

**FRESNO COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (FCERA)  
CODE OF CONDUCT POLICY**

**I. Background and Purpose**

- 1) As fiduciaries of a public trust, board members must carry out their duties in a manner consistent with various fiduciary duties set out in both common law and in statute. In addition, the Board and board members are bound by various statutes regarding conflict of interest, financial disclosure, ethics, and prohibited practices.
- 2) In addition to meeting fiduciary and other statutory duties, the Board believes it is important that board members also conduct themselves in accordance with generally accepted standards of business and social behavior. While such standards are generally clear and well known, the Board believes it is nevertheless helpful to set out its expectations in these regards and has therefore adopted this Code of Conduct.

**II. Guidelines**

1) General

a) Board members agree:

- i. To conduct themselves with decorum, honesty, integrity, professionalism and ethical behavior in all aspects of their board duties and in their relations with fellow board members, staff, service providers, and other constituents;
- ii. To actively prepare for each meeting by thoroughly reading all meeting materials in advance;
- iii. To make a good faith effort to attend and participate in all meetings of the Board and of committees on which they serve;
- iv. To pay undivided attention during meetings;
- v. To recognize that all board members and management have considerable commitments of their time, and to therefore strive to carry out the business of the Board in the most efficient and effective manner possible; and
- vi. To refrain from using portable electronic devices during meetings for communication purposes (e.g. email, text messages, calls.) The board members are supplied with a portable electronic device for agenda review during meetings and FCERA related communication and research during all other times.

2) Compliance with Laws, Policies and Rules

a) Board members agree:

- i. To become familiar with and abide by the laws pertaining to the FCERA;

- ii. To become familiar with and abide by all policies of the Board, even if they may not have supported or voted in favor of the policy; and
  - iii. To implement the enforcement provisions of this Code of Conduct.
- 3) Communications
- a) Board members agree:
    - i. To communicate in a respectful, straightforward, honest and constructive manner during all meetings of the Board and its committees; and
    - ii. To speak on behalf of the Board only when explicitly authorized to do so by the Board.
    - iii. To indicate in all statements made to the media or others concerning Board business that they do so personally and not on behalf of the FCERA, unless so authorized.

### **III. Enforcement Provisions**

- 1) The Chair, when presiding over meetings of the Board, will enforce and attempt to rectify any breaches of this Code that may occur during meetings of the Board. Similarly, committee chairs will enforce and attempt to rectify any breaches that may occur in the course of a meeting of a committee of the Board.
- 2) Any board member who believes that a fellow board member may have breached any provision of this Code of Conduct is encouraged to communicate this directly to the board member in question. Alternatively, the board member or any other external party may communicate such a concern to the Chair, who will consider the matter and determine appropriate action.
- 3) In the event a board member or external party has a concern with the conduct of the Chair, the board member may communicate such concern to the Vice-Chair, who will consider the matter and determine appropriate action.
- 4) When considering reported breaches of this Code of Conduct, the Chair and Vice Chair shall exercise their discretion, but the Board expects that they will at a minimum discuss the reported breach with the board member in question, and if necessary with the Retirement Administrator, Fiduciary Counsel, or the full Board.
- 5) Where the Chair believes that a board member has committed or refuses to cease the offending behavior, the Chair may consult with the Retirement Administrator, Fiduciary Counsel, or the full Board and recommend that the Board:
  - a) Request the offending board member to rectify past actions, if possible, or refrain from similar actions in future;

- b) Request the offending board member to undertake special educational or counseling initiatives that may be of assistance to the board member in addressing the matter;
  - c) Remove the offending board member from the position of Chair, Vice-Chair, or committee chair, or from any board committee assignment the board member may hold; or
  - d) Preclude the offending board member from serving as Chair, Vice-Chair, or committee chair, or from serving on a board committee, for a specified period of time.
- 6) Each of the enforcement provisions in Section III. 5) requires approval by two-thirds of the voting members of the Board.

#### **IV. Policy Review**

- 1) The Board shall review this policy at least every 3 years to ensure that it remains relevant and appropriate.

#### **V. Policy History**

- 1) The Board adopted this policy on April 4, 2007.
- 2) The Board of Retirement reviewed this policy on August 4, 2010 and October 7, 2015.

#### **VI. Secretary's Certificate**

I, Donald Kendig, the duly appointed Secretary of the Fresno County Employees' Retirement Association, hereby certify the adoption of this Policy.

October 7, 2015

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***Date of Action:***

*Donald C. Kendig*

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***By: Retirement Administrator***