



City of Cincinnati Retirement System Governance Committee Meeting

Minutes, September 2, 2021 12:00PM
City Hall – Council Chambers and via Zoom

Committee Members

Mark Menkhaus, Jr, Chair Bill Moller
Don Stiens, Vice Chair
Tom Gamel
Kathy Rahtz
Erica Winstead

Administration

Paula Tilsley
Renee Kabin
Ann Schooley

Absent: Betsy Sundermann

Meeting was called to order by M. Menkhaus, Jr. at 12:04 P.M. and a roll call of attendance was taken.

APPROVAL OF MINUTES

D. Stiens made a motion to approve the minutes from the June 10, 2021 meeting. E. Winstead seconded the motion. A roll call vote was taken to approve the minutes. Roll call vote results follow:

M. Menkhaus, Jr. - Y
D. Stiens – Y
T. Gamel – Y
K. Rahtz – Y
E. Winstead - Y

Minutes of the June 10, 2021 Governance Committee meeting were approved.

UNFINISHED BUSINESS

Continued Revision and Update of Board Rules

There were several changes discussed with the intent to harmonize with the Governance Manual and remove conflicts with CSA provisions. K. Rahtz gave an overview of her proposed additions and revisions to language involving elections appeals and protests.

Committee Action

Mark Menkhaus, Jr. made a motion to change the language in the Governance Manual in Section III, subsection D. involving the number of missed meetings to remain a trustee on the Board from two-thirds to three-fifths to match the Cincinnati Administrative Code. E. Winstead seconded the motion. A roll call vote was taken, with the following results: (All changes appear in *italics*)

M. Menkhaus, Jr. – Y
T. Gamel – Y
K. Rahtz – Y
D. Stiens – Y
E. Winstead – Y

The motion passed to change language in the Governance Manual Section III subsection d. to read:
A Trustee who fails to attend at least two-thirds of the regular and special meetings of the Board during any two-year period forfeits membership on the Board.

Committee Action

Mark Menkhaus, Jr. made a motion to adopt revisions to Board Rules # I, III, IV, IX, X, XVIII and XIX as they appear in the draft provided to the Committee. E. Winstead seconded the motion.

Rule X revision is the removal of the phrase “in person.”

During discussion, K. Rahtz provided additional draft text to further flesh out language regarding election appeals and protests and discussed the changes included in this draft.

T. Gamel expressed reluctance to change Rule XVIII and proposed an amendment to the motion to adopt changes for I, III, IV, IX, X, and XIX. Mr. Menkhaus Jr. accepted the friendly amendment and revised his motion to adopt the changes to Rules I, III, IV, IX and XIX. A roll call vote was taken and the results follow:

M. Menkhaus, Jr. – Y

T. Gamel – Y

K. Rahtz – Y

D. Stiens – Y

E. Winstead - Y

The motion passed to adopt revisions to Rules of the Board I, III, IV, X and XIX as they appear in the draft copy provided to the Committee.

Committee Action

Mr. Menkhaus Jr. made a motion to delete Rules XIII and XVI. K. Rahtz seconded the motion.

During discussion, Ms. Tilsley pointed out that Rule XIII conflicts with provisions in the CSA and Rule XVI is already addressed in the Cincinnati Municipal Code.

A roll call vote was taken and the results follow:

M. Menkhaus, Jr. – Y

T. Gamel – N

K. Rahtz – Y

D. Stiens – Y

E. Winstead – Y

Committee Action

M. Menkhaus, Jr. made a motion to adopt changes to Rule XIV Section E. to read: “The Board will follow the City’s Purchasing Department procedures *as described in Section N of the CSA Board Reforms.*” T. Gamel seconded the motion. A roll call vote was taken, and the results are as follows:

M. Menkhaus, Jr. – Y

T. Gamel – Y

K. Rahtz – Y

D. Stiens – Y

E. Winstead – Y

Mr. Menkhaus, Jr. initiated discussion on revising Rule V from having special meetings called by the Chairperson to changing to two or more members in order to call a special meeting. A. Schooley discussed the need to be able to call special meetings in a timely manner regarding election matters.

Committee Action

Mr. Menkhaus, Jr. made a motion to adopt changes Rule V as follows:

“Special meetings of the Board of Trustees may be held at the request of the Chairperson *or two or more members* not less than 48 hours before the time of the meetings, and not less than 24 hours’ notice to each

member. The notice for the meeting must state the time, date, location, and subjects to be considered at the meeting and be posted on the Cincinnati Retirement System's web page, in compliance with Ohio Revised Code Section 121.22. No other subject may be discussed except with the approval of a majority of the Board."

A roll call vote was taken and the results follow:

M. Menkhaus, Jr. – Y
T. Gamel – Y
K. Rahtz – Y
D. Stiens – Y
E. Winstead – Y

The motion to adopt changes to Rule V, Special Meetings, passed.

Committee Action

M. Menkhaus, Jr. made a motion to adopt changes to Rule VIII on Committees of the Board.

"The Chair shall annually appoint standing Investment, Performance Evaluation, Governance, and Elections Committees, comprised of no fewer than three members of the Board. The Chair shall fill any vacancies on committees as they may occur. The Chair may appoint special committees as needed to conduct the business of the Board. The Chair shall designate a member to chair each Committee. The Investment Committee shall adopt a regular time and place for meeting. Other Committee meetings are at the call of the Committee Chair. Notice of all committee meetings shall be given in compliance with Ohio Revised Code Section 121.22."

During discussion, D. Stiens pointed out that since the CSA describes Committees and who should be on them, there should be an addition to the first sentence, "in accordance with the CSA". A question was asked regarding why Benefits was not listed as a Committee of the Board. T. Gamel asserted that Benefits should be a standing Committee, just not a regularly scheduled one. M. Menkhaus, Jr. amended his motion to state: "The Chair shall annually appoint standing Investment, Benefits, *Performance Evaluation*, Governance, and Elections Committees, comprised of no fewer than three members of the Board, *in accordance with the CSA*." A roll call vote was taken, and results of which follow:

M. Menkhaus, Jr. – Y
T. Gamel – Y
K. Rahtz – Y
D. Stiens – Y
E. Winstead - Y

Committee Action

Having no further business, D. Stiens made a motion to adjourn. E. Winstead seconded the motion. With no further discussion, the motion to adjourn passed. Meeting was adjourned at 1:16 P.M.

Next Meeting: TBD

