

## Governance Manual

MainePERS Board of Trustees

### Board Governance

#### 1.5 – MainePERS Board Officer Elections and Position Descriptions

Date Adopted: September 13, 2012

Date Amended: November 13, 2014; October 13, 2016

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#### Policy

The Board of Trustees (Board) shall annually elect a Chair from the Trustees to serve as the primary representative of the Board in all Board matters. The Board shall also elect a Vice-Chair from the Trustees to fulfill the Chair's responsibilities in the absence of or through delegation by the Chair. The Chair and Vice Chair are the Board Officers and fulfill the duties contained in the Board Officer descriptions adopted by the Board of Trustees (See Attachment 1 and Attachment 2).

#### Statutory/Legal Provisions

- [5 M.R.S. §§ 17102](#) and [17103](#).

#### Election Process

The Board of Trustees will annually elect the Chair using the following process:

- Trustees nominate candidates for Chair at the November Board of Trustees meeting. Trustees may nominate themselves or other Trustees;
- The Board Secretary will place nominated candidate names for Chair on a paper ballot and provide one ballot to each Trustee who is physically present at the meeting;
- Those Trustees each vote for one candidate and return their ballot to the Board Secretary;
- A candidate must receive at least five votes to be elected Chair; and
- The Board Secretary counts the ballots and announces the name of the candidate receiving at least five votes. If no one has five votes, the Board Secretary announces the names of the two candidates with the highest number of votes (or more than two candidates if required by a tie), prepares a new ballot with the names of those candidates, and the process is repeated until one candidate receives at least five votes.
- The Board Chair may dispense with the above secret ballot process and conduct a voice vote if there is only one nomination.

After the Chair has been elected, the Board of Trustees will annually elect the Vice-Chair using the same process.

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### **Seating Board Officers**

The Chair and Vice-Chair begin their one year terms in the month immediately following their election. If the Chair leaves the Board before the end of the Chair's term, the Vice-Chair assumes the position of Chair *pro tem* and mid-term elections for both the Chair and Vice-Chair are held using the election process above for the remainder of the term. If the Vice-Chair leaves the Board before the end of the Vice-Chair's term, the election process is used to fill the position until the next annual election.

### Board Governance

#### Policy 1.5 – Attachment 1 - Board Chair Position Description

Date Adopted: September 13, 2012

Date Amended: November 13, 2014; October 13, 2016; November 10, 2022

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The Maine PERS Board Chair holds a position of leadership and must be able to devote the necessary time to fulfill the commitment. The purpose of the Board Chair Position Description is:

- To detail the functions of the Board Chair;
- To express the Trustees' expectations and codify the authority they are voluntarily giving to the Board Chair; and
- To outline the expertise and time commitment required so that Trustees that are interested in being Board Chair will understand the expectations of the position.

The Board Chair serves for a term of one-year. In addition to the regular duties and responsibilities inherent in the position of a Trustee, the Board Chair is responsible for:

- Meeting with the Chief Executive Officer to review the meeting agendas and written materials to ensure the proper flow of information to Trustees;
- Presiding over Board meetings to ensure that they are orderly and bringing discussion items to closure with clear direction to staff for follow-on actions;
- Appointing Trustees (or others) to committees;
- Maintaining sensitivity to and providing appropriate amounts of time for differing views without letting one view dominate to the detriment of others;
- Using appropriate process such as a simplified Robert's Rules of Order to ensure the fair participation of all Trustees in Board meeting discussions or when making decisions;
- Making sure the Board has the appropriate amount of time to effectively study and review the business under consideration;
- Presiding over appeals presented to the Board, in consultation with Board counsel;
- Maintaining knowledge of open meeting and open record laws, and encouraging Trustee and staff compliance with these laws;
- Addressing ethical issues that have been brought up by the Board, staff, Board counsel, or others in accordance with the MainePERS Standard of Conduct Policy;
- Communicating with the Vice-Chair to ensure consistency in the Board's governance;
- Assisting Trustees in fulfilling their responsibilities;
- Acting as the primary liaison between the Board and the Chief Executive Officer;
- Facilitating the Board's evaluation of the Chief Executive Officer and, in concert with the Vice-Chair, presenting the evaluation results to the Chief Executive Officer; and
- Carrying out other duties reasonably related to MainePERS as requested by the Board or the Chief Executive Officer, depending on needs and circumstances.

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#### **Policy 1.5 – Attachment 1 - Board Vice-Chair Position Description**

Date Adopted: September 13, 2012

Date Amended: November 13, 2014; October 13, 2016; November 10, 2022

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The Maine PERS Board Vice-Chair, like the Chair, holds a position of leadership and must be able to devote the necessary time to fulfill the commitment. The purpose of the Board Vice-Chair Position Description is:

- To detail the functions of the Board Vice-Chair;
- To express the Trustees' expectations and codify the authority they are voluntarily giving to the Board Vice-Chair; and
- To outline the expertise and time commitment required so that Trustees that are interested in being Board Vice-Chair will understand the expectations of the position.

The Board Vice-Chair serves for a term of one-year. In addition to the regular duties and responsibilities inherent in the position of a Trustee, the Board Vice-Chair is responsible for:

- Educating herself or himself about the major activities of MainePERS so that she or he is able to take the place of the Chair if necessary;
- Serving as the Chair of the Board if the person elected to that position has resigned or cannot serve in that capacity;
- Performing all the duties listed in the Chair's position description if called upon to do so;
- Collaborating with the Chair and with the Chief Executive Officer on a regular basis regarding the meeting agendas and MainePERS issues;
- Teaming with the Chair to convey performance evaluation results to the Chief Executive Officer on an annual basis;
- Attending additional meetings to prepare for the responsibilities of being the Board Vice-Chair; and
- Performing any other duties reasonably related to the office of Vice-Chair of MainePERS if requested by the Board or Chair.