

## **Governance Manual**

MainePERS Board of Trustees

### **Board – Chief Executive Officer Coordination**

#### **4.4 – Board / Consultants / Staff Relations**

Date Adopted: June 13, 2013

Date Amended: October 13, 2016; November 14, 2019; November 10, 2022

---

#### **Policy**

Trustees shall in part fulfill their fiduciary duty through reliance on trained and experienced professional consultants. The Chief Executive Officer shall ensure that only qualified Board consultants are presented to Trustees for their consideration.

#### **Consultants to the Board**

Board consultants shall be identified and selected through a combination of Trustee and staff actions and decisions. Staff shall thoroughly research the field of possible consultants for each need and set of criteria identified by the Board and provide the Board with a final list of candidates and the reasoning for selecting those candidates. Staff shall provide their reasoning and recommendation for which consultant to engage, and the Board shall interview the recommended consultant prior to a final Board decision.

At least every five years, staff will evaluate the performance of each consultant and make a recommendation to the Board as to whether or not a search process for a new consultant should be initiated.

Individual Trustees shall not directly contact consultants before or during their engagement without the prior knowledge of the Board Chair and Chief Executive Officer. Individual Trustees shall not give consultants direction unless this authority has been specifically delegated.

Individual Trustees shall interact with consultants consistent with the Board Standards of Conduct and all governance policies.

#### **Staff/Consultant Relations**

Consultants to the Board shall be engaged with the understanding that they report to the Board, but will work with staff in supporting Board needs. Consultants shall further be engaged with the understanding that while the majority of their work will involve working with staff in meeting Board needs, they are expected to provide independent opinions that may deviate from those of staff.

Staff shall respect the unique relationship consultants have with the Board, understanding that if issues arise between consultants and staff, consultants will first attempt to cooperatively resolve operating issues directly with staff. If issues cannot be resolved, consultants will work first with the Chief Executive Officer to resolve them, and if issues are still unresolved, report the issues directly to the Board Chair. Consultants shall also be engaged with the understanding that they are to report suspicion of or actual improper staff behavior to the Chief Executive Officer and/or Board Chair as appropriate. The Chief Executive Officer will report the contact to the Board

## **Governance Manual**

MainePERS Board of Trustees

Chair and communicate a plan of action to resolve the issue. Consultants shall be engaged with the understanding they are to report improper staff behavior as soon as possible directly to the Board Chair if the Chief Executive Officer is not resolving the issue.