

Trustee Communications Policy

I. Background & Objectives

- A. The Board recognizes that effective communication is an integral part of the Board's role. To carry out its role effectively, the Board must establish effective processes and mechanisms for communicating with senior management, the plan sponsor, plan members and external parties, and among Board members themselves.
- B. The primary objectives of this policy are to:
 - 1. Provide the Board, individual Board members, and senior management with guidelines for executing the communications function of the Board.
 - 2. Encourage and facilitate open, accurate, timely, and effective communications with all interested parties.

II. Principles & Assumptions

- A. Poorly executed or controlled communications by Board members may expose VCERA to significant legal or operational risks involving member services, staff and Board relations, and general public or media relations, and may lead to contradictory messaging in regard to legal interpretations, stakeholder communications, and policies and procedures.
- B. A communications policy should mitigate communications risk, while still enabling trustees to communicate freely and efficiently, subject to applicable laws.

III. Guidelines

- A. Communications Among Trustees
 - 1. The Board shall carry out its activities in accordance with the spirit of open governance, including the provisions of the Brown Act, a copy of which shall be distributed to each Board member with updates as applicable. Provisions related to communications among Trustees include, but are not limited to:
 - a. Properly noticing and posting an agenda for Board and standing committee meetings (section 54954.2 of the Brown Act); and
 - b. Allowing public comment on agenda items before or during consideration by the Board (Section 54954.3 of the Brown Act); and

- c. Properly describing all items to be considered in closed session in the notice or agenda for the meeting (Section 54954.5 of the Brown Act); and
 - d. Not conducting, or participating in, a series of communications one at a time or in a group that in total constitutes a quorum of the Board or committee either directly or through intermediaries or electronic devices, for the purpose of developing a concurrence as to action to be taken (where prohibited by Section 54953 of the Brown Act);
 - e. Refraining from commenting (including use of emojis) on other trustees' social media posts that relate to board business (Section 54952.2 of the Brown Act); and
 - f. Ensuring materials are properly made available to members of the public, upon request, without delay (Section 54957.5 of the Brown Act).
- 2. Trustees shall disclose any information they may have that is pertinent to the affairs of VCERA to the rest of the Board in a timely manner.
 - 3. Trustees shall make a good faith effort to attend and participate in all meetings of the Board and of committees on which they serve.
 - 4. During meetings of the Board and committees, trustees shall communicate in a straightforward, constructive manner.
 - 5. When communicating with plan sponsors or labor groups, individual trustees shall be clear that they are not representing the Board as a whole unless authorized to do so by the Board.

B. Trustee Communications with Plan Members

- 1. Trustees will refrain from providing explicit advice or education to plan members with respect to the technicalities of the plan provisions, where there is a risk that:
 - a. the advice or information conveyed may be inappropriate, inaccurate, or misunderstood by the member; and
 - b. the member may act on the advice or information conveyed to his or her detriment, thereby creating potential liability for VCERA.

2. In the event a plan member requests that a trustee provide explicit advice or education with respect to the technicalities of the plan provisions, the trustee is encouraged to assist the plan member by either:
 - a. Referring the plan member to the Chief Executive Officer; or
 - b. Providing the plan member's contact information to the Chief Executive Officer for follow-up.
3. A trustee shall not have ex parte communications on the merits of a quasi-adjudicative application made to the Board, such as an application for disability retirement, with any party (including participating employers) or their attorney, in accordance with the Board's Ex Parte Communication Policy.

C. Trustee Communications with VCERA Management

1. Trustees with concerns or questions concerning any aspect of VCERA operations shall direct them to the Chief Executive Officer, who shall in turn direct staff as required in order to provide the trustee with a suitable response. Legal questions should be directed to the Chief Counsel, with a copy to the Chief Executive Officer.
2. Requests for information that require significant expenditure of staff time or external resources, shall:
 - a. Be consistent with the fiduciary role and responsibilities of the Board as a whole
 - b. Be requested at Board or committee meetings for placement on a Board agenda; and
 - c. Be directed to the Chief Executive Officer.
3. Trustee or committee requests for new or special projects or reports should be directed to the Board Chair and/or the Chief Executive Officer, to be potentially placed on a Board agenda for Board approval and direction to staff.
4. The Chief Executive Officer shall ensure that all information requested by individual trustees is made available to the entire Board. Trustees shall share any significant information pertinent to the affairs of VCERA with the Chief Executive Officer in a

timely manner. Similarly, the Chief Executive Officer shall make every effort to ensure that all relevant and pertinent information is disclosed to all trustees in a timely manner.

5. As a courtesy, trustees are encouraged to provide advance notice, if possible, to a staff member as to any questions or concerns they intend to raise with staff at a board or committee meeting.

D. Trustee Communications with Retained Service Providers

1. In conjunction with the Service Provider Policy, the Board may institute a “quiet period” when:
 - a. The Board initiates a search process that may result in the appointment of a new service provider or in the expansion of its relationship with an existing service provider;
 - b. A current service provider is placed on an official “watch list” signifying that the service provider’s performance has fallen below expectations and warrants closer scrutiny; or
 - c. The Board deems it is in the best interest of VCERA to require that, for a limited period of time, communications between trustees and specified service providers be restricted to Board and committee meetings only.
2. The initiation of a quiet period will be recorded in the minutes of the Board meeting at which it occurred.
3. During quiet periods, trustees shall neither communicate with the specified service providers, except during Board or committee meetings, nor accept meals, travel, hotel, or other gifts from the specified service providers.
4. A quiet period will cease:
 - a. when a service provider has been appointed by the Board or the search process is otherwise ended; or
 - b. when a service provider on an official “watch list,” which has had a quiet period implemented, is subsequently removed from the watch list; or
 - c. when the quiet period is ended by action of the Board; or

- d. when otherwise determined by action of the Board.

E. Trustee Communications with External Parties

1. In general, when communicating with external parties, the following guidelines will apply:
 - a. When communicating in their fiduciary capacities, trustees will ensure that all communications are consistent with their sole and exclusive fiduciary duty to represent the interests of all Plan members;
 - b. Trustees will not communicate on behalf of the Board unless authorized by the Board to do so;
 - c. Trustees may voice their disagreement with decisions or policies of the Board, but shall do so in a respectful and professional manner; and
 - d. Trustees are expected to disclose when they are representing a personal position and clearly indicate if their position does not reflect the official position or policy of the Board.
2. The Chief Executive Officer shall serve as official spokesperson for VCERA. The Chief Executive Officer will, however, discuss with the Chair any public relations matters that are potentially sensitive or controversial to determine the most appropriate response and to determine whether the Chief Executive Officer or the Chair should act as spokesperson on the matter.
3. If it would be inappropriate for the Chief Executive Officer to serve as spokesperson on a particular matter (for example, if the issue pertains to the conduct of the Chief Executive Officer), then the Chair shall serve as spokesperson.
4. Trustees are encouraged to direct all media inquiries to the Chief Executive Officer for a response. Should trustees choose to respond to the inquiry themselves, they shall refrain from making unilateral commitments on behalf of the Board or VCERA and shall disclose when they are not representing an approved position of the Board or VCERA.
5. Trustees who wish to publish articles, letters or similar communication materials pertaining to VCERA and containing technical information concerning benefit provisions, shall submit them in advance to the Chief Executive Officer who will review them for technical accuracy. All such communications will contain a

disclaimer indicating that the views expressed are those of the author and do not necessarily reflect the official position of the Board.

IV. Policy Review & History

This Policy is subject to change in the exercise of the Board’s judgment. The Board shall review this policy at least every three (3) years to ensure that it remains relevant and appropriate.

Date	Action	Comments
June 2, 2003	Policy Adopted	
June 17, 2013	Reviewed & Amended	Minor changes to language
February 27, 2023	Reviewed & Amended	Added explanation that poorly executed or controlled communications “may lead to contradictory messaging in regard to legal interpretations, stakeholder communications, and policies and procedure”; Added clarification that trustees should be clear they are not representing the Board as a whole unless directed otherwise; Added step to direct legal questions to Chief Counsel, with copy to Chief Executive Officer; Added step for directing any requests for new or special projects or reports to the Chief Executive Officer and Board Chair;
October 27, 2025	Reformatted	Reformatted based on new policy format adopted by the Board on March 24, 2025
March 30, 2026	Reviewed & Amended	Updated for recent changes to Brown Act; Updated to include good faith effort by board members to attend and participate in board and committee meetings; Updated to reference the Board’s Ex Parte Communication Policy; Added reminder for trustees to contact staff in advance where possible with questions and concerns they intend to raise at upcoming board or committee meetings

August 24, 2026	Amended	Amended to reflect the Board's decision at its regular meeting on July 27, 2026, to change the job titles of Retirement Administrator to Chief Executive Officer and General Counsel to Chief Counsel.
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