

## **Board Governance**

### **1.10 – Board Meetings**

Date Adopted: October 8, 2015

Date Amended: October 11, 2018; November 12, 2020; August 12, 2021 (after notice and hearing); August 11, 2022 (after notice and hearing); October 12, 2023 (after notice and hearing)

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### **Policy**

The MainePERS Board of Trustees typically meets at least once a month. Board meetings are scheduled and held on the second Thursday of each month unless rescheduled to another date in that month due to holidays, weather or other conflicts. Additional Board meetings may be scheduled as needed.

Board meetings shall be managed by the Chair or the Chair's designee and through the use of agenda and Board materials provided to Trustees prior to each Board meeting.

This policy also applies to meetings of Board committees.

### **Statutory/Legal Provisions**

[1 M.R.S. § 400 et seq.](#)  
[5 M.R.S. § 17103](#)

### **Meeting Notice**

MainePERS Board of Trustee meetings shall comply with open public meeting laws. Notice shall be given in advance of each meeting in compliance with Maine law.

### **Agenda**

Board meeting agendas shall be set to enable Trustees to meet their legal, fiduciary, and oversight responsibilities. The agenda for each meeting shall be published to the Board meeting distribution list maintained by the Executive Department. Requests by an organization or member of the public to place an item on a Board meeting agenda must be made to the Chief Executive Officer at least two weeks prior to the meeting date and must clearly state the action requested. There is no right to have an item placed on the agenda, and items will be placed on the agenda only if determined by the Chief Executive Officer to be appropriate for the Trustees to address in meeting their responsibilities.

Copies of the agenda shall be available for guests and visitors outside the door of the boardroom.

### **Board Meeting Materials**

Board meeting materials shall be prepared with the purpose of efficiently assisting Trustees in meeting their legal, fiduciary and oversight responsibilities. The Chief Executive Officer shall ensure that Board meeting materials provide Trustees with a comprehensive understanding of issues and decisions before them in a clear and concise format. Unnecessary or extraneous information shall not be distributed as it

detracts from Trustee time available to focus on important matters. All decisions before the Board shall be presented with a range of available options accompanied by a staff recommendation of which option best serves the System and its related parties and why.

Trustees shall read the materials provided and come prepared to all meetings.

## Guests and Visitors

Guests and visitors include MainePERS consultants and vendors, parties to an appeal process and their representatives, legislators, and members of the public, including MainePERS members, retirees, and employers. Vendors and consultants with pre-issued access badges may sign-in and enter the building upon arrival and are not subject to the following escort requirements. All other visitors must be escorted to the Board room either at the designated time on the agenda or at the beginning of the morning or afternoon session, as applicable, in accordance with MainePERS security policies and practices.

The Chair shall call on guests and visitors who are not known to the Board to introduce themselves and identify whom they represent, if applicable.

Guests and visitors must be escorted to and stay in the designated waiting area when Trustees are in executive session in accordance with MainePERS security policies and practices. Guests and visitors leaving the meeting must be escorted to the reception area.

## Public Comment

The MainePERS Board of Trustees delegates the receipt, evaluation and response to public comment to the Chief Executive Officer. The MainePERS Board of Trustees receives public comment through the Chief Executive Officer in written form only and only if relevant to business currently before the Board. Public comment should be provided to the Chief Executive Officer at least one week prior to the Board meeting.

Unsolicited written information or verbal statements received on the day of the meeting are considered untimely for consideration in any of that day's discussions or decisions. Members of the public wishing to provide information to the Board can do so in writing through the Chief Executive Officer for possible consideration at a future date.

The Chair shall acknowledge the receipt of written public comment at the beginning of the meeting and, if necessary, inform guests and visitors that public comment must be received in writing through the Chief Executive Officer prior to the meeting to allow Trustees time to consider the material. The Chair will re-state that Trustees do not use written materials or verbal comments received on the day of the Board meeting in that day's discussions or decisions. The Chair shall ask guests to respect this policy. Disruptive guests shall be asked to leave the meeting.

Trustees and staff shall respect this policy by directing additional or new written or verbal public comment offered at Board meetings to the Chief Executive Officer. This will enable the Board to make decisions based on a common universe of information and speak with one voice.

The Chief Executive Officer shall work with stakeholders providing information to individual Trustees or the Board as a whole to understand their concerns. If the concerns are relevant to the business of the Board, the Chief Executive Officer will work first to resolve these concerns to the satisfaction of the stakeholder(s) and subsequently notify the Board of the concerns and the resolution. If the concerns are not resolved before a related scheduled Board action, the Chief Executive Officer shall forward the concerns to Trustees before the start of the meeting in which Board action is considered. The Chief Executive Officer shall also keep the Board informed of stakeholder concerns that are not addressed to the Board but, in the Chief Executive Officer's judgement, are relevant to the Board's legal, fiduciary, and oversight responsibilities.

The above provisions on receipt of public comment do not apply to rulemaking proceedings. Rulemaking is addressed in Board Governance Policy 2.3.

## **Remote Participation in Board Meetings**

Board members are expected to attend and participate in Board meetings in person when feasible. However, under circumstances when being physically present is not feasible, the Board Chair or presiding officer may permit one or more Board members to participate remotely using audio or videoconferencing.

If one or more Board members participate in a Board meeting by remote means, members of the public must also be permitted to attend remotely and the meeting must be conducted in accordance with 1 M.R.S. § 403-B.