



## City of Cincinnati Retirement System Governance Committee Meeting

### Minutes

March 4, 2021 12:00PM

City Hall – Council Chambers and via Zoom

#### Committee Members

Don Stiens, Chair  
Tom Gamel  
Mark Menkhaus, Jr.  
Kathy Rahtz  
Erica Winstead

Bill Moller  
John Juech

#### Administration

Bev Nussman  
Renee Kabin  
Keva Eleam

**Absent:** B. Sundermann

Meeting was called to order by D. Stiens at 12:08 P.M.

#### APPROVAL OF MINUTES

K. Rahtz made a motion to approve the minutes from the October 3, 2019 meeting. E. Winstead seconded the motion and following a roll call vote, the motion passed. Roll call vote was as follows:

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

Minutes of the October 3, 2019 Governance Committee meeting were approved.

#### UNFINISHED BUSINESS

##### **✚ Review & Update Rules of the CRS Board (2018)**

Committee reviewed the latest version of the Board Rules from 2018 and discussed moving slowly and deliberately regarding any changes. D. Stiens mentioned there was no rush to approve anything today.

D. Stiens, as chair, reviewed the sections with changes. The following discussions occurred on particular sections:

- Rule V Special Meetings was discussed. B. Moller indicated that the notification for Special Meetings should be changed from 24 hours to 48 hours to agree with CSA. T. Gamel requested that the requirement of a majority of members to call a Special Meeting be changed to 2 members to enable a minority opinion to be presented. As for who notifies the Board, B. Moller suggested that the Board Chair email the members. B. Nussman reminded the Committee members that emailing between members may constitute a meeting that is not open.
- In perusing Rule VI regarding trustee elections, D. Stiens mentioned wanting to revisit the legal opinion that determined the exclusion of DROP participants from holding an elected trustee

position. T. Gamel expressed an opinion that the requirement to email a position paper as a WORD document may be too restrictive.

- In the discussion on Rule VIII regarding Committees, D. Stiens reported wanting to adjust the Benefits Committee to an ad hoc meeting schedule. B. Moller made a comment that there is also a Performance Evaluation Committee that meets on a regular basis regarding the executive director's annual evaluation and should be included as a standing committee.
- The need to change Governance Manual Section 1.d. to be compliant with the updated Cincinnati Administrative Code on the number of missed meetings permissible was discussed.
- A discussion occurred regarding the need for two separate documents, the Governance Manual and Board Rules. K. Rahtz and T. Gamel mentioned one document would be easier to maintain.
- A discussion of Rule XIII, Review of Benefits, resulted in no action being taken, other than a comment on the requirement of CMC 203-93 that states input and recommendations from the Board be sought by the City Administration on the funding plan for healthcare.
- Rule XIV, Delegation of Functions, section E was removed, and F added. T. Gamel indicated that E & F should remain as is and that CSA section N. should be incorporated.(Can be viewed here:

<https://www.cincinnati-oh.gov/retirement/collaborative-settlement-agreement1/csa-board-reforms/>

The Governance Committee took a short recess at this point and resumed at 1:17 p.m.

- Rule XVI, Return of Contributions, was removed since addressed in CMC. K. Rahtz expressed concern that CMC did not discuss. T. Gamel wanted to know if the Board oversees the administration, should this be in the Rules? M. Menkhaus asked if the interest calculation is defined. D. Stiens indicated that CSA should be reread, and the section of CMC identified.
- Rule XX, Benefit Estimates was removed since available on website. B. Moller asked that a reference to this be included.
- Rule XXII, Annual Evaluation of Executive Director and Others was updated with wording to start annually or as needed. B. Moller discussed the Board determining the annual goals for CRS and these being the basis for evaluation. T. Gamel indicated that the wording should be similar to CSA concerning the Board exercising the right to fire Executive Director.

### ***Committee Action***

D. Stiens made a motion in the form of an item to amend the Governance Manual with an addition to Section 2.b., adding subsection iv. The proposed addition:

“iv. Representing the Board when dealing with City Council, Committees of Council, the City Administration, City employees, City retirees, the public, and the media.

1. This representation shall be limited to the consensus view of the Board, and not the personal opinions, interests, beliefs, or views of the Chair or Vice Chair.
2. All such representations shall be reported to the Board, to include the content of the representations and the parties involved.
3. All meetings with the Mayor, members of City Council, Committees of Council or the City Administration shall include at least one retiree Trustee, one employee Trustee and one Mayor-appointed Trustee when practical.
4. No Trustee, regardless of their capacity on or outside the Board, shall communicate their personal opinions, beliefs, or views relating to Board matters with City Council, Committees of Council, the City Administration, the public, or the media without the consent of the Board.”

Following discussion, D. Stiens amended his motion to include the following revised addition:  
Amend Governance Manual Section 2.b. by adding subsection iv:

“iv. Representing the Board when dealing with City Council, Committees of Council, the City Administration, City employees, City retirees, the public, and the media.

1. This representation shall be limited to the consensus view of the Board, and not the personal opinions, interests, beliefs, or views of the Chair or Vice Chair.

2. All such representations shall be reported to the Board, to include the content of the representations and the parties involved.”

T. Gamel seconded the motion. Following a roll call vote, the motion passed. Results of the roll call vote tally are as follows:

D. Stiens – Y

T. Gamel – Y

M. Menkhaus – Y

K. Rahtz – Y

E. Winstead – not present at the time of this vote.

### ***Committee Action***

Having no further business, T. Gamel made a motion to adjourn. M. Menkhaus seconded the motion and following a vote, the motion passed. Meeting was adjourned at 2:02 P.M.

Next Meeting: TBD