provisions that apply to all City of Cincinnati public officials and government employees. There are a few caveats:

- Consistent with local law and the CSA—The policy clarifies that “[b]eing a member of the CRS or a beneficiary of the CRS, or having a family member who is a member or beneficiary of the CRS, shall not constitute a conflict of interest[.]”
- Consistent with the precedent of Cincinnati and other local governments—The policy indicates a specific dollar amount “over \$25 in value” for improper gifts. To be clear, an exact dollar amount is not enumerated in State or local law. However, the City of Cincinnati and other local governments use \$25 as a general rule of thumb.

The draft policy also tracks with City of Cincinnati Admin Reg 68 insofar it requires board members and employees to avoid even the appearance of impropriety.

To be clear, CRS employees are governed by existing state ethics laws and City of Cincinnati Admin Reg 68. The draft policy itself does not impose any more or any less restrictions on CRS employees.

2. Does the draft policy comport with state ethics law?

Yes. The draft policy comports with state ethics laws. To be clear, state ethics laws will continue to govern the conduct of all City of Cincinnati public officials and government employees regardless of any CRS Board policy.

3. Does the draft policy comport with the CSA?

Yes, the draft policy comports with the CSA. Notably, the CSA addresses fiduciary duties but does not specifically discuss state ethics laws. The draft ethics policy tracks state ethics laws and local administrative regulations.

4. There are CRS investment managers who have retail business components. If CRS trustees (or their family members) or CRS employees (or their family members) have accounts or otherwise are clients of investment management firms doing business with CRS, is this a conflict of interest?

Both state ethics laws and the draft policy prohibit a CRS Trustee from using his or her public position to obtain any advantages or benefits for anyone with whom they have a business relationship. As such, a CRS Trustee should recuse themselves from voting on matters that involve investment management firms which they are doing business with outside the scope of CRS matters.

Situations involving the investment decisions of CRS Trustee family members are highly fact specific. It could be a conflict if the CRS Trustee has a definite and direct interest (such as a

spouse's investments). It could also trigger the "appearance" of impropriety if it involves a close family member. These situations are best referred to the Office of Ethics & Good Government for a case by case analysis.

There is unlikely to be a conflict of interest for regular CRS employees (or their family members). Please elaborate if a regular CRS employee would ever be in a position to steer CRS business to their private investment manager?

Specific Questions/Comments:

Ethics Rules

1. The relevant ORC and CMC sections should be cited.

The relevant citations have been added to the draft policy.

2. a. "Personal interests" should be defined.
c. This section seems to state that it is permissible for a trustee to be an employee of a firm that does business with CRS. Is that correct? If this is correct, this would be a new situation for the CRS Board.

Generally, a government official or employee may not seek employment from a private company that does business with their government employer. However, the Ohio Ethics Commission has recognized an exception from this prohibition if the public official can and does withdraw completely from any matter involving the party from whom he or she is seeking or has accepted employment.

If the official is normally required to participate in a matter affecting the party, the public agency must approve his or her withdrawal. An official cannot effectively withdraw from a matter by simply refusing to perform assigned job duties. It must be clear that the withdrawal will not impede the official's ability to perform those job duties.

These situations should be considered on a case-by-case basis. There could be other compatibility concerns, especially if a CRS Trustee would have competing fiduciary duties, that would prevent them from serving in both capacities. This situation is less likely to occur for a regular CRS employee.

- f. Should "state agency" be "city agency"?

It's been changed to "government agency" to encapsulate both.

- h. "Honorarium" should be defined.

It's been added to the definitions.

- j. "Confidential information" should be defined. Also, does this just include CRS information?

It's been added to the definitions.

k. "Non-public investment or financial information" should be defined. Also, does "non-public" mean legally "confidential"?

It's been added to the definitions. It means not available to the public.

n. "A partnership of which the system is a partner" needs to be defined and explained.

It's been added to the definitions.

3. This section regarding campaign contributions seems to relate more to political campaigns rather than CRS active and retiree members volunteering to run for trustee positions. The intent seems to be that those members seeking to become trustees are not to be influenced by firms doing business or seeking to do business with CRS. Perhaps the wording could be crafted to reflect conflict of interest and solicitation or accepting anything of value. Also, is there a need for a similar provision for appointed members under consideration?

This provision was specifically focused on campaign contributions which are treated differently than gifts under state ethics laws. However, it's understood that campaign contributions are not part of the current CRS Board member selection process. Moreover, conflicts of interest and solicitation or accepting anything of value are covered by other sections of this draft policy. As such, this section lacks practical relevance and is duplicative. It therefore deleted from the suggested draft policy.

Conflict of Interest

The section states that CRS board members need to report any actual conflicts to the executive director. Should they also be required to report to the CRS Board? If the CRS executive director or staff have CRS-related conflicts, to whom do they report? To the CRS Board?

City of Cincinnati Administrative Regulation 68 requires CRS employees to immediately and fully disclose in writing or verbally to their manager any conflicts of interest or potential conflicts of interest. As a practical matter, it makes sense for the CRS Executive Director to manage these potential issues and privately seek advice from the Law Department.

The CRS Board could require CRS Trustees to first report potential conflicts to the CRS Board. However, such a policy may unnecessarily publicize personal matters that are not actually conflicts of interest—especially if perceived conflicts haven't been vetted by the Law Department prior to a public meeting.

Rule XXI Trustee Education

Recognizing that each Trustee is under a fiduciary obligation to be prudent in discharging the duties of a Trustee, each Trustee is encouraged to further his or her education in matters that come before the Board. The education of a Trustee may include attendance at conferences and seminars sponsored by the National Conference of Public Employee Retirement Systems, the International Federation of Employee Benefit Plans, and other programs appropriate to advancing the Trustee’s knowledge and skills. The decision to attend conferences shall be at the discretion of each Trustee, who must be mindful of a Trustees’ fiduciary obligation to incur only costs that are appropriate and reasonable. Reimbursement of actual expenses may not exceed those allowed City of Cincinnati employees. A Trustee may not be reimbursed for the expenses

of attending more than two conferences in a year without the prior approval of the Board for the attendance of each additional conference.

Proposed Changes:

Recognizing that each Trustee is under a fiduciary obligation to be prudent in discharging the duties of a Trustee, each Trustee is ~~encouraged~~required to further his or her education in matters that come before the Board. The education of a Trustee may include attendance at conferences and seminars sponsored by the National Conference of Public Employee Retirement Systems, the International Federation of Employee Benefit Plans, and other programs appropriate to advancing the Trustee’s knowledge and skills. The decision to attend conferences shall be at the discretion of each Trustee, who must be mindful of a Trustees’ fiduciary obligation to incur only costs that are appropriate and reasonable. Reimbursement of actual expenses may not exceed those allowed City of Cincinnati employees. A Trustee may not be reimbursed for the expenses of attending more than two conferences in a year without the prior approval of the Board for the attendance of each additional conference.

In consultation with each Trustee, the Executive Director shall prepare an individual training plan for each Trustee. The Executive Director shall annually prepare a schedule of training opportunities for the Board.

CRS Governance Committee Charter

The Board of Trustees of the Cincinnati Retirement System (“Board”) has adopted this Governance Committee Charter.

Purpose

The Governance Committee is responsible for the proper governance of the Board and the Board’s oversight of the Cincinnati Retirement System (“CRS”).

Composition

The Governance Committee shall consist of no fewer than three members of the Retirement Board, appointed by the Chair of the Board. In making appointments, the Chair of the Board will ensure representation from each category of trustee: one Mayoral Appointed Trustee, one Active Employee Trustee and one Retiree Trustee, in accordance with the Collaborative Settlement Agreement. At the start of each odd-numbered year, the Board Chair, will select a Chair and Vice Chair, each to serve a two-year term.

Meetings

The Committee will meet at least quarterly. A quorum consists of a majority of members appointed to the committee who may be physically or remotely present. A member participating remotely must be able to actively participate in the meeting so that they can ask questions and cast votes in a manner that can be heard. Committee meetings shall be considered meetings of a public body subject to applicable laws and be open to the public commensurate with the method in which the meeting is being conducted. Each meeting agenda will be posted in advance and in accordance with applicable law. Meeting materials will be prepared by the Executive Director, as necessary.

Staff will prepare and post minutes for each meeting.

Responsibilities

The Governance Committee is responsible for

- Drafting and updating the Board’s Governance Manual, as well as any board rules and policies. The CRS Governance Manual may include policies related to the functions of the Cincinnati Retirement System, including the conduct of board meetings, CRS operations, trustee elections, ethics, financial disclosure, board committees, member handbooks, trustee education, consideration of disability retirement applications, and appeal procedures for members relating to eligibility and disability determinations.

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- Drafting and updating Committee Charters.
- Working collaboratively with the Executive Director, the Governance Committee shall have a consultative role in the drafting and updating of CRS Operations Policies and Procedures.

Any changes adopted by the Governance Committee are subject to final approval by the full Board of Trustees.

Procedures for Amending the Governance Committee Charter

This Charter may be amended by a majority vote of the Board. Recommendations for policy changes should be directed to the Executive Director. The Executive Director shall review all such recommendations and is responsible for submitting necessary changes to the Board for approval.

The Governance Committee Charter shall be reviewed every two years.

CRS Investment Committee Charter

The Board of Trustees of the Cincinnati Retirement System has adopted this Investment Committee Charter.

Purpose

The Investment Committee, as trustees and fiduciaries, is responsible for the proper oversight of the CRS assets. The committee members shall carry out their functions solely in the interest of the [active and retired members of the CRS](#).

Composition

The Investment Committee shall consist of [no fewer than three members of the Retirement Board](#). In making appointments, the Chair of the Board will ensure representation from each category of trustee: [one Mayoral Appointed Trustee, one Active Employee Trustee and one Retiree Trustee in accordance with the Collaborative Settlement Agreement](#). At the start of each odd-numbered year, the [Board Chair](#) will select a Chair and Vice Chair, each to serve a two-year term.

Meetings

The Committee will meet at least quarterly. A quorum consists of [a majority of members appointed to the committee](#) who may be physically or remotely present. A member participating remotely must be able to actively participate in the meeting so that they can ask questions and cast votes in a manner that can be heard. [Committee meetings shall be considered meetings of a public body subject to applicable laws and be open to the public commensurate with the method in which the meeting is being conducted](#). Each meeting agenda will be posted in advance and in accordance with [applicable law](#). Meeting materials will be prepared by [the Executive Director and Investment Manager](#), as necessary.

Staff will prepare and post minutes for each meeting.

Responsibilities

Investment Committee members, as Trustees, shall act in accordance with the provisions of the Ohio Revised Code, [Cincinnati Municipal Code](#), [Cincinnati Administrative Code](#), [the Collaborative Settlement Agreement](#), and the CRS Statement of Investment Policy. [In carrying out their duties, the Committee members shall exercise reasonable care, skill, and caution in accordance with the standards described in Section 5809.02 of the Ohio Revised Code and shall strive to follow sound policies and procedures that enhance informed, fair, and open decision making.](#)

The Investment Committee is responsible [to do the following](#):

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- [Recommend](#) the policies, objectives, and guidelines for investment of the Fund’s assets and oversee compliance with the CRS Statement of Investment Policy.
- Study thoroughly each issue affecting the Fund’s investments to make educated and prudent [recommendations to the Board](#).
- Select qualified professionals to assist in implementing investment policies and evaluate their services.
- Consider the Investment Consultant recommendations for selecting or terminating investment managers.
- Consider investment actions recommended by the Investment Consultant [and make recommendations to the Board](#).
- Evaluate total Fund performance including performance of all investment mandates.
- With the assistance of staff, annually evaluate the performance of the Investment Consultant.

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Reporting Responsibilities of the Committee

- Regularly report to the Board about activities, issues, and related recommendations.
- Report on any issues relating to its responsibilities.

Other Responsibilities

- Perform any activities related to this charter as directed by the Board of Trustees.

Any changes adopted by the Investment Committee are subject to final approval by the full Board of Trustees.

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Procedures for Amending the Investment Committee Charter

This Charter may be amended by a majority vote of the Board. Recommendations for policy changes should be directed to the Executive Director. The Executive Director shall review all such recommendations and is responsible for submitting necessary changes to the Board for approval.

The Investment Committee Charter shall be reviewed every two years.

CRS Benefits Committee Charter

The Board of Trustees of the Cincinnati Retirement System has adopted this Benefits Committee Charter.

Purpose

The Benefits Committee is responsible for the periodic review of the benefits offered by the Cincinnati Retirement System and for making recommendations to the City Manager and City Council for any changes.

Composition

The Benefits Committee shall consist of no fewer than three members of the Retirement Board appointed by the Chair of the Board. In making appointments, the Chair of the Board will ensure representation from each category of trustee: one Mayoral Appointed Trustee, one Active Employee Trustee and one Retiree Trustee. At the start of each odd-numbered year, the Board Chair will select a Chair and Vice Chair, each to serve a two-year term.

Meetings

The Committee will meet on an as needed basis as determined by the Chair of the Committee. A quorum consists of a majority of members appointed to the committee who may be physically or remotely present. A member participating remotely must be able to actively participate in the meeting so that they can ask questions and cast votes in a manner that can be heard. Committee meetings shall be considered meetings of a public body subject to applicable laws and be open to the public commensurate with the method in which the meeting is being conducted. Each meeting agenda will be posted in advance and in accordance with applicable law. Meeting materials will be prepared by the Executive Director, as necessary.

Staff will prepare and post minutes for each meeting.

Responsibilities

The Benefits Committee is responsible for:

- Reviewing the benefits offered by the Cincinnati Retirement System and considering recommendations for changes as needed.
- Scheduling periodic update presentations by CRS contractors who administer benefits, including healthcare benefits.
- With the assistance of staff, annually evaluating the performance of the healthcare vendors.
- With the assistance of staff and any retained healthcare consultant, ensuring the proper and sustainable administration of healthcare benefits.

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Commented [SL1]: This should be consistent with CRS Rule VIII and Paragraph 30 of the CSA as amended by the 4/14/16 Agreed Order which require no less than 3 board members, one mayoral appointee, one active, and one retiree.

Deleted: six members of the Board of Trustees

Deleted: elected retired, elected active, and appointed

Deleted: Committee

Deleted: by majority vote

Commented [SL2]: Using a specific number for quorum here is problematic should the committee composition fall below 6.

Deleted: 4

Commented [SL3]: CMC 121-5 requires that access to the public be provided "commensurate with the method in which the meeting or hearing is being conducted." You may wish to add similar language here.

Deleted: Meetings are subject to the Open Meetings Act

Deleted: Ohio and Cincinnati

Any changes adopted by the Benefits Committee are subject to final approval by the full Board of Trustees.

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Procedures for Amending the Benefits Committee Charter

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This Charter may be amended by a majority vote of the Board. Recommendations for policy changes should be directed to the Executive Director. The Executive Director shall review all such recommendations and is responsible for submitting necessary changes to the Board for approval.

The Benefits Committee Charter shall be reviewed every two years.