



## **Governance Committee Agenda**

### **REGULAR MEETING**

**TUESDAY, MAY 28, 2024**

**TIME: 10:30 A.M. OR IMMEDIATELY FOLLOWING THE REGULAR BOARD MEETING**

### **MEETING LOCATION:**

LACERS Boardroom  
977 N. Broadway  
Los Angeles, California 90012

**Important Message to the Public**

An opportunity for the public to address the Committee in person from the Boardroom and provide comment on items of interest that are within the subject matter jurisdiction of the Committee or on any agenda item will be provided at the beginning of the meeting and before consideration of items on the agenda.

Members of the public who do not wish to attend the meeting in person may listen to the live meeting via one-way audio on Council Phone by calling (213) 621-CITY (Metro), (818) 904-9450 (Valley), (310) 471-CITY (Westside) or (310) 547-CITY (San Pedro Area).

**Disclaimer to Participants**

Please be advised that all LACERS Committee meetings are recorded.

**LACERS Website Address/link:**

[www.LACERS.org](http://www.LACERS.org)

In compliance with Government Code Section 54957.5, non-exempt writings that are distributed to a majority or all of the Board in advance of the meeting may be viewed by clicking on LACERS website at [www.LACERS.org](http://www.LACERS.org), at LACERS' offices, or at the scheduled meeting. In addition, if you would like a copy of a public record related to an item on the agenda, please call (213) 855-9348 or email at [lacers.board@lacers.org](mailto:lacers.board@lacers.org).

Chair: Janna Sidley

Committee Members: Sung Won Sohn  
Michael R. Wilkinson

Manager-Secretary: Neil M. Guglielmo

Executive Assistant: Ani Ghokassian

Legal Counselor: City Attorney's Office  
Public Pensions General  
Counsel Division

**Notice to Paid Representatives**

If you are compensated to monitor, attend, or speak at this meeting, City law may require you to register as a lobbyist and report your activity. See Los Angeles Municipal Code §§ 48.01 *et seq.* More information is available at [ethics.lacity.org/lobbying](http://ethics.lacity.org/lobbying). For assistance, please contact the Ethics Commission at (213) 978-1960 or [ethics.commission@lacity.org](mailto:ethics.commission@lacity.org).

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- I. PUBLIC COMMENTS AND GENERAL PUBLIC COMMENTS ON MATTERS WITHIN THE COMMITTEE'S JURISDICTION AND COMMENTS ON ANY SPECIFIC MATTERS ON THE AGENDA
- II. [APPROVAL OF MINUTES FOR THE MEETING OF MARCH 26, 2024, AND POSSIBLE COMMITTEE ACTION](#)
- III. [DISCUSSION ON BOARD GOVERNANCE POLICY REGARDING TEMPORARY PRESIDING OFFICERS FOR BOARD MEETINGS AND POSSIBLE COMMITTEE ACTION](#)
- IV. OTHER BUSINESS
- V. NEXT MEETING: The next Governance Committee meeting is not scheduled at this time and will be announced upon scheduling. Please continue to view the LACERS website for updated information on public access to Board/Committee meetings.
- VI. ADJOURNMENT



## **Board of Administration Agenda**

### **SPECIAL MEETING**

**TUESDAY, MAY 28, 2024**

**TIME: 10:30 A.M. OR IMMEDIATELY  
FOLLOWING THE REGULAR  
BOARD MEETING**

### **MEETING LOCATION:**

LACERS Boardroom  
977 N. Broadway  
Los Angeles, California 90012

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President: Annie Chao  
Vice President: Sung Won Sohn

Commissioners: Thuy Huynh  
Elizabeth Lee  
Gaylord "Rusty" Roten  
Janna Sidley  
Michael R. Wilkinson

Manager-Secretary: Neil M. Guglielmo

Executive Assistant: Ani Ghoukassian

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MINUTES OF THE REGULAR MEETING  
**GOVERNANCE COMMITTEE**  
LOS ANGELES CITY EMPLOYEES' RETIREMENT SYSTEM

March 26, 2024

1:06 p.m.

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PRESENT:	Chair:	Janna Sidley
	Committee Members:	Michael R. Wilkinson
	Manager-Secretary:	Neil M. Guglielmo
	Legal Counselor:	Miguel Bahamon
	Executive Assistant:	Ani Ghoukassian
ABSENT:	Committee Member:	Sung Won Sohn

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*The Items in the Minutes are numbered to correspond with the Agenda.*

I

PUBLIC COMMENTS AND GENERAL PUBLIC COMMENTS ON MATTERS WITHIN THE COMMITTEE'S JURISDICTION AND COMMENTS ON ANY SPECIFIC MATTERS ON THE AGENDA – Chair Sidley asked if any persons wished to speak on matters within the Committee's jurisdiction, and there were no public comment cards submitted.

II

APPROVAL OF MINUTES FOR THE MEETING OF NOVEMBER 28, 2023, AND POSSIBLE COMMITTEE ACTION – Committee Member Wilkinson moved approval, and adopted by the following vote: Ayes, Committee Member Wilkinson, and Chair Sidley -2; Nays, None.

III

TRIENNIAL BOARD POLICY REVIEW: ARTICLE II SECTION 1.2 BOARD EDUCATION AND TRAVEL POLICY AND POSSIBLE COMMITTEE ACTION – Chair Sidley moved approval, with the following vote: Aye, Chair Sidley -1, Nay, Committee Member Wilkinson -1, the motion did not pass. Chair Sidley directed this item be moved to the full Board for consideration.

IV

PROPOSED AMENDMENT TO BOARD GOVERNANCE POLICY ARTICLE I, SECTION 4.1 REGARDING TEMPORARY PRESIDING OFFICERS FOR BOARD MEETINGS AND POSSIBLE COMMITTEE ACTION – John Koontz, Senior Management Analyst, presented and discussed this item with the Committee for 5 minutes. Committee Members provided direction to staff and City Attorney and requested this item be brought back to the Committee for consideration.

V

OTHER BUSINESS – There was no other business.

VI

NEXT MEETING: The next Governance Committee meeting is not scheduled at this time and will be announced upon scheduling. Please continue to view the LACERS website for updated information on public access to Board/Committee meetings.

VII

ADJOURNMENT – There being no further business before the Committee, Chair Sidley adjourned the Meeting at 1:14 p.m.

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Janna Sidley  
Chair

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Neil M. Guglielmo  
Manager-Secretary



**REPORT TO GOVERNANCE COMMITTEE**  
**From: Neil M. Guglielmo, General Manager**

**MEETING: MAY 28, 2024**  
**ITEM: III**

*Neil M. Guglielmo*

**SUBJECT: DISCUSSION ON BOARD GOVERNANCE POLICY REGARDING TEMPORARY PRESIDING OFFICERS FOR BOARD MEETINGS AND POSSIBLE COMMITTEE ACTION**

ACTION:  CLOSED:  CONSENT:  RECEIVE & FILE:

**Recommendation**

That the Governance Committee (Committee):

1. Discuss and consider various options for appointing a temporary presiding officer to preside over Board Meetings in the absence of both the Board President and Vice-President; and
2. Direct staff to return to the Committee with proposed new language for the Board Governance Manual to implement those changes.

**Executive Summary**

The current procedure for appointing a temporary presiding officer in the absence of both the Board President and Vice-President may not always adhere to the 72-hour advance notice requirement under the Brown Act. To address this issue, staff recommend amending the policy to establish an order of succession for the Board Members to preside over meetings when necessary.

**Discussion**

The current Board Governance Manual outlines the process for appointing a temporary presiding officer which involves a nomination from Board Members present at the meeting. However, this action item typically requires placement on the meeting agenda, posing challenges when the President and Vice-President are unable to attend and notice cannot be provided in advance.

Article I, Section 4.1 paragraph C of the Board Governance Manual currently states:

C. Board Meeting Presiding Officer

*Board meetings shall be convened and presided over by the President of the Board. In the absence of the President, the Vice President shall assume all responsibilities and authority of the President. In the*

*absence of both the President and Vice President, the General Manager/Manager-Secretary will open the meeting and call for nominations of a President Pro Tempore from the members present to serve for the duration of the meeting. Should the last presiding officer need to leave an open meeting, they shall designate a succeeding officer. For Committee meetings, the Committee Chair shall convene and preside over the meeting. In the Chair's absence, they shall designate a succeeding officer by notifying the Commission Executive Assistant or the General Manager in advance of the meeting at which they will be absent. If the Chair needs to leave before a Committee meeting ends, they shall designate a succeeding officer.*

To ensure continuity and compliance with the Brown Act, staff propose the following three options for appointing a temporary presiding officer in lieu of the above, along with some possible considerations for discussion:

*Option 1: Designation based on Seniority/Tenure*

- The temporary presiding officer would be designated based on seniority within the Board.
- This option acknowledges experience and familiarity with Board procedures.
- However, Board Member tenure would need to be transparently documented for effectuation.

*Option 2: Designation based on Committee Chair Hierarchy*

- The temporary presiding officer would be selected based on a hierarchy of Committee Chairs, for example: (1) Investments Committee Chair, (2) Governance Committee Chair, (3) Benefits Committee Chair, and (4) Audit Committee Chair.
- This option ensures that individuals with experience leading committees assume responsibility and those Chairs are clearly and transparently documented.
- However, it may limit the pool of candidates if Committee Chairs are unavailable or unable to attend.

*Option 3: Designation based on Last Name, First Name Alphabetical Order*

- The temporary presiding officer would be selected based on alphabetical order of last names.
- This option is straightforward, impartial, and easily applied.
- However, it lacks consideration for qualifications or experience relevant to presiding over meetings.

Following the discussion and direction on this matter, staff will return with proposed new language to the Board Governance Manual for this Committee's consideration and approval before submitting the policy changes to the Board for final adoption.

**Strategic Plan Impact Statement**

The review of the Board Governance and Administrative Policies meets the LACERS Strategic Plan Board Governance Goal to uphold good governance practices which affirm transparency, accountability, and fiduciary duty.



Prepared By: John Koontz, Senior Management Analyst I

NMG/TB/EA;jk