

GENERAL EMPLOYEES RETIREMENT SYSTEM
OF THE CITY OF DETROIT (“GRSD”)

RULES OF PROCEDURE

Adopted: May 8, 2013

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Revised: September 19, 2018

I. PURPOSE

Parliamentary procedure exists to facilitate the transaction of business and to promote cooperation and harmony. Fundamentally, parliamentary procedure defines how groups of people, no matter how formal or informal, can most effectively meet and make decisions in a fair, consistent manner and make good use of everyone's time. The purpose of the following procedural rules is to improve the ability of GRSD Board members to conduct meetings according to correct procedure and to promote proper decision-making after full, fair, and free discussion of the issues. The Board intends these rules to establish a framework for the orderly conduct of meetings consistent with the basic tenant of parliamentary procedure; to enforce the will of the majority while protecting the rights of the minority.

II. DEFINITIONS

“Board” or “Board of Trustees” shall mean the Board of Trustees of the General Employees Retirement System of the City of Detroit.

“Board Member” shall mean any member of the GRSD Board of Trustees.

“Executive Staff” shall mean the Executive Director or Assistant Executive Director of the GRSD.

“General Counsel” shall mean the legal counsel hired by the Board to advise and counsel the Board and GRSD Staff with regard to the proper administration, management and operation of the GRSD.

“GRSD” shall mean the General Employees Retirement System of the City of Detroit.

“GRSD Staff” or “Staff” shall mean the Executive Director, the Assistant Executive Director, the Investment Officer, the Recording Secretary, and all other employees of the GRSD.

“Open Meetings Act” shall mean the Michigan Open Meetings Act, Public Act 267 of 1976, as amended (MCL 15.261 *et seq.*).

“Rules of Procedure” shall mean the Board Meeting Rules of Procedure as more fully set out herein.

“Service provider” shall mean any consultant, manager, advisor, custodian or other individual or entity providing services to the Board and/or GRSD.

III. GENERAL

A. Open Meetings Act

All meetings of the Board shall be held in compliance with the Open Meetings Act.

B. Majority Rule

All meetings governed by these rules of procedure must follow the mandate of the majority. Under no circumstances may a Board member or member of the GRSD staff suspend the principle of majority rule. The majority of the eligible votes cast, assuming a quorum is present, represent the will of the majority.

C. Minority Rights

Board members voting with the minority retain all rights and privileges of membership and may not be discriminated against in any way because of their votes. They may propose a motion and speak and vote for or against a motion like any other Board member.

D. Freedom of Discussion

No Board member may have his or her right to “be heard” restricted, except by rules that similarly limit the rights of all Board members. Accordingly, any motion to “close debate” and/or “call for a vote” is misused if it is intended to prevent other Board members from stating their views. All Board members and those individuals present at a meeting of the Board shall conduct themselves in accordance with the Board’s Code of Conduct policy.

E. Election of Officers

Board members shall elect a Chairperson and Vice Chairperson. A Board member must have served as a Trustee for at least three (3) years before being eligible to serve as either the Chairperson or Vice Chairperson. At its first meeting in June of each year, the Board shall elect a Vice Chairperson. The Vice Chairperson shall serve a one (1) year term commencing July 1 through June 30th of the following year and then automatically serve as Chairperson for the next fiscal year July 1st through June 30th. If the Chairperson vacates the position, then the Vice Chairperson shall become the Chairperson and the Board members shall then elect a new Vice Chairperson.

IV. MEETINGS OF THE BOARD OF TRUSTEES

A. Regular Meeting Schedule

Regular meetings of the Board of Trustees are typically scheduled on the 1st and 3rd Wednesdays and begin at 10:00 a.m. In the event there is no quorum present by 10:30 a.m. for the regularly scheduled meeting, the Board members present may cancel the meeting for “lack of quorum”. Regular meetings may be scheduled at other days and times as decided by the Board during the annual adoption of the calendar year meeting schedule or such other meeting as the Board deems it necessary to cancel or reschedule a regular meeting. Special meetings may be scheduled by the Board as necessary. Meetings are not held on state or national holidays, or when determined upon a majority vote of the Board. In the event it is anticipated that a significant number of trustees will be unable to attend a regularly scheduled meeting and there is not another regular meeting scheduled before the subject meeting, the Board Chairperson shall have authority to cancel or reschedule the meeting. All meetings of the Board shall be posted and held in accordance with the Open Meetings Act.

B. Public Notice

1. Notice of the regular meeting schedule is (a) posted on or adjacent to the front door of the offices of the GRSD and (b) listed on the GRSD website, within ten (10) days after the first meeting of the Board of Trustees in each calendar or fiscal year.
2. The schedule of regular meetings or the regular meeting date may be changed by the Board as provided in current law.
3. Changes to the meeting schedule, including cancellations, will be posted and noted on the GRSD website within three (3) days of the date of the meeting at which the change was approved.

C. Special Meetings

1. Special meetings of the Board may be called by the Chairperson of the Board or by two members of the Board by providing the other Board members a written notice of the date, time, and place of the special meeting.
2. Notice to Board Members. The notice may be served by delivering the notice to the Board members personally, via electronic mail, facsimile, or by mail addressed to the member at the member’s address on file in the GRSD office, at least seventy-two (72) hours before the meeting is to take place. Either a Board member or an employee of the GRSD may serve the notice.
3. Public Notice. Public notice shall be posted on or adjacent to the front door of the offices of the GRSD and on the GRSD homepage on the GRSD website eighteen (18) hours prior to the special meeting.

D. Emergency Meetings

The Board may meet in emergency session in the event of severe and imminent threat to the health, safety or welfare of the public, when two-thirds (2/3) of the Board members decide that delay would be detrimental to the efforts to lessen or respond to the threat. Public Notice of the emergency meeting, documentation as to the circumstances that necessitated the meeting and correspondence to the Wayne County Board of Commissioners shall be in accordance with the provisions of the Open Meetings Act.

E. Committee or Work Session Meetings

Committee or Work Session meetings of the Board shall be held as called by the Board Chairperson or the Chair of the committee/work-group. Such meetings or sessions shall be open to the public with notice properly posted in the same manner as notice is provided for regular meetings.

E. Participation at Meetings via Telecommunication Device

On occasion, a Board member may attend and participate in a meeting by conference telephone call or any similar telecommunications medium (e.g. Skype, Facetime, etc.) through which all persons in attendance at a meeting, including members of the public, are able to hear and communicate with one another. The accommodation to allow attendance via a telecommunication device is not intended to allow for regular attendance by conference call rather than physical attendance at Board meetings. The Board reserves the right to revoke this accommodation in the event of perceived abuse by any Trustee.

Participation in a Board meeting through telecommunication device shall constitute the Board member's presence at the meeting for purposes of attaining a quorum, and shall allow the Board member to vote on any matter which may come before the Board. It is the responsibility of the Board member wishing to participate via telecommunication device to notify GRSD Staff and to make the appropriate preparations in advance of the meeting.

The minutes of all Board meetings shall reflect any participation by telecommunication device.

G. Social or Educational Events

A quorum of the Board may not meet outside a properly posted public meeting and/or deliberate on any issue that is or may come before the Board, with the following exceptions:

1. Social or non-GRSD related gatherings, provided public business is not discussed.

2. Attendance at informational sessions, seminars, conferences and educational events, provided that public business is not discussed.

H. Use of Electronic Mail, Text Messaging, Social Networking Software, Facsimile and Telephone

A quorum of the Board may not use electronic messaging to deliberate on any issue that is or may become before the Board.

V. MEETING AGENDA

A. Agenda Items - In General

1. Staff. Designated GRSD staff shall prepare the proposed meeting agenda of every regular and special meeting of the Board of Trustees, to be approved by the Assistant Executive Director prior to distribution. The Order of Business and framework of the Agenda shall be consistent with the Board's adopted Agenda Outline, a copy of which is attached hereto as "**Attachment A**".

2. Board Members. Any Board member desiring to add additional items to the proposed agenda must submit them in writing to the Assistant Executive Director no later than three (3) days prior to the scheduled meeting. Any Board member desiring to add the appearance or presentation of any service provider (whether current or prospective) to a future Board agenda must make such request to the Board for consideration during the Trustee Comment/Open Forum portion of a meeting, and such request must be approved by a majority of the Board.

3. Retirement System Members. Retirement System members and/or citizens wishing to have an agenda item scheduled may make their request in writing to the Assistant Executive Director at least one (1) week in advance of a regularly scheduled meeting. The Assistant Executive Director shall decide whether the subject is one which can and should be considered as part of a Board meeting agenda, and may schedule the item at a date and time as deemed appropriate.

4. Existing Service Providers. Existing Service Providers desiring to appear before the Board must submit a written request to the Assistant Executive Director with an explanation as to the purpose of the appearance/presentation. The Assistant Executive Director shall decide whether the request and/or subject matter is one which can and should be considered as part of a Board meeting agenda. In the event the request is approved, the Assistant Executive Director shall schedule the appearance as appropriate in light of the Board's presentation schedule. In the event the Assistant Executive Director deny the request of an existing Service Provider for an appearance before the Board, the Assistant Executive Director shall notify the Board of the denial and the basis for the denial during the Assistant Executive Director's report to the Board at a regular Board meeting.

5. Unsolicited Requests. Unsolicited requests for an appearance to have an agenda item scheduled before the Board shall be submitted in writing to the Executive Staff. The Executive Staff shall decide whether the subject matter or the appearance is one which can and should be considered as part of a Board meeting agenda. At the discretion of the Executive Staff such unsolicited requests shall be presented to the Board for consideration prior to any such request being added as an agenda item.

6. Draft Agendas and Attachments. The Recording Secretary shall forward via email a draft copy of the Agenda and accompanying materials to all Board members, General Counsel, the Executive Director, the Assistant Executive Director and the Investment Officer no less than 2 days prior to the scheduled meeting.

A final draft agenda and the available accompanying materials shall be forwarded by the Recording Secretary to the above individuals via email no less than 24 hours prior to the scheduled meeting.

A hard copy of the Agenda and accompanying materials shall be placed at each Trustee's seat in the Board's Conference Room prior to the start of the scheduled meeting.

All materials received after the foregoing timeframes will be provided to the Board members the morning of the regular meeting. The Board may defer consideration of any agenda item for which all relevant information has not been provided in accordance with these Rules of Procedure.

For distribution to Board members and GRSD staff, the Board requires that fifteen (15) copies of written material be provided with a pdf copy 48 hours in advance. All correspondence received by the Board is public and made part of the record of the meeting.

VI. MEETINGS

A. Order of Business

The Chairperson, upon taking the chair, shall call the Board members to order on the appearance of a quorum. The order of business for regular meetings shall be consistent with the Board's established Agenda Outline ("Attachment A") which is summarized as follows:

- I. Call to Order; Roll Call
- II. Approval of the Agenda
- III. Consent Agenda
- IV. Reports to the Board
- V. Unfinished Business
- VI. New Business
- VII. Trustee Comment/Open Forum

VIII. Public Comment

IX. Adjournment

The order of business for special meetings of the Board shall be in accordance with the foregoing, except those items which are not necessary for the completion of the meeting may be left off the agenda.

B. Additions to the Agenda at the Meeting

The addition of items to the Agenda may be approved by a majority of the Board members during the meeting for which the additional item is proposed. Items for action should be considered only in cases where a delay of action could be detrimental to the GRSD, and for which sufficient background information is available on which to base a decision.

Matters that come before the Board as a result of the public comment portion of the meeting, but which are not on the prepared Agenda, may be heard, taken under advisement, and/or placed on the Agenda for a future meeting for appropriate Board action.

C. Consent Agenda

A consent agenda may be used for regular items of a general and routine nature on which discussion or clarification is typically unnecessary, such as: (1) correspondence; (2) regular retirements; (3) refunds; (4) invoices; and (5) minutes.

The Board of Trustees, at the request of a Board member, GRSD staff member, or member of the public, shall remove any item from the proposed consent agenda. Removal of an item from the proposed consent agenda will result in the removed item(s) being addressed under another appropriate section of the meeting agenda. Those items not removed from the consent agenda may be acted upon by a single vote of the Board at its regular meeting.

D. Unfinished Business

Unfinished business (sometimes referred to as “Old Business”) refers to matters carried over from a previous meeting. Unfinished business items typically fall into one of several categories and may include:

- a. Any matter that was pending when the previous meeting adjourned;
- b. Any matters on the previous meeting’s agenda that were not reached; or
- c. Any matters that were unresolved or postponed to the present meeting.

E. New Business

Much of the work in a meeting is accomplished under the agenda heading of new business. In this category of business, Board members will address any new items of consideration and proceed in accordance with their fiduciary duties and responsibilities.

F. Reports to the Board

The Board routinely receives and hears reports from designated members of its staff and representatives from various service providers. Reports are generally for informational purposes only. In such instances, no action is necessary and the Board may simply receive and file any documentation received. However, reports that recommend or request a specific action may call for a motion. In these instances the Board shall proceed in accordance with its rules regarding motion practice.

G. Conduct at Board Meetings

In accordance with the Board's Code of Conduct Policy, each and every member of the GRSD Board shall provide fair and equal treatment to all persons and matters coming before the Board or any Board committee. Board members shall listen courteously to all discussions at meetings and avoid interrupting other speakers, including other Board members, staff or committee members, except as may be permitted by these Rules of Order. Board members will only speak on an item when recognized by the Board Chair. Board members shall refrain from: (a) abusive, disruptive or intimidating conduct; (b) personal charges or verbal attacks upon the character, motives, ethics, or morals of others; or (c) making any derogatory remarks, including name calling, about other members. It shall be the responsibility of the Board Chair to keep the discussion focused on the motion or matter on the floor and to maintain the proper decorum of all Board members, GRSD staff and service providers that appear before the Board.

If at any time during a meeting, a Board member or any individual appearing before the GRSD Board acts in an inappropriate manner, it is the Board Chair's responsibility to call the person to order. However, if the Board Chair fails to call the individual to order (or it is the Board Chair that is out of order), any other member may call a "point of order". If conduct is so inappropriate that it is "out of order" it should be clear when it occurs or immediately thereafter. Therefore a "point of order" must be called at the time the violation occurs, not later. Because inappropriate conduct should NOT be allowed to continue, a call for "point of order" shall be allowed to disrupt a speaker.

Upon a call for "Point of Order for a Violation of the Code of Conduct", the Chair shall immediately adjourn the meeting for a five (5) minute recess in accordance with Section VII.(H)(4) of these Rules of Procedure.

Violation of this section of the policy is grounds for formal reprimand and public censure by the Board which shall be by the adoption of an appropriate motion and permanently noted in the Board minutes. Repeated violations of this section of the policy is grounds for formal action by the Board to send correspondence to the appropriate appointing or electorate representatives asking for the removal of the offending party from their Board position. Nothing herein shall be deemed to limit any person's right to exercise their appropriate individual legal remedies and protections under the law.

H. Public Comment

It is the policy of the Board to welcome the public, including its members, retirees and beneficiaries, to observe Board meetings to learn about the operations and activities of the Retirement System and to share comments relating to the Retirement System's operations and activities. An "Open Forum/Public Comment" agenda item will be placed on the Board's meeting Agenda and will generally be called at 10:30 a.m. The purpose of public comment is to alert the Board to topics not on the agenda or to provide the speaker an opportunity to address an item on the Board's Agenda.

Speakers shall be limited to two (2) minutes, and only one speaker will be heard on each topic. Groups appearing before the Board shall designate a single speaker to address the Board on the group's behalf. Members of the public may be recognized by the Chair (or upon the request of a Board member acting through the Chair) to speak on a specific Agenda item outside of the "Public Comment" portion of the Agenda. The Board shall retain the right to terminate public comment at any time during a meeting if these Rules of Procedure are not followed.

1. Decorum. Any person causing a breach of the peace may be removed from any GRSD meeting. The Chairperson shall request the assistance of law enforcement officers in the removal of any disorderly individual who refuses to leave upon request.

2. Best Practices for Public Participation. The GRSD Board Room is limited in size and seating. Members of the public planning to attend a meeting are encouraged to contact the Executive Director at least one week prior to the meeting so the Executive Director may plan accordingly. Additionally, members of the public requiring accommodations and/or media wishing to photograph or videotape meetings are advised to contact the Executive Director as soon as possible prior to the meeting to coordinate accessibility, seating and placement of equipment.

3. Public Comment. The following rules and procedures apply to public comment during all meetings:

- a. Audience members who wish to address the Board must complete a Comment Request Form prepared by the Assistant Executive Director or as otherwise approved by the Board, providing the person's name, address and the issue upon which the person desires to comment before the person is allowed to speak. Forms will be available 30 minutes prior to the start of the meeting and must be completed and submitted to the Assistant Executive Director before the start of the meeting.
- b. Time will be allowed at approximately 10:30 a.m. for public comment at the Board's regularly scheduled meetings.
- c. If a delegation is present to discuss an agenda item, a single spokesperson should be designated to make the presentation for the group.
- d. The Board shall reserve a reasonable time for public comment, which generally shall be limited to thirty (30) minutes.
- e. Each speaker shall be allowed to speak once per Board meeting and shall be limited to two (2) minutes unless an extension is approved by a majority of the Board.

- f. If the number of speakers desiring to be heard is so extensive that the time limit for the public comment portion of the meeting would be inadequate, the Board may vote to shorten the time limit allowed to each speaker, but the limit shall not be less than one (1) minute.
- g. The Chairperson may extend the time limit if necessary so that no one is denied the right to address the Board.
- h. A person desiring to speak during the public comment portion of the meeting shall be recognized by the Chairperson.
- i. Speakers shall direct their comments to the Board and not to individual Trustees, GRSD staff or other audience members.
- j. Board members may have the privilege of questioning speakers, but shall not be obligated to answer questions or make statements or commitments on issues brought by the public.

4. Public Comment Prohibited:

- a. Speakers are expected to express themselves responsibly and courteously and with due respect for the fact their views and opinions may not be shared by all present. The following are examples of irresponsible or discourteous expression:
 - (i) Denigrating Board members, GRSD staff, or other audience members.
 - (ii) Speculating on the motives of Board members, GRSD staff, or other audience members.
 - (iii) Complaints about Board Members or GRSD staff that have not been brought to the Board's attention through appropriate channels.
- b. Obscene, vulgar, abusive or threatening language will not be tolerated. Individuals who use such language will be asked to leave the meeting.
- c. Complaints or attacks about a Board member, employee or General Counsel which would constitute an unwarranted invasion of privacy or which are unrelated to the way in which a Board member or representative performs GRSD-related duties shall not be permitted unless the Board otherwise allows such comment.
- d. The Chairperson, in consultation with General Counsel, shall judge the appropriateness of such complaints to be aired publicly. If it is judged that a complaint is not appropriate for public discussion, the Chairperson shall judge whether it justifies Board consideration at a future open or closed session of the Board as requested by the individual complained against.
- e. If the complaint is to be considered later, the complainant shall be asked to reduce it to writing and formally present it to the Board for proper investigation.

I. Adjournment

Regular meetings of the Board shall recess for lunch at approximately *12:00 p.m.* and reconvene, if necessary, at approximately *1:00 p.m.* The Board shall adjourn for the day no later than *5:00 p.m.* At such time as there is no further business to come before the Board, the Board Chair can adjourn the meeting without a motion by declaring, "*There being no further business, the meeting is adjourned.*"

VII. MOTION PRACTICE

A motion is a form of expression used to present ideas to the Board for formal consideration. Before the Board can take any action on an issue, a motion must first be passed. The motion process shall generally proceed in accordance with the following six (6) steps:

1. A Board member makes a motion;

2. Another Board member seconds the motion;
3. The Chair re-states the motion (or requests that the Recording Secretary restate the motion), formally placing it before the Board;
4. The Board members debate/discuss the motion;
5. The Chair puts the motion to a vote; and
6. The Recording Secretary announces the results of the vote.

A. Making a Motion

Upon recognition by the Chair, a Board member may make a motion by specifically stating what action the member wishes the Board to take. It is preferred that all motions be made by using the phrase “I move that . . .”

B. Seconding the Motion

Once a motion has been made, another Board member must second the motion. A second is required to ensure that at least two Board members want to discuss the issue before the Board addresses it. If no Board member is willing to second a motion, the motion dies for lack of a second and the Board may proceed with another motion on the subject matter. If none are presented, the Board Chair may proceed with the next item of business.

C. Restating the Motion

A motion that has been made and seconded shall be restated by the Chair, formally placing it before the Board for discussion. The purpose of this step is to ensure that all Board members understand the motion to be discussed. If the Chair is unable to restate the motion as initially made, the Chair may ask the Recording Secretary or the maker of the motion to restate it.

D. Withdrawing a Motion

The maker of a motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn unless the person who previously seconded the motion indicates to the Chair their intent to now be the maker of the motion, and a new second to the motion is obtained. Upon the withdrawal of a motion by both the maker and the person seconding the motion, any other person may make the motion upon being properly recognized by the Chair. A motion that is withdrawn (and not reintroduced) shall not be recorded in the Board’s official minutes of the meeting.

E. Discussing the Motion

At this point, the motion shall be considered pending and may be amended, postponed, set aside, sent to committee, etc. If the Board is dissatisfied with the wording of a pending motion, the pending motion may be amended prior to a vote being taken on it.

Only one Board member at a time may speak on a motion. All Board members shall have the opportunity to speak on a motion, however, speaking order shall be determined in accordance with the order members are assigned the floor by the Chair. A member shall not speak until called upon by the Chair. Board members causing disruptions while another member is speaking shall be called to order by the Chair.

Debate/Discussion shall be limited to the specific motion that is being considered. No outside topics shall be discussed until the pending motion has been voted on. The Chair shall have the authority to keep the discussion on track and limit a Board member's comments to the pending motion. The Chair does not have the authority to end discussion when comments are still warranted.

F. Voting on a Motion

Once discussion on an issue has concluded, the Chair shall call the motion to a vote. Only Board members physically present at a legally called meeting are eligible to vote at that meeting. The Chair shall have discretion in the method of voting used on a particular motion, including, but not limited to:

1. General consent;
2. Voice vote;
3. Show of hands vote; or
4. Roll call vote (always required for Closed Sessions of the Board).

Unless the general consent method is applicable (i.e., there was no opposition to the issue), the Chair must always call for votes in favor and votes against the motion, even if it is obvious how the vote will result. Any Board Member may request a Roll Call vote on any matter pending before the Board. The Recording Secretary is responsible for determining whether the motion passed or failed and announcing the results to the Board. If the Chair, the Recording Secretary, or any Board member is uncertain regarding the results of a vote, the Chair or any Board member may call for a revote.

A Trustee may request that a specific oral or written statement that provides the reasons for the Trustee's particular vote on a motion be included in the minutes in accordance with the guidelines provided in Section IX. C. titled: *Verbal or Written Statements on the Record*.

G. Announcing the Result

The Recording Secretary shall be responsible for the complete announcement of the results of the vote, including the following elements:

- a. which side has the vote; and
- b. whether the motion passed or failed.

H. Special Motion Practice

1. The “Friendly Amendment”

During discussion on a motion that is on the floor, Board members may suggest a “friendly amendment” as a practical tool to avoid a formal “motion to amend”. This suggestion is appropriate when it appears that a change to the pending motion is desirable or necessary to win the support of the majority. It is accomplished when a Board member who has the floor states “I want to suggest a friendly amendment to the motion” and states the suggested amendment. If both the maker of the motion and the person who seconded the motion accept the friendly amendment, then that becomes the motion on the floor. If either object, then a more formal “motion to amend” is in order.

2. Multiple Motions on the Floor

There can be no more than three (3) motions on the floor at the same time. The Chair shall reject any additional motions until the Board has disposed of at least one of the pending motions. The Chair shall proceed to obtain a vote first, on the last motion that was made.

3. Call for “Point of Order”

A call of “Point of Order” is the procedure followed to call the attention of the Chair to a violation of the rules, an omission or a mistake in the proceedings, or any unusual situation requiring immediate attention. For example: The Chair moves on to a vote on a motion that is debatable and not all Board members have been allowed to speak on the motion. A Point of Order is not debatable, not amendable, and requires no vote since the Chair decides the point at issue. It is in order at any time. A member may appeal the ruling of the Chair. The Chair may refer the decision to the full Board for a decision by majority vote.

4. Call for “Point of Order for Violation of the Code of Conduct Policy”

Upon a call for “Point of Order for Violation of the Code of Conduct Policy”, the Chair shall immediately adjourn the meeting for a five (5) minute recess. No vote of the Board shall be required for this five (5) minute recess. In this instance, such a call for “point of order”: (1) does not need a second; (2) may interrupt a speaker; (3) is not debatable; (4) is not amendable; and (5) shall NOT require a rule of the Chair. This provision is adopted with the intention of protecting the rights of each and every Board member (or presenter before the Board) to participate fully in the business of the Board without being subject to inappropriate conduct on behalf of another. Board members however shall not abuse the “point of order” call to disrupt the flow of Board business.

Upon the Chair's call of the meeting back to order after the mandatory five (5) minute recess, it is expected that the offending party shall have had sufficient time to reflect upon their conduct and be willing to proceed in a manner consistent with this policy. In the event of continued violations of this section of the policy, or continued disruptive conduct which impairs the Board's ability to proceed with the meeting, the Board, by the adoption of an appropriate motion, may direct that the offender of this policy be removed from a particular meeting for a period of time or the remainder of that meeting. Such motion shall require a second, is not debatable and shall require an affirmative vote of a majority of Board members in attendance. In the event the offending party does not promptly remove themselves after approval of such motion, the Board Chair or the Retirement Administrator are hereby be authorized to immediately contact building security to ask for removal of the offending party from the meeting. Upon a ruling of the Chair or an approved motion of the Board, the meeting shall be recessed or adjourned as appropriate until order can be restored.

5. Call for "Orders of the Day"

This is simply another way of saying, "return to the agenda." It is not debatable, does not require a vote and the Chair simply reminds the speaker to return to the agenda. If the Chair fails to do so, the Chair's determination may be appealed to the full Board.

6. Motion to Appeal

This motion is used to appeal the ruling of the Chair and subjects the Chair's ruling to examination by the Board. Its purpose is to monitor the appropriateness and accuracy of the Chair's ruling and to prevent the arbitrary exercise of power. A "Motion to Appeal" is debatable, not amendable and must be raised immediately after the ruling in question is made by the Chair. The mover may interrupt a speaker to do so. An affirmative vote to support the Chair's ruling is requested first, followed the negative vote to reverse the ruling. A majority vote in the negative is required to overrule the Chair's ruling, a tie vote sustains the Chair's ruling.

7. Motion to Table

This ends discussion on the agenda item, is not debatable or amendable and is used to set aside the pending motion to attend to other business. If the motion is to table to a date certain, it is placed on the agenda and comes back before the Board at that time. If the motion contains no specific time period or condition, a "motion to take it off the table" and bring it back to the Board is necessary before any further discussion or consideration is appropriate. The "motion to table" is often used improperly to kill a motion or to postpone a motion to the next meeting. In most instances a "motion to postpone" (discussed below) is appropriate.

8. Motion to Postpone

A “Motion to Postpone” is to postpone any further action or discussion on a motion for a time certain or indefinitely. This motion is debatable and is amendable.

(a) A “motion to postpone to a date certain” (e.g., the next meeting, until receipt of a report, etc.) is appropriate if the Board needs more time, additional information or further due diligence on a motion or matter before the Board. A motion to postpone to a date certain automatically comes up at the next meeting as an item of “Unfinished Business” and is properly before the Board on the date specified in the motion. A motion or matter which has previously been postponed, does NOT need a motion to remove it “from the table” for it to be considered by the Board.

(b) A “motion to postpone indefinitely” is used, in effect, to kill a main motion without the Board having to take a vote on the motion. In order to protect the rights of the individual Board members, all members should be allowed to fully discuss this motion before it is put to a vote.

9. Motions to “Call the Question” or “Limit Debate”

Motions to “call the question”; “move the question”; “move the previous question”; or, “to limit debate”; are not appropriate for consideration and should not be recognized by the Chair unless all Board members have been granted the opportunity to speak at least once on a motion. These motions effectively cut off the ability of the minority to discuss an item and require a two-thirds vote to pass.

10. Motion to Reconsider

A “Motion to Reconsider” is to call back for further consideration by the Board an action previously taken on a main motion at the same meeting that the original motion was made. It can only be made by a Board member that voted on the prevailing side. It is debatable, not amendable, and requires a majority vote to pass. Its consideration may not be referred to a committee or postponed. No vote on a main motion may be reconsidered, however, if some irreversible action has been already been taken on it.

11. Motion to Rescind

A “Motion to Rescind” is to nullify a decision or action that cannot be changed by a Motion to Reconsider. It is the appropriate form of action when the Board wishes to reconsider an action taken at a previous meeting. Its purpose is to cancel, or make void, the results of a motion previously passed. A Motion to Rescind is a main motion and is in order only when no other main motion is pending. It is debatable, may be amended, and requires a majority vote to pass provided all Board members have been given advance notice by placement of the issue on the Board’s draft Agenda distributed prior to the meeting; otherwise, a two-thirds vote is required if no advance notice given. It makes no difference how long ago the main motion to be rescinded was passed. Motions may

not be rescinded, however, if irreversible actions have already been taken on them. However, in such circumstances, unexecuted portions of a motion may be rescinded.

12. Motion to Suspend the Rules

This motion allows the Board to suspend these Rules of Procedure in a given situation for a particular purpose. Its purpose is to allow the Board to violate its own rules or procedures when circumstances warrant. It is only applicable to these procedural rules, and does not apply to plan provisions and applicable law. It is debatable, but requires a two-thirds vote to pass as it effectively operates as an amendment of these Rules of Procedure (albeit for a single instance) without advance notice to the Board members by placement on the draft Agenda.

VIII. CLOSED SESSIONS

A. Purposes

The Board may meet in closed session only for the following purposes:

1. To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of a public officer, employee, staff member, or individual agent, if the named person requests a closed hearing.
2. For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement when either negotiating party requests a closed hearing.
3. To consider the purchase or lease of real property up to the time and option to purchase or lease that real property is obtained.
4. To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only when an open meeting would have a detrimental financial effect on the litigating or settlement position of the Board.
5. To review the specific content of an application for employment or appointment to public office when the candidate requests that the application remain confidential.
6. To consider material exempt from discussion or disclosure by state or federal statute.
7. As otherwise provided by law, including, but not limited to, complying with the Board's attorney-client privilege or discussing confidential medical information.

B. Procedures.

1. A two-thirds (2/3) roll call vote of Board members elected or appointed and serving is required to enter into a closed session, unless the closed session is being entered for

purposes as set forth above in Sub-divisions (1) & (2) of Section VIII(A.) above (e.g., personnel or collective bargaining related matters).

2. The roll call vote and the purpose or purposes for calling the closed session shall be entered into the minutes of the meeting at which the vote is taken.

3. The Assistant Executive Director shall record a separate set of minutes at the closed session.

(i) The minutes shall include the time, date and place of the meeting; members present or absent; the purpose(s) for which the closed session has been called; a brief summary of the discussion and an indication that only matters for which the meeting was called were discussed.

(ii) These minutes shall be retained exclusively by the Assistant Executive Director of the GRSD, are not available to the public unless otherwise provided by law.

(iii) These minutes may be destroyed one (1) year and one (1) day after approval of the minutes of the regular meeting at which the closed session was approved.

4. No vote shall be taken during closed session on matters considered in closed session. Any action taken on such matters must be approved in the public portion of a meeting and recorded appropriately.

5. As a matter of practice, the Board shall convene in open session prior to adjourning to closed session.

IX. MINUTES

A. Keeping of Minutes.

The Assistant Executive Director shall keep or cause to be kept minutes of all open meetings in the form and time frame as prescribed by law. The proposed minutes shall be furnished to each member of the Board prior to the meeting at which they are to be approved. The official minutes shall be maintained in an official minute book located in the offices of the Board and authenticated by the Assistant Executive Director.

B. Requirements.

The minutes shall include the date, time, place, members present, members absent, all decisions made at open meetings and the purpose(s) for which closed sessions are called, all roll call votes and a reference to reports presented, a record of those speaking at the public comment session and the general topic on which they spoke, and items discussed when no action is taken. The minutes are intended to be the written record of what was done at a Board meeting, not what was said at the meeting. The minutes must record the Board's actions taken at a meeting. The only

action that must be recorded on a verbatim basis is the content of a motion as made, seconded, and voted upon in some manner. Motions that are withdrawn or not seconded are not required to be recorded. Any discussion regarding motions should be briefly summarized objectively.

C. Verbal or Written Statements on the Record.

While discussions regarding motions should be briefly summarized, a Trustee may request the Board's consideration for a verbal or written statement that provides the reasons for the Trustee's particular vote on a motion to be included in the minutes. The Trustee may provide the verbal or written statement at the current meeting at which the particular motion is placed on the table for consideration and vote. Such verbal or written statement would then be included in the minutes of that meeting. If a verbal statement is made at a meeting with the annotation that the verbal remarks will be committed to a written statement by the author, the written statement must be consistent with the discussion and verbal remarks made at the time of the original motion and the written statement will be included in the minutes of that meeting. In the alternative, a Trustee may state that a written statement will be provided at a future meeting in which case, the written statement would be included in the minutes of the meeting at which it is presented to the Board.

D. Corrections.

Corrections in the minutes may be made at the meeting at which they are approved. The Chairperson shall declare the minutes approved as presented on the Consent Agenda unless objections are raised or corrections made.

E. Dissemination to Public.

1. The proposed minutes of the Board shall be available to citizens for inspection at the DGRS office during normal business hours, and may be posted online at www.rscd.org.
2. Copies of the minutes shall be available upon request at a reasonable estimated cost to the requesting party in accordance with the Freedom of Information Act.
3. Proposed minutes shall be available at the GRSD office within eight (8) business days of the meeting and official minutes within five (5) days of the meeting at which they are approved. The requirements of this subsection (c) do not apply to minutes posted online as long as copies are provided at the DGRS office.
4. Family Educational Rights and Privacy Act of 1974. GRSD shall not include in or with its minutes any personally identifiable information that, if released, would prevent the GRSD from complying with Section 444 of Subpart 4 of part C of the General Education Provisions Act, 20 U.S.C. § 1232g.

X. NON-COMPLIANCE AND TRUSTEE RESIGNATION OR REMOVAL

Violation of these Rules of Procedure may result of in the removal of the offending member from the position of Chair or Vice-Chair of the GRSD Board, or from any other assignment on behalf of the Board, and may also subject the offender to censure by the Board.

A Board member who is an active employee representative is required to maintain status as an active employee of the City. Upon voluntary termination of employment, a Board member will be deemed to have resigned from the Board and the Board shall declare the office vacant and fill the vacancy.

If a Board member has been involuntarily “laid off”, then the Board member must provide his or her Notice of Layoff to the Chairperson and General Counsel. The Board will not deem the Board member to have resigned from the Board, and the Board will allow the Board member three (3) months from the date of lay-off to find employment with the City in a position whereby the Board member would be included in the membership of the GRSD.

If after the initial three (3) months period, the Board determines: (a) that the Board member is making a reasonable effort to find re-employment with the City; and (b) there is a reasonable likelihood of re-employment with the City; then the Board will consider a three (3) month extension.

If after the initial three (3) month period, the Board determines: (a) that the Board member has not made a reasonable effort to find City employment; or (b) that re-employment does not seem likely; then the Board shall declare the office vacated.

In the event a second three (3) month extension is granted and the Board member has not been re-employed with the City at the end of that three (3) month extension, the Board shall declare the office vacated.

If the Board member has had an involuntary termination of employment with the City and has filed a grievance related to the termination, then the Board, in its sole discretion and based upon the nature of the termination and basis of the grievance, may wait until the grievance is fully resolved before declaring the office vacated. If the Board member has: (a) not filed grievance with respect to the termination; or (b) the Board is of the opinion that due to the nature of the termination or the basis of the grievance the continued service of the Board member is not in the best interests of the plan participants and beneficiaries; the Board shall declare the office vacated.

XI. POLICY REVIEW

The Board shall review these Rules of Procedure at least every three (3) years to assure its efficacy and relevance. The Board may amend this policy, from time to time, by majority vote of the Board provided advance notice of such amendment is posted in the draft Agenda for the meeting at which such amendment is to be considered. In the absence of such advance notice, a two-thirds vote is required.

[ATTACHMENT A]

AGENDA

General Retirement System
of the City of Detroit
Meeting No. _____

(Date)

I. Call to Order/Roll Call

II. Approval of Agenda

III. Consent Agenda

- A. Retirements
 - 1. Service retirements;
 - 2. Early retirements;
 - 3. Vested retirements;
 - 4. Option changes;
 - 5. Change of effective retirement dates;
 - 6. Change of computation from duty/non-duty disability to service retirement;
 - 7. Spousal benefits.
- B. Confirmations – Receipts/Disbursements
- C. *[Disbursement of Fees and Expenses]*
- D. Refunds
 - 1. Annuity Savings Fund – List No. _____
 - 2. Employee Loan Program
- E. Minutes
 - 1. For Distribution
 - 2. For Approval
 - 3. Pending/Unavailable

IV. Reports (as applicable)

- A. Medical Director
- B. Assistant Executive Director
 - 1. Applications for Disability Retirement
 - 2. *[Disbursement of Fees and Expenses]*
- C. Executive Director's Report
- D. Investment Officers' Report
- E. General Counsel's Report
 - 1. Pending legislation
 - 2. New litigation
 - 3. Pending litigation
 - 4. Domestic Relations matters/EDROs
- F. Special Legal Counsel Reports
- G. Securities Litigation
 - 1. Legal counsel report
 - 2. Trustee questions

V. Unfinished Business

VI. New Business

VII. Public Comment

VIII. Trustee Comment/Open Forum

IX. Adjournment