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Correspondence Memorandum

Date: May 25, 2018

To: Employee Trust Funds Board
 Teachers Retirement Board
 Wisconsin Retirement Board

From: Lucas Strelow, Policy Advisor, Office of Policy, Privacy & Compliance
 Laura Patterson, Policy Analyst, Office of Policy, Privacy & Compliance

Subject: Revised Board Policy – Communications Policy

ETF recommends the Boards approve the updated Communications Policy for incorporation into the Board Governance Manual.

ETF will periodically present new and updated policies to the Boards to maintain compliance, improve consistency and enhance the Boards’ governance foundations. We have identified an updated policy that requires the Boards’ approval. A copy of the policy is attached.

Policy for Approval:
Communications Policy (Attachment 1)

The Communications Policy was adopted by the Boards on December 3, 2009. The policy contains basic principles for Board members in different communications scenarios to assist in complying with open meetings laws, to avoid inadvertent conflicts of interest and to promote decorum during Board meetings. This policy helps to ensure that in communications with each other and participants in the program, Board members operate within their legal and fiduciary bounds.

The Communications Policy currently restricts “side communications” between Board members at open meetings in accordance with Wisconsin’s Open Meetings law. To clarify the meaning of the section, ETF has amended the section with additional language and examples. Side communications between board members during open meetings, such as emailing about discussion topics, can violate open meetings laws by creating a de facto separate, closed, meeting. This policy requires that members refrain

Reviewed and approved by Steve Hurley, Director, Office of Policy, Privacy, and Compliance

Electronically Signed 6/12/18

Board	Mtg Date	Item #
JM	6.21.18	3C1
ETF	6.21.18	4E
TR	6.21.18	4A
WR	6.21.18	4A

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from private communication about Board or ETF business through email, text or other methods at board meetings.

Two additional sections have been created to address communications between third parties and the Boards as well as materials provided by an attendee at an open meeting. Board correspondence from third parties should be received by the Board Liaison at least 24 hours prior to a meeting. However, if a Board member receives materials outside of a meeting from a third party, the member should forward the materials directly to the Board Liaison. In addition, materials may be received from third parties at open meetings. These materials should be handed to the Board Liaison to ensure adequate copies and time for review. Depending on the adequacy of copies, time constraints, and other factors, the information may be disseminated at the meeting or forwarded by the Board Liaison for the next Board meeting.

Staff will be at the Board meeting to answer any questions.

Attachment: Communications Policy



EMPLOYEE TRUST FUNDS BOARD,
TEACHERS RETIREMENT BOARD,
WISCONSIN RETIREMENT BOARD

Adopted: December 3, 2009

Revised:

COMMUNICATIONS POLICY

Purpose

This ~~communications~~-policy is intended to ensure that communications by Board members are handled appropriately and in a manner that best serves the benefit programs administered by the Department of Employee Trust Funds (ETF), Wisconsin Retirement System (WRS). Board members are expected to be professional and courteous in all communications. Communications by Board members shall be consistent with their fiduciary duty to represent the interests of the beneficiaries of the public employee trust fund and the proper administration of benefits. Employee Trust Funds (ETF) and all WRS participants.

Communication between Board Members at Board Meetings

Board members should communicate in an open and constructive manner during meetings of the Board and committees. Board members should refrain from private communication when discussing Board or ETF business during open meetings, for example via email, text, or instant message, to prevent a violation of Board members must conduct meetings according to Wisconsin's Open Meetings law ~~when discussing WRS business.~~¹ When a quorum of the Board or a committee of the Board meets and discusses WRS-Board business, the meeting must be open to the public and held only after proper notice is given,² and be recorded with proper minutes. However, the Board may conduct certain business in closed session in accordance with Wisconsin's Open Meetings laws.³

~~Informal gatherings of Board members for social purposes are not considered public meetings under the Wisconsin Open Meetings law or this policy.~~

Communication between Board Members Outside of Board Meetings

Any Board member may contact the Chair, or in his or her absence, the Vice-Chair, regarding issues of interest or concern ~~about the WRS~~. Board members are to contact the Board Chair or the ETF Secretary if they wish to have specific issues discussed by the Board so that these items can be added to the Board meeting agenda.

Board members must not engage in mass or sequential e-mail exchanges with other Board members relating to WRS-Board or ETF business. The Wisconsin Attorney General strongly discourages governmental bodies from using electronic mail to communicate about issues within the body's realm of authority, because of the risk of

¹ Wis. Stats., Ch 19, Subchapter V.

² § 19.84, Stats.

³ § 19.85, Stats.

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conducting a “meeting” or “convening of members” in violation of ~~the~~ Open Meetings laws.⁴

Informal gatherings of Board members for social purposes are not considered public meetings under the Wisconsin Open Meetings law or this policy.⁵ If Board issues were to be discussed at an informal gathering, however, the character of the gathering may change to a public meeting. As a result, please take caution in discussing board business outside of a formal board meeting.

Communication between the ETF Secretary (or Designee) and the Board

Notice and information for special and regularly scheduled quarterly Board meetings will be sent to all Board members before the meetings. ~~The Board may meet at any other time by unanimous mutual consent.~~ The ETF Secretary shall communicate with the Board between meetings when issues arise that require their immediate attention and consideration and may communicate other issues of interest to the Board.

Communication between a Board Member and ETF Staff

If a Board member needs ~~WRS~~ information related to benefits administration, the primary contacts are the ETF Secretary or Deputy Secretary. Board members may contact ETF Board Liaisons directly regarding meeting schedules, travel arrangements, reimbursements, and other administrative matters.

Communication between Third Parties and the Board (Directly or through ETF)

~~In order to~~ To ensure adequate time for distribution, communication should be received by ETF through the ETF Board Liaison, at least 24 hours prior to a meeting, in accordance with Board correspondence procedures posted on ETF’s website. Board members shall forward to the Board Liaison any materials received directly from third parties.

Any correspondence to the Board received by ETF will be directed to the applicable Board without edit or redaction. All correspondence will be reviewed by ETF staff, and Board members will be informed that the correspondence includes individual personal information, and, if applicable, protected health information, that may be protected from disclosure by state or federal law. ETF will review and, as necessary, redact personal information from the correspondence prior to any posting of the material on the ETF web-site.

Board members shall safeguard and keep confidential any personal information received from third parties, as per the Board’s Privacy of Personal Information Policy.

Materials Provided by an Attendee to the Board at an Open Meeting

⁴ § 19.82(2), Stats.

⁵ § 19.82(2), Stats.

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While ETF procedures provide that materials be submitted to ETF at least 24 hours prior to a Board meeting, Board members may receive materials from third party attendees at an open Board meeting. Board members and attendees shall transfer any such materials directly to the Board Liaison. If there are sufficient copies, the Board Liaison may disseminate the information to the Board. If there are not sufficient copies to be disseminated at the meeting, the Board Liaison will distribute the information as correspondence prior to the next Board meeting.

Communication between a Board Member and a Service Provider or ~~Third Party~~Vendor

If a Board member is contacted by anyone with a future interest in doing business with ~~the WRSETF or the Board~~, the Board member should refer the individual to the ETF Secretary. The Secretary may refer the matter to the appropriate ETF staff or other advisors to evaluate the business inquiry or solicitation.

When a Board member discusses ~~WRS-ETF or Board~~ business with a vendor outside of a Board meeting, that Board member's independence may be perceived as compromised and could result in the ~~B~~board member's disqualification from formal consideration of any related matters by the Board.

~~Communication between a Board Member and an External Party~~Presentations to External Groups

If a Board member is asked to make a presentation to external groups, the Board member must indicate that he or she is not speaking on behalf of the Board, unless the Board member has specifically been authorized to do so by the Board. Board members shall be respectful of the Board, its policies, and its decisions in all external communications, even if the Board member disagrees with the Board's decision. The Board should speak with a single voice on ~~WRS-ETF or Board~~ issues for the benefit of all ~~WRS~~ participants.

To ensure accuracy of materials prepared by Board members for publication or general distribution, related to the WRS, and to ensure the WRS is not inadvertently placed at risk, Board members are encouraged to provide such materials to the ETF Secretary for review prior to distribution or publication.

Discussion of Benefits and other Communication between a Board Member and ~~WRS~~ Member

Board members are discouraged from counseling ~~others~~WRS members, retirees, or beneficiaries about ~~their~~ eligibility or benefits. When a Board member discusses ~~WRS~~ business with a member outside of a Board meeting, that Board member's independence may be compromised and could result in the member's disqualification from subsequent formal consideration of any related matters by the Board. Counseling and providing specific benefit information to ~~members~~others is ~~generally~~ outside the scope of Board member duties and responsibilities. Board members should either relay

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the ~~member's benefits~~ inquiry to the ETF Secretary or encourage the ~~member person~~ to contact ETF directly ~~to talk to expert staff~~.

Communication between a Board Member and the Media

The ETF Secretary and the Board Chair are the only two individuals authorized to speak on behalf of ~~the WRSETF~~ or the Board. The primary media contact ~~for the WRS~~ is the ETF Secretary or the Secretary's designee. The ETF Secretary may designate another staff person as a spokesperson, depending on the topic of inquiry by the press. When a statement from the Board is required, the Board Chair will serve as the spokesperson ~~for the WRS~~. If the Board Chair is unavailable, the Vice-Chair will serve as the spokesperson.

For ETF internal use:

Adopted*	Deferred Compensation Board Reviewed or Revised	Group Insurance Board Reviewed or Revised	Retirement Boards (ETF, TR, WR) Reviewed or Revised
12/3/2009		05/16/2018	<u>12/3/2009</u>

*Individual board policies may vary.