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DEFERRED COMPENSATION PLAN BOARD REPORT 09-02



Date: January 5, 2009

To: Board of Deferred Compensation Administration

From: Staff

Subject:: Chairing of Board Meetings – Succession Order

Recommendation:

That the Board of Deferred Compensation Administration (a) adopt the proposed policy outlined in this report regarding establishing a succession order for chairing of Board meetings and (b) select Provisional Chairs for Board meetings.

Discussion:

As the Board is aware, staff has been working with legal counsel to develop bylaws for the operation of Board meetings. One of the issues which we intended to address in those bylaws concerned the question of who should chair the meeting, in successive order, in the absence of both the Chairperson and Vice-Chairperson. Although this situation has been rare in the past, it has occurred twice in recent months and staff believes it makes sense to address this issue immediately rather than waiting for development/adoption of bylaws.

The City Attorney's Office has advised that presently the Board has no specific requirement related to this issue within the Administrative Code, Robert's Rules of Order, or any other source. The City Attorney further advises that typically an issue of this type would be addressed through adoption of bylaws or formal policy.

In researching rules with other entities, staff identified three major categories of addressing order of succession for chairing meetings:

- Position Succession – This approach involves having multiple leadership positions (e.g. a Chair, Vice-Chair, Secretary, Treasurer, etc.). The body can then pre-define the order of chairmanship based on position.
- Seniority Succession – This approach involves determining a chair based on the relative length of time members have served on the body. The Los Angeles City Council is one example - if the Council President and President Pro Tempore are

absent, the individual who would preside over a meeting would be he or she who has the most cumulative seniority on the Council (and in the event of a seniority tie, the tie would be broken alphabetically).

- Meeting-by-Meeting Succession - A third approach involves taking a vote at each meeting in which the leadership positions are absent in order to select an acting chairperson. Meetings of the Los Angeles City Employees Retirement System (LACERS) utilize this type of approach.

Having considered these options, staff believes that the ideal approach for this Board would be a variation on position succession. We would propose specifically that the Board establish five leadership positions to provide that any time a quorum of the Board was in attendance, the Board would be assured of having at least one individual with express powers to act in the capacity of chairing the meeting. Since this Board does not require leadership positions with formal duties (e.g. a “Treasurer” or “Secretary”), staff would propose creating three “Provisional Chair” titles, differentiated by “First, Second, Third.”

Staff believes this approach is preferable to a seniority model given some of the challenges/burdens which can arise in tracking seniority over long periods of time; and preferable to meeting-by-meeting succession such that Board members do not have to re-debate, each time the need arises, who should be given the responsibility. An additional benefit of this approach would be in offering greater flexibility and pre-designated representation in cases where someone from the Board would be needed at a presentation to a Council Committee or full Council meeting.

Staff therefore recommends that the Board adopt the following statement of policy (which shall be drafted into Board bylaws once a proposed document is ready to be submitted to the Board):

The Board shall elect a Chairperson, Vice-Chairperson, and First, Second and Third Provisional Chairs at its first meeting following the first day in July of every even numbered year; or, in the event one of the individuals holding one of these titles separates from the Board, at the earliest possible meeting following that individual's separation. Presiding over meetings shall be the responsibility of the Chairperson; or, in the absence of the Chairperson, the Vice-Chairperson; or, in the absence of both the Chairperson and Vice-Chairperson, each Provisional Chair in numerical ranking assuming the absence of all those higher in the successive order. That successive order shall be as follows:

- 1. Chairperson*
- 2. Vice-Chairperson*
- 3. First Provisional Chair*
- 4. Second Provisional Chair*
- 5. Third Provisional Chair*

This same successive order would apply in the event that attendance of a Board representative is required at a meeting of the Los Angeles City Council or other similar official event.

Should the Board adopt this policy, staff recommends that it then select its Provisional Chairs immediately. Implementation of the policy would begin at the time Provisional Chair positions have been determined.

Submitted by:

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Approved by:

Maryanne Keehn