



**City of Cincinnati Retirement System
Governance Committee Meeting**

Agenda

**May 5, 2022 / 1:30 P.M.
City Hall, Council Chambers and via TEAMS**

Members

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

Erica Winstead
Jeff Cramerding

Administration

Mike Barnhill
Ann Schooley

Call to Order

Approval of Minutes

✚ Meeting Minutes – April 7, 2021

Unfinished Business

✚ Consideration of legal advice related to Elections Rules and DROP participants

New Business

✚ TBD

Adjournment

Next Meeting: Thursday, July 14, 2022, 12:00 P.M. City Hall Council Chambers and via TEAMS



**City of Cincinnati Retirement System
Governance Committee Meeting
Minutes
April 7, 2022/ 12:00 P.M.
City Hall – Council Chambers and remote**

Board Members Present

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

Administration

Mike Barnhill
Ann Schooley

Call to Order

The meeting was called to order at 12:09 p.m. by Chair Menkhaus and a roll call of attendance was taken. Committee members Menkhaus, Stiens, Gamel, Rahtz, Winstead and Cramerding were present. Additionally, Trustee Moller attended.

Approval of Minutes

Approval of the minutes of the 12/2/2021 meeting was moved by Trustee Gamel and seconded by Trustee Winstead. The minutes were approved by unanimous roll call vote.

Unfinished Business

Consideration of Proposed Amendments to the Election Rules (CRS Rule VII)

The Committee considered a proposal to adopt several amendments to the Election Rules (CRS Rule VII). Trustee Moller proposed amendments related to election appeals. Director Barnhill and staff proposed amendments related to cutoff dates for voting and a typographical error correction. Chair Menkhaus facilitated discussion on each proposed amendment.

The first proposal (p.2, Trustee Elections para.) sought to change the term of trustees appointed by the Mayor from “up to four years” to simply “four years”. Ms. Schooley addressed the provisions of the CSA/Agreed Order which gives the Mayor discretion with respect to the length of a trustee term up to four years. Director Barnhill observed that the intention of the CSA/Agreed Order is to create staggered terms. Following discussion, the committee tabled this item.

The second proposal (p.2, Retiree Trustees para.) sought to limit retiree voting to exclude optionees whose spouse has died. Director Barnhill observed Trustee Rahtz had pointed out prior to the meeting that the

Administrative Code permits all pensioners to vote and that has been the practice of the system since the implementation of the CSA. Director Barnhill stated CSA does appear to distinguish between retiree members (who formerly worked for and retired from the City of Cincinnati) and other persons who are covered by the plan such as optionees and survivors, and the technical language of the CSA/Agreed Order limits voting to members. But Director Barnhill could not discern any intent or discussion in the CSA that suggests optionees of deceased members should be disenfranchised, and recommended against adoption of the proposal. Following discussion, the committee tabled this item.

The third proposal (p. 2, new Elections Committee para.) requires the Elections Committee to monitor elections, assure the election rules are followed, submit the election results to the Board for approval and hear election protests. Following discussion, the Elections Committee took this up as Motion #2 (moved by Trustee Menkhaus, seconded by Trustee Stiens), and approved it by unanimous roll call vote.

The fourth proposal (p. 3, subsection (4)) sought to restore words to the paragraph that had been inadvertently deleted from the rules at some point in the past. Director Barnhill explained that without these words, the paragraph makes no sense. Trustee Stiens requested to add the word “the” in front of the restored words to improve readability. Following discussion, the Elections Committee took this up as Motion #3 (moved by Trustee Menkhaus, seconded by Trustee Winstead), and approved it by unanimous roll call vote.

The fifth proposal was to provide specific cutoff dates for voting eligibility for actives and retirees. Ms. Schooley suggested that the proposal be amended to cover DROP participants as well. Following discussion, the committee tabled these items for future consideration.

Trustee Stiens raised the question as to whom DROP members can vote for, for which seat they can run, and for which seat they can sit for. Ms. Schooley referenced a prior Law opinion holding that DROP members may not hold a seat as an active trustee. Trustee Moller asked about the past practice regarding whom DROP members could vote for. Director Barnhill responded that he believed the practice has been to have DROP members vote for active candidates. Trustee Moller raised the timing impact on the election if there are outstanding legal issues, and what happens if there are vacancies at the time a term of an incumbent ends. Discussion ensued as to the Law Dept’s past advice regarding a 30-day holdover period. The Committee requested Law to provide advice at the next meeting regarding Trustee Stiens’ and Mollers’ questions.

The sixth proposal (pp. 7-9, sections I and J) implement a process for appeals and protests. Trustee Rahtz requested that the last sentence of section J reflect that the Board decision on an election protest is final. Following discussion, the Elections Committee took up the proposal as amended as Motion #1 (moved by Trustee Menkhaus, seconded by Trustee Stiens), and approved it by unanimous roll call vote.

A redline of the amendments approved by the Committee is attached hereto.

Adjournment

Following a motion to adjourn by Trustee Stiens and seconded by Trustee Rahtz, the Governance Committee approved the motion by unanimous roll call vote. The meeting adjourned at 12:42 P.M.

Meeting video link: <https://archive.org/details/crs-governance-comm-4-7-22>

Next Meeting: May 5, 2022, at 1:30 p.m.



**Cincinnati Retirement System
Rules of the Board of Trustees**

2022

(ver: 1/24/2022)

with Election Appeals Proposal (1/24/2022)

Considered and approved by the Governance Committee, 4/7/2022

Approved by the Board, 4/7/2022

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Rule I Order of Business

- A. Approval of Minutes
- B. Reports of the Secretary and the Committees
- C. Unfinished Business
- D. New Business
- E. Informational
- F. Adjournment

Rule II Rules of Order

The Board of Trustees of the Retirement System adopts Robert’s Rules in Plain English by Doris P. Zimmerman (Scott, Foresman 1997).

Rule III Meeting Place and Time

Regular meetings of the Board of Trustees are generally held monthly in accordance with an annual calendar of dates as approved by the Board each year.

Rule IV Open Meetings

All meetings of the Board and its Committees are open to the public, except that the Board and its Committees may adjourn into Executive Session under circumstances permitted under Ohio Revised Code Section 121.22. The Secretary, which is defined as the CRS Executive Director, has the duty to cause minutes to be prepared of all meetings and keep the minutes available to the public.

Rule V Special Meetings

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.

Rule VI Election of Chair and Vice-Chair

Each December of the even-numbered years, the Board shall elect one of its members as Chair and another as Vice-Chair, to serve for two-year terms. If a vacancy in the office of the Chair

occurs, then the Vice-Chair shall succeed the Chair. The Board shall elect a member to fill any unexpired term of the Vice-Chair.

Rule VII Trustee Elections

TRUSTEE ELECTIONS

The Board is made up of four Appointed Trustees, three elected Retired Trustees, and two elected Active Employee Trustees. Only members of the Cincinnati Retirement System (“CRS”) are eligible to serve as elected Trustees or to vote in the CRS election process. Elected Trustees are elected for a four-year term. Appointed Trustees are appointed by the Mayor, with consent of the City Council, for a term of ~~up to~~ four years, ~~as determined by the Mayor~~.

Proposal tabled by the Governance Coommittee, 4/7/2022

ACTIVE EMPLOYEE TRUSTEES

Only active Members of the CRS shall be elected as Active Employee Trustees. Employees who participate in the D.R.O.P. (Deferred Retirement Option Program) are ineligible to serve on the Board of Trustees as an Active Employee Trustee. Active Employee Trustees who enroll in the D.R.O.P. during their terms shall forfeit their Trustee position on the Board effective the date of their D.R.O.P. enrollment.

Every CRS Member who is a full-time, part-time, or seasonal employee employed as of the opening of Elections shall be eligible to vote for candidates for either of the two Active Employee Trustee positions. Additionally, ballots for the Active Employee Trustees shall be provided to each Member who is classified as a Deferred Vested Member and to every employee on leave of any type.

RETIREE TRUSTEES

Only Retired Members of the City of Cincinnati Retirement System shall be elected as Retiree Trustees. Every Pensioner (a person receiving a pension benefit, but excluding optionees whose spouse has died) shall be eligible to vote for candidates for the three Retiree Board Trustee positions.

Proposal tabled by the Governance Committee, 4/7/2022

ELECTION PROCESS

A. Elections Committee

The Elections Committee of the Board shall monitor trustee elections, assure that the election rules of the Board of Trustees are followed, submit the election results to the Board of Trustees for approval, and hear election protests.

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B. Opening of Nominations

- 1) An Opening of Nominations Notice shall be prepared and distributed by the Retirement Department. The nomination period shall remain open for no less than 25 days. For counting purposes, day 1 shall be the date declared on the Opening of Nominations Notice.

*Motion #2: Approved 6-0 by the Governance Committee, 4/7/2022
Approved 7-0 by the Board, 4/7/2022*

Proposal for active cutoff date for voting eligibility: Tabled by the Governance Committee, 4/7/2022 ("employed as of the last pay period prior to the opening of nominations")

Proposal for retiree cutoff date for voting eligibility: Tabled by the Governance Committee, 4/7/2022 ("in pensioner status as of the first day of the month prior to the opening of nominations")

2) The Opening of Nominations Notice shall state all deadlines and dates pertinent to the election, including but not limited to, the deadline for nominations, the deadline for candidates' position papers, the date for the posting of the confirmed candidates' names, the opening and closing dates of the election, and the contact person's name, telephone number and email address within the Retirement Department.

3) Candidate Instructions shall include an outline of the Board's function, the duties of a Board Trustee, the meeting schedule, and attendance expectations. The following reasons disqualify any person from seeking election to the Board or remaining as a Trustee:

- a. Finding of dishonesty in any civil proceeding or disciplinary decision,
- b. Conviction of a felony for an act committed while the candidate or member was an adult, or
- c. Failure to comply with election requirements established by the Board.

4) Active Employee Trustees: The Opening of Nominations Notice shall be sent via email to all employees who have City email addresses and who are CRS Members as of the date of Opening of Nominations. City Departments shall be responsible for the distribution and posting of the Opening of Nominations Notice. Retirement Department shall mail the Opening of Nominations Notice via U.S.P.S. first-class mail to all Deferred Vested Members

5) Retiree Trustees: The Opening of Nominations Notice shall be mailed by U.S.P.S. first-class mail to all CRS Pensioners.

BC. Nomination Petition Forms

1) Nomination Petition Forms can be obtained from the Retirement Department office or website.

2) Completed Nomination Petition Forms shall contain on each page the name of the candidate, the position the candidate is seeking, and the deadline for submission of candidate's position paper.

3) Nomination Petition Forms shall require no fewer than 25 signatures and printed names of those meeting the qualification to vote in the election of a trustee. For the Active Employee Trustees, the signatures must be from active employees who are members of CRS, employees who participate in the Deferred Retirement Option Program or Deferred Vested Members of CRS. For the Retiree Trustees, the signatures must be from CRS Pensioners.

4) Nomination Petition Forms can include a single signature or multiple signatures as long as a nominated candidate receives a combined total of no less than 25 signatures from eligible CRS members from their representative group. The Nomination Petition Forms may be delivered directly to CRS, mailed to CRS, or electronic copies may be emailed to the designated CRS contact listed on the Opening of Nominations Notice.

The Governance Committee inserted "the" after "the date of".

*Motion #3: Approved 6-0 y the Governance Committee, 4/7/2022
Approved 7-0 by the Board, 4/7/2022*

5) Hard copies and electronic copies of Nomination Petition Forms must be RECEIVED by the Retirement Department (Room 328 City Hall) by the deadline posted on the Nomination Petition Form.

6) At the time that the Nomination Petition Form is due, each candidate shall provide the Retirement Department with his or her:

- a. Official home address
- b. Email address
- c. Home phone and cell phone if applicable
- d. Department/Division name
- e. Job title
- f. Years employed with the City

7) The Retirement Department shall confirm that names on petitions are eligible CRS members and shall notify the candidate within 2 business days if there are not enough legible or valid names on the petitions.

8) The list of validated candidates' names shall be posted on the Retirement Department's web page within 5 business days after the closing of the nominations.

9) If the total number of candidates validly nominated equals the number of vacancies, the election shall be declared closed and the candidates shall be declared the winners.

ED. Candidates' Position Papers

1) Each candidate shall provide the Retirement Department with a position paper in Microsoft WORD format containing no more than 200 words, on only one (1) page, no later than 4:00 P.M. on the deadline date posted on the Opening of Nomination Notice and Nomination Petition Form.

2) Each position paper must be emailed to the Retirement System contact listed on the Opening of Nominations Notice and must be received by the Retirement Department by the deadline posted on the Opening of Nominations Notice and Nomination Petition Form. It is the responsibility of the candidate to confirm receipt of his or her position paper by CRS.

3) Candidates' position papers shall be included with each ballot. The placement of each candidate's position paper shall be rotated so no single name appears as the first a greater number of times than that of the others.

4) Candidates' position papers shall not contain any profanity or derogatory comments regarding other candidates.

5) A candidate's failure to submit a position paper meeting the above-listed criteria by the deadline shall invalidate his or her candidacy.

DE. Ballots

- 1) Ballots shall be sent by U.S.P.S. first-class mail. The Ballots shall be designed by the Retirement Department and include the official Cincinnati Retirement logo and be printed on heavier than the customary 20-pound weighted paper or card-stock. Official election return envelopes shall be imprinted with a series of numeric characters and sequentially numbered in a location and of a design as determined by the Retirement Department. The official election return envelopes shall be pre-paid postage envelopes.
- 2) Returned election ballots must be contained within a sealed, official election return envelope. Copied ballots, reproduced ballots, or ballots in unsealed envelopes or unofficial return envelopes will not be deemed valid and will not be counted.
- 3) The position of the name of each candidate shall be rotated on the ballots so that no single candidate's name shall appear as the first name a greater number of times than the other candidates to the extent feasible.
- 4) No write-in candidates are permitted
- 5) A ballot with more votes than vacancies will be deemed invalid.
- 6) Ballots shall be mailed by U.S.P.S first-class mail 14 days after the close of nominations. For counting purposes, day 1 shall be the day after the close of nominations.
- 7) Employees not receiving a ballot at their address of record may request a duplicate ballot from the Retirement Department.
- 8) A duplicate ballot shall be of a different color and marked "DUPLICATE."
- 9) A duplicate ballot shall be mailed to the employee's home address on record, or picked up in person at the Retirement Department, Room 328, City Hall. A new official election return envelope will be provided with the duplicate ballot. The Retirement Department will keep a log of all members receiving duplicate ballots and check those against the ballots to be counted on Ballot Count Day.
- 10) The CRS Board and the Retirement Department are not responsible if the duplicate ballot is not returned by the deadline.
- 11) All ballots shall be returned only in the official election return envelope provided. Ballots returned in any other envelope are invalid and will not be counted.
- 12) Only one ballot shall be returned in the official election return envelope. If multiple ballots are returned in one envelope, they will be invalidated and will not be counted.

13) Ballots in the official election return envelope shall be returned by U.S.P.S. first-class mail, interdepartmental mail, or deposited directly into the locked ballot box located in the Retirement Department, Room 328, City Hall.

14) Returned ballots shall remain secure in the locked ballot box in the Retirement Department during business and non-business hours.

EF. Election

1) The election period shall be declared open on the 14th day after the close of nominations and remain open for a minimum of 21 days. The opening and closing date of the election period shall be posted on all ballots. For counting purposes, day 1 shall be the first day after the close of nominations.

2) The election shall continue for at least 21 days and close at 4:00 PM on the 21st day or the due date specified on the ballots, if later. All ballots must be received by the Retirement Department by 4:00PM on the 21st day (or the due date specified on the ballots).

FG. Counting of Ballots

1) Retirement Department shall be responsible for coordinating the Ballot Count Day and providing the ballot box to the ballot counters on Ballot Count Day.

2) Ballot Count Day shall be treated as an open meeting with the date and time posted on CRS website.

3) The ballots shall be counted by City employees within 5 business days after the close of the election.

4) If Duplicate ballots were provided to members during the election, the ballot counters will review all ballot envelopes to determine if a member submitted more than one ballot.

5) If it is determined that a member submitted more than one ballot, the ballots will be deemed invalid and discarded.

6) The Retirement Department shall notify the candidates of the time and location for the counting of ballots at least two business days prior to the counting of ballots.

7) Each candidate shall have the opportunity to attend and witness the counting of ballots, or, prior to the initiation of the counting process, to designate a proxy as their official representative to attend and witness the counting of the ballots.

8) A member of the Election Committee shall brief the candidates, or the proxies of a candidate, on the procedure for the count, as well as the appeal process regarding the count.

9) During the counting process, the candidates or their proxies shall remain in the audience seating section of the room. If a candidate or his or her proxy violates the rules of the election count or disrupts the proceedings, the Election Committee has the discretion of asking the member to leave the room or the Committee may contact the City Hall Security Staff as appropriate.

10) The Retirement Department shall notify each candidate of the unofficial election results by phone or email by the end of the next business day following the counting of ballots.

11) Election Committee shall review the results of the ballot count. The results shall include the number of issued ballots, returned valid ballots, invalidated ballots, duplicate ballots issued, and duplicate ballots returned. The Election Committee shall declare the winners of the election based on the results of the ballot count.

GH. Tied Vote Results

If a tie is declared in the count of valid ballots received, the following process shall be used to resolve the tie:

- 1) The Chair of the Election Committee shall set the time and location for resolving a tie.
- 2) Candidates shall be notified of the tie and the tie-breaking process.
- 3) A tie shall be resolved by the Chair of the Election Committee flipping a coin, once.
- 4) The candidate having the greater service credit as a member of the CRS shall call the coin while still in the air.
- 5) The coin shall fall to the ground.
- 6) The candidate whose 'called-side' lands face up shall be declared the elected candidate.

I. Appeals

If the counted ballot margin between the candidate with the most votes and another candidate is less than 1% of the total votes cast, a candidate receiving a lesser number of votes than the candidate receiving the most votes may file an appeal for a recount. An appeal must be filed in writing, either letter or email, with the Cincinnati Retirement System Executive Director, no later than 2 business days after notice of the ballot count. The Executive Director will immediately notify the Cincinnati Retirement System Board of Trustees of the appeal. A recount will be completed within 5 business days of the receipt of the appeal. Candidates will be given notice of the time and location of the recount at least 2 business days prior to the recount. If the recount

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*Motion #1: Sections I and J approved as amended 6-0 by the Governance Committee, 4/7/2022
Approved 7-0 by the Board, 4/7/2022*

results in a different candidate receiving the most votes, a second and final recount will occur within 5 business days. A candidate may withdraw an appeal at any time.

Appeals may result in an extension of the trustee election timeline as determined by the Board of Trustees Chair in consultation with the Cincinnati Retirement System Executive Director.

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J. Formal Protests

1) Nomination Petition Forms Determination

Any individual who has submitted Nomination Petition Forms which have been determined to be invalid in whole or in part resulting in fewer than 25 valid signatures required to be a candidate may file a protest. A protest must be filed in writing, either letter or email, with the Cincinnati Retirement System Executive Director within 2 business days after notice of not being a valid candidate. An individual filing a protest may withdraw the protest at any time.

2) Representative Group Determination

Any individual who has submitted Nomination Petition Forms for which a determination has been made that the individual is not a member of the represented group which the individual seeks to represent as a candidate may file a protest. Represented groups include either active employee members or retiree members. A protest must be filed in writing, either letter or email, with the Cincinnati Retirement System Executive Director within 2 business days after notice of not being a valid candidate. An individual filing the protest may withdraw the protest at any time.

3) Invalid/Invalidated Ballots

Any candidate appearing on the ballot who believes there is evidence that counted ballots are invalid or that ballots were invalidated in error prior to the ballot count may file a protest. A protest must be filed in writing, either letter or email, with the Cincinnati Retirement System Executive Director within 2 business days of notice of the ballot count. Such protest shall only be made if the number of alleged invalid ballots or invalidated ballots is sufficient to change the outcome of the election. A candidate may withdraw the protest at any time.

4) Protest Hearings

Protests shall be considered at a hearing of the Elections Committee of the Board of Trustees as soon as practicable. An individual filing the protest will receive reasonable notice of the date and time of the meeting by the Cincinnati Retirement System Executive Director. An individual making the appeal may appear before the Elections Committee.

Protests may result in an extension of the trustee election timeline as determined by the Board of Trustees Chair in consultation with the Cincinnati Retirement System Executive Director.

The Elections Committee shall render its decision in writing.

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HK. Oath of Office

The Election Committee shall submit the election results for approval to the CRS Board of Trustees at their next regularly scheduled meeting. Following approval of the election results, the Oath of Office shall be administered to the newly elected Trustee(s). If a newly elected trustee is unable to attend the Board meeting following the counting of ballots, they may be sworn in at the next Board meeting or by a Notary from the Retirement Department at another time. A newly elected Trustee must receive the Oath of Office before he/she can serve as a Board Trustee.

*Amendment to Motion 1: add to the last sentence of section I "and shall be considered the final decision."
Approved by the Governance Committee, 4/7/2022*

RETENTION AND DESTRUCTION OF BALLOTS AND RETURNED ENVELOPES

The destruction of ballots from elections as well as the envelopes used to return such ballots shall conform to the guidelines and/or retention schedules of the Cincinnati Retirement System.

Rule VIII Committees

The Chair shall annually appoint standing Investment, Benefits, 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 sub-committees or special committees as needed to conduct the business of the Board. All Committees, sub-committees and special committees shall include at least one Mayor Appointed Trustee, one Active Employee Trustee and one Retiree Trustee in accordance with the Collaborative Settlement Agreement. 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, sub-committee and special committee meetings shall be given in compliance with Ohio Revised Code Section 121.22.

Rule IX Matters Referred to Committees

The Chair shall present matters immediately to the various committees. The committees are to submit their reports at a future Board meeting.

Rule X Attendance

Board members have the duty to attend the meetings of the Board and the meetings of such committees as to which they have been appointed. A member who fails to attend at least two-thirds of the regular and special meetings of the Board during any rolling two-year period permanently forfeits membership on the Board.