EMPLOYEE TRUST FUNDS BOARD, TEACHERS RETIREMENT BOARD, AND WISCONSIN RETIREMENT BOARD
Adopted: March 18, 2010
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CONDUCT OF BOARD MEETINGS POLICY

SELECTION OF BOARD OFFICERS: CHAIRPERSON, VICE CHAIRPERSON AND SECRETARY

Wis. Stat. § 15.07 (2) provides that the chairperson, vice chairperson, and the secretary of the Employee Trust Funds Board, Teachers Retirement Board, and the Wisconsin Retirement Board must be elected in the respective Board's first meeting each year. Those having held office are eligible to be re-elected for successive terms.

FREQUENCY OF MEETINGS

Wis. Stat. § 15.07 (3) (a) requires that Employee Trust Funds Board meet quarterly. Wis. Stat. § 15.07 (3) (b) requires that the Teachers Retirement and Wisconsin Retirement Boards meet at least once per year. Boards may meet at other times on the call of the chairperson or a majority of its members.

QUORUM AND VOTING

A quorum is the minimum number of Board members that must be present in order to transact the Board's official business. A majority of the Board's members (excluding vacant seats) constitutes a quorum. Unless a more restrictive provision is adopted by the Board, a quorum may act in any matter within the jurisdiction of the Board. All official actions of the Board shall be taken by a majority vote with a quorum present. A roll call vote shall be taken upon the request of any Board member.

AGENDA

Board members shall submit any recommended agenda topics to the Board chairperson. The agenda for each meeting is prepared by the Department for approval of the Board chairperson. The agenda is made available to the public and to Board members in advance of the meeting.

NOTICE OF MEETINGS

The Wisconsin Open Meetings Law provides that public notice of all Board meetings must be given to the official state newspaper and to any news media that have filed a written request for such notice. Under Wis. Stat. § 19.84 (2), the notice must contain the time, date, place and subject matter of the meeting, including subjects intended to be considered in any contemplated closed session.

In 2007, the Wisconsin Supreme Court declared that meeting notices must conform to a "reasonableness" standard in describing the subject matter of the public meeting. The net result is that generic descriptions of subject matter are prohibited and notices must be detailed enough such that a citizen interested in a specific subject would be aware from the meeting notice that the subject might be discussed. (*State ex rel. Buswell v. Tomah Area Sch. Dist.,* 2007 WI 71, 301 Wis. 2d 178, 732 N.W.2d 804.)

Regarding notices for meetings that include closed sessions, the law provides that if the presiding officer or the officer's designee knows at the time he or she gives notice of the meeting that a closed session is contemplated, the notice must contain the subject matter to be considered in closed session. The notice "must contain enough information for the public to discern whether the subject matter is authorized for closed session under § 19.85 (1)."

Notice must be given at least 24 hours in advance of the meeting, except for good cause where such notice is impractical, the Open Meetings Law permits two hours notice. Sundays and legal holidays are disregarded in calculating the twenty-four hour notice.

CLOSED SESSIONS

A "closed session" is a meeting from which the public is excluded. Every Board meeting must initially be convened in open session. All Board business must be initiated, discussed, and acted upon in open session unless one of the exemptions in Wis. Stat. § 19.85 (1) applies.

A closed session may be held only for those specific purposes listed in Wis. Stat. § 19.85 (1) (a) – (h) (See the reference section of this policy for a copy of Wis.Stat. § 19.85). To go into closed session, Wis. Stat. § 19.85 (1) provides that a motion must be made and carried by a majority vote. The vote of each member on a motion to go into closed session must be ascertained and recorded in the minutes.

The subject matter to be discussed and the specific provisions in Wis. Stat. § 19.85 (1) authorizing the closed session must be announced by the presiding officer to those present at the meeting in which the motion is made. No business may be taken up at the closed session except that which relates to the matters contained in the presiding officer's announcement of the closed session.

PUBLIC PARTICIPATION

Members of the public may attend any open session of any Board meeting. Members of the public may not have the floor unless specifically allowed by the chairperson, with the consent of a majority of the Board members.

DETERMINATION OF PRESIDING OFFICER

A. If present, the chairperson presides.
B. If the chairperson is absent, the vice chairperson presides.
C. If the chairperson and vice chairperson are absent, the secretary presides.

D. If all officers are absent, the Board shall designate a presiding officer.

RULES OF ORDER

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern meetings in all cases to which the rules are applicable and when such rules are not inconsistent with any special rules of order the Board may adopt. A copy of the latest volume is available from the Department Board Liaison.

COMMITTEES

A. Upon adoption of a motion to establish a committee by a vote of a majority of a quorum of the Board, the chairperson shall appoint members of the committee and may designate appointees to serve as committee chair, vice chair, and secretary.
B. Committees shall have a minimum of three and a maximum of five members.
C. The Board chair shall promptly fill vacancies on committees.
D. Committees shall meet on the call of the committee chairperson or a majority of the committee's members. A majority of the committee's members shall constitute a quorum. Any motion before a committee may be passed by a majority vote of a quorum of the committee.
E. A committee may only act within the scope of the committee charter adopted by the Board.
F. Committees shall report to the full Board on their activities at the next meeting of the full Board. This report may be made in open or closed session, depending on the subject matter. Minutes of committee meetings shall be taken and distributed to all Board members.
G. Any Board member may attend any committee meeting, although only committee members may be counted for quorum or voting purposes.
H. Unless otherwise provided, the provisions of this policy document pertaining to agendas, notices, closed sessions, public participation, determination of presiding officer, and rules of order shall also apply to committee meetings, with references to the officers being to the respective officers of the committee.

REFERENCE MATERIAL

<u>Closed Session</u>

Sample statement for entering into closed session:

> "The Board will convene in closed session pursuant to the exemptions contained in section 19.85 (1) (e) of the Wisconsin statutes, for the purpose of deliberations on Appeal No. 2010-000-XXX. Assistant Attorney General _____, staff from the Office of State Employment Relations and the Board Liaisons are invited to remain during the closed session."

Wis. Stat. § 19.85 Exemptions. (1) Any meeting of a governmental body, upon motion duly made and carried, may be convened in closed session under one or more of the exemptions provided in this section. The motion shall be carried by a majority vote in such manner that the vote of each member is ascertained and recorded in the minutes.

No motion to convene in closed session may be adopted unless the chief presiding officer announces to those present at the meeting at which such motion is made, the nature of the business to be considered at such closed session, and the specific exemption or exemptions under this subsection by which such closed session is claimed to be authorized. Such announcement shall become part of the record of the meeting. No business may be taken up at any closed session except that which relates to matters contained in the chief presiding officer's announcement of the closed session. A closed session may be held for any of the following purposes:

(a) Deliberating concerning a case which was the subject of any judicial or quasi−judicial trial or hearing before that governmental body.

(b) Considering dismissal, demotion, licensing or discipline of any public employee or person licensed by a Board or commission or the investigation of charges against such person, or considering the grant or denial of tenure for a university faculty member, and the taking of formal action on any such matter; provided that the faculty member or other public employee or person licensed is given actual notice of any evidentiary hearing which may be held prior to final action being taken and of any meeting at which final action may be taken. The notice shall contain a statement that the person has the right to demand that the evidentiary hearing or meeting be held in open session. This paragraph and par. (f) do not apply to any such evidentiary hearing or meeting where the employee or person licensed requests that an open session be held.

(c) Considering employment, promotion, compensation or performance evaluation data of any public employee over which the governmental body has jurisdiction or exercises responsibility.

(d) Except as provided in s. 304.06 (1) (eg) and by rule promulgated under s. 304.06 (1) (em), considering specific applications of probation, extended supervision or parole, or considering strategy for crime detection or prevention.

(e) Deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session.

(ee) Deliberating by the council on unemployment insurance in a meeting at which all employer members of the council or all employee members of the council are excluded.

(eg) Deliberating by the council on worker's compensation in a meeting at which all employer members of the council or all employee members of the council are excluded.

(em) Deliberating under s. 157.70 if the location of a burial site, as defined in s. 157.70 (1) (b), is a subject of the deliberation and if discussing the

location in public would be likely to result in disturbance of the burial site.

(f) Considering financial, medical, social or personal histories or disciplinary data of specific persons, preliminary consideration of specific personnel problems or the investigation of charges against specific persons except where par. (b) applies which, if discussed in public, would be likely to have a substantial adverse effect upon the reputation of any person referred to in such histories or data, or involved in such problems or investigations.

(f) Conferring with legal counsel for the governmental body who is rendering oral or written advice concerning strategy to be adopted by the body with respect to litigation in which it is or is likely to become involved.

(h) Consideration of requests for confidential written advice from the government accountability Board under s. 5.05 (6a), or from any county or municipal ethics Board under s. 19.59 (5).