

**INDIANA PUBLIC RETIREMENT SYSTEM**

**BOARD GOVERNANCE MANUAL**

**Originally Adopted by the INPRS Board on September 16, 2011**

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## A. Introduction

### 1. Purpose of this Board Governance Manual

Members of the Board of Trustees of the Indiana Public Retirement System (“INPRS” or the “System”) are fiduciaries and are subject to the statutory and common law duties of a fiduciary, as well as policies adopted by the board governing their conduct, including this Board Governance Manual and the System’s Investment Policy Statement ([Appendix A](#)). Members of the board of trustees (the “Board”) acknowledge their role as fiduciaries to the funds administered by INPRS and, specifically, that the INPRS Board must prudently administer the assets of each of the INPRS-administered Funds (listed below) for the exclusive benefit of the members and beneficiaries of each of those Funds. The purpose of this Board Governance Manual is:

- a) To set forth the Board’s responsibilities provided in the Indiana Code, the Indiana Administrative Code, and Board-approved policies, as well as the Board duties and proscriptions provided under federal law;
- b) To set forth those responsibilities that have been delegated by the Board; and
- c) To facilitate the organized, efficient, and cohesive functioning of the Board.

This Board Governance Manual and all attached policies and documents shall be reviewed biennially and will be amended by the Board whenever circumstances warrant action. This Manual is intended to be in harmony with applicable laws; however, should there be any discrepancies, the law prevails. Any questions regarding this Board Governance Manual should be directed to the Executive Director of the System.

### 2. Vision Statement

*To be a 100% funded public retirement system trusted and valued by stakeholders.*

### 3. Mission Statement

*Efficiently collect contributions, effectively engage members, and prudently invest stakeholder assets to pay earned benefits.*

### 4. Principle Statements

- **Integrity.** We hold ourselves accountable to the highest standards of ethical and professional behavior.

- **Stewardship.** We prudently manage assets held in trust for current and future retirees. We are value oriented. We rigorously identify, measure and manage risk.
- **Service.** We exist to serve our stakeholders with attentiveness to high quality, respectful customer service.
- **Trust.** We are our stakeholders' trusted source of reliable information.
- **Collaboration.** We seek out stakeholder input when establishing goals and setting priorities.

## 5. **Indiana Code and Indiana Administrative Code**

The Indiana Code (IC) sections referenced in this document are available online at <http://www.in.gov/legislative/ic/code/>. The Indiana Administrative Code (IAC) is available at <http://www.in.gov/legislative/iac/>.

### **B. Overview**

#### 1. Description of the Funds

On July 1, 2011, the Indiana General Assembly created the board of trustees of the Indiana Public Retirement System to administer the following Indiana public employee retirement plans (hereinafter the "Funds")<sup>1</sup>:

- Teachers' Retirement Fund Pre-1996 Account (TRF Pre-1996)
- Teachers' Retirement Fund 1996 Account (TRF 1996)
- Teachers' MyChoice Defined Contribution Plan (TRF MyChoice)<sup>2</sup>
- Public Employees' Retirement Fund (PERF)
- Public Employees' MyChoice Defined Contribution Plan (PERF MyChoice)
- Prosecuting Attorneys' Retirement Fund (PARF)
- 1977 Police Officers' and Firefighters' Pension and Disability Fund (1977 Fund)
- Legislators' Defined Benefit Plan (LEDB Plan)
- Legislators' Defined Contribution Plan (LEDC Plan)
- Judges' Retirement System (JRS)
- State Excise Police, Gaming Agent, Gaming Control Officer and Conservation Enforcement Officers' Retirement Plan (EG&C Plan)

The INPRS board also oversees one non-retirement fund called the Special Death Benefit Fund which was created by legislation in 2017. The legislation

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<sup>1</sup> See IC 5-10.5-2 and 5-10.5-3.

<sup>2</sup> Established by 2017 legislation, to be implemented after appropriate IRS approvals are obtained. See IC 5-10.4-8.

consolidated several non-retirement death benefit funds such as the Public Safety Officers' Special Death Benefit Fund and the State Employees' Death Benefit Fund.

INPRS administers, including 11 total funds. Specifically, INPRS administers eight (8) defined benefit funds, three (3) defined contribution plans, one post-employment benefit fund in the Special Death Benefit Fund, and one custodial fund in the Pension Relief Fund. These funds are further described below.

## 2. Board of Trustees History and Structure

Prior to July 1, 2011, the retirement plans for Indiana public employees were administered by two separate boards of trustees; the Public Employees' Retirement Fund board (which also managed PARF, 1977 Fund, LRS, JRS, EG&C, and the non-retirement funds) and the Indiana State Teachers' Retirement Fund board. This administrative merger began in 2010 with the adoption of legislation requiring the two boards to name a common Executive Director.

Despite the creation of the unified INPRS board, each retirement fund continues as a separate fund under the oversight of the combined board of trustees.<sup>3</sup> INPRS is not a merger of PERF and TRF plans and neither the assets nor the liabilities of one fund become the assets or liabilities of the other. Individual funded status for each fund will continue to be calculated separately.

INPRS is governed by a nine-member Board of Trustees and each Trustee is appointed by the Governor pursuant to the following criteria<sup>4</sup>:

- one trustee with experience in economics, finance, or investments;
- one trustee with experience in executive management or benefits administration;
- one trustee who is an active or retired member of the 1977 fund and nominated by the speaker of the house of representatives;
- two trustees who are TRF members with at least 10 years of creditable service; one trustee must be nominated by the speaker of the house of representatives and one trust must be nominated by the president pro tempore of the senate; and
- one trustee who is a PERF member with at least 10 years of creditable service and must be nominated by the president pro tempore of the senate.

As well as three ex officio members:

- the Director of the State Budget Agency, or designee;

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<sup>3</sup> See IC 5-10.5-2-5 and IC 5-10.5-2-6.

<sup>4</sup> See IC 5-10.5-3-2.

- the Auditor of the State, or nominee; and
- the Treasurer of the State, or nominee.

The Indiana Code enumerates the duties and powers of the Board which include promulgating rules to administer the Funds, adopting an annual budget, and the ability to exercise all powers necessary, convenient, or appropriate to carry out and effectuate the Board's public and corporate purposes and to conduct the Board's business.<sup>5</sup>

a. State Teachers' Retirement Funds

(i) The Pre-1996 Fund

The Indiana General Assembly created the Teachers' Retirement Fund (TRF) in 1921 as a "pay-as-you-go" DB retirement system to provide pension and disability benefits to its members and their survivors/beneficiaries who meet the statutory requirements for such benefits. *Pay-as-you-go* means that the State did not pre-fund the teachers' retirements through employer contributions while the members were actively teaching. Instead, the State appropriated money for the retirement benefits as they became due for payment. Also in 1995, the General Assembly passed legislation creating the Pension Stabilization Fund ("PSF"), designed to partially fund TRF's unfunded liability of the Pre-1996 Account. The PSF was initially funded from \$439 million of employer reserves from the Pre-1996 Account and, since that time, has received contributions from the Indiana State General Fund, contributions from the Indiana State Lottery, and interest earned from the investment of PSF assets.

(ii) The 1996 Fund (TRF Hybrid)

In 1995, legislation was passed that closed the pay-as-you-go plan (named the "Pre-1996 Account") to newly hired members and created a new account for teachers hired after June 30, 1995 (the "1996 Account"). The 1996 Account was established to be actuarially pre-funded by requiring school corporations to set aside a fixed percentage of payroll for teacher retirements.

The Pre-1996 Account and the 1996 Account are multiple-employer retirement funds established to provide pension benefits for teachers and their supervisors in the State's public schools. Membership in the TRFs is required for all legally qualified and regularly employed public school teachers. TRFs provide retirement benefits, as well as death and disability benefits.

The TRFs' benefits consist of (1) a defined benefit ("DB") based upon years of service and final average salary and (2) a separate annuity savings account (ASA),

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<sup>5</sup> See IC 5-10.5-4.

which is also known as a defined contribution (“DC”) account. This ASA is based on member contributions. The mandatory member contribution rate to his or her TRF ASA (DC) is defined by law as 3.0% of each member’s salary. Each employer is authorized to elect to pick up the member contribution.<sup>6</sup>

(iii) TRF MyChoice Plan

The TRF MyChoice Plan is a defined contribution plan created by July 1, 2017 legislation to be implemented after appropriate IRS approvals are obtained. The plan provides benefits for individuals who 1) begin employment with a school corporation after the effective date of the plan and 2) make a one-time irrevocable election to participate in the TRF MyChoice Plan (rather than the TRF Hybrid Plan) within 60 days of initial employment.<sup>7</sup> If no election is made, individuals will be defaulted into the TRF Hybrid Fund. The Plan affords employees who do not intend to be long-term or career teachers the option of receiving employer contributions into their DC account combined with employee contributions instead of a state pension, thus building the corpus of the DC account at an accelerated rate. The employee contribution rate is defined by law as 3.0% of each employee’s salary.<sup>8</sup> Employers are required to pick up the employee’s contributions.<sup>9</sup> The contributions are employee directed into the various investment programs available to participants.

b. Public Employees’ Retirement Fund

The Public Employees' Retirement Fund is a multiple-employer plan created in 1945 with the passage of the Public Employees' Retirement Act to provide retirement benefits, disability, and death benefits to members and their survivors/beneficiaries who meet the statutory requirements for such benefits. Members of the PERF plans include employees of the State and employees of other governmental units who have adopted resolutions joining PERF (including cities, towns, counties, and other governmental units). Effective March 2013, INPRS administers two PERF Tiers: 1) a PERF Hybrid Fund including a defined benefit element and a defined contribution element and a PERF MyChoice Plan containing only a defined contribution element.

(i) PERF Hybrid Fund

The PERF Hybrid Fund benefit consists of (1) a pension formula benefit, based upon years of service and an average of the member’s annual compensation as defined by statute, and (2) a separate annuity savings account (“ASA”), which is also known as a defined contribution (“DC”) account

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<sup>6</sup> See IC 5-10.4-4-11.

<sup>7</sup> See IC 5-10.4-8.

<sup>8</sup> See IC 5-10.4-8-9.

<sup>9</sup> See IC 5-10.4-8-9.



. The ASA is derived from employee contributions. The employee contribution rate is defined by law as 3.0% of each employee's salary. For State employees, the law requires the State to pick up the employee's contributions to PERF.<sup>10</sup>

Contributions are made to PERF Hybrid Fund by the State and local units determined by normal cost and amortizing the unfunded accrued liability of each unit during periods established pursuant to statute. Contribution rates are set by the Board based on annual actuarial valuations.

(ii) PERF MyChoice Plan(for State employees)

The PERF MyChoice plan is a defined contribution plan that provides benefits for first-time, full-time state employees, who 1) are employed after March 1, 2013, and 2) make a one-time irrevocable election to participate in the MyChoice Plan (rather than the PERF Hybrid Plan) within 60 days of initial employment.<sup>11</sup> If no election is timely made, the employee is defaulted into the PERF hybrid fund. The Plan affords employees who do not intend to be long-term or career public servants the option of receiving employer contributions into their DC account combined with employee contributions instead of a state pension, thus building the corpus of the DC account at an accelerated rate. The contributions are employee directed into the various investment programs available to participants.

(iii) PERF MyChoice (for Political Subdivision employees)

Eligible first time or re-hired employees of participating political subdivisions may make a one-time irrevocable election to participate in the plan. If no election is timely made, the employee is defaulted into the PERF hybrid fund or the Plan depending on the employer's resolution. The Plan affords employees who do not intend to be long-term or career public servants the option of receiving employer contributions into their DC account, at the discretion of the employer, combined with employee contributions instead of a state pension, thus building the corpus of the DC account at an accelerated rate. The contributions are employee directed into the various investment programs available to participants. The effective date for participation in the Plan was set as January 2, 2016.

c. 1977 Police Officers' and Firefighters' Pension and Disability Fund

The 1977 Police Officers' and Firefighters' Pension and Disability Fund provides pension and disability benefits for local police officers and firefighters hired after

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<sup>10</sup> See IC 5-10.3-7-9.

<sup>11</sup> See IC 5-10.3-12.

April 30, 1977. Benefits for the members of this plan have been funded on an actuarial basis through contributions from cities and towns and from plan members.

The 1977 Fund pension benefit consists of a pension formula benefit based upon years of service and the first-class salary as defined by statute. The employee contribution rate is defined by law as 6% of first-class salary. Contributions are made to the 1977 Fund by the participating employer units as determined by INPRS. Contribution rates are set by the Board based on annual actuarial valuations.

In addition, INPRS Board of Trustees administers the Pension Relief Fund separate and distinct from the 1977 Fund, which was created in 1980 by the Indiana General Assembly to address the unfunded pension obligations of the police officers' and firefighters' pension systems of Indiana's cities and towns, specifically, the 1925 police pension fund, the 1937 firefighters' pension fund and the 1953 police pension fund (the "Old Funds"). INPRS is not responsible for the administration of those local pension funds, which have been closed to new membership since the creation of the 1977 Police Officers' and Firefighters' Pension and Disability Fund. However, Benefits for the members who participate in the Old Funds have been funded on a "pay-as-you-go" basis, under which benefits are paid from current revenue of cities and towns and by plan members' contributions. The state reimburses cities and towns for their entire pension benefit expenditure under the Old Funds via the Pension Relief Fund. To provide such pension relief, the State has dedicated a portion of the State's cigarette tax revenue, liquor tax revenue, Hoosier Lottery profits, and investment earnings on the Public Deposit Insurance Fund along with appropriations from the General Assembly. INPRS makes disbursements from funds provided by the General Assembly to the local police and firefighter units throughout the state that are still obliged to pay benefits under those former plans.

d. Judges' Retirement System

The Judges' Retirement System (JRS) has been in existence since 1985 to provide retirement, disability and survivor benefits for judges and magistrates. The Judges' Retirement System consists of two plans (the 1977 System and the 1985 System) that are single-employer defined benefit plans. All judges and magistrates in covered positions are required to join the JRS. The pension benefit consists of a pension formula benefit based upon years of service and the member's salary as defined by statute. The employee contribution rate is defined by law as 6% of each employee's salary. Contributions are made to the JRS by the State as determined by INPRS. The total appropriation is set by the Board based on the annual actuarial valuation.

e. Prosecuting Attorneys' Retirement Fund

The Prosecuting Attorneys' Retirement Fund (PARF) has been in existence since 1990 to provide retirement, disability and survivor benefits for Prosecuting Attorneys, Chief Deputy Prosecuting Attorneys and Deputy Prosecuting Attorneys, who are required to join PARF. PARF members are also required to join PERF. The

PARF benefit consists of a pension formula benefit based upon years of service and the member's annual compensation as defined by statute. The member contribution rate is defined by law as 6% of each employee's salary. The employer may pick up the member's contributions to PARF. Contributions are made to PARF by the State determined by normal cost and amortizing the unfunded accrued liability during periods established pursuant to statute. The total appropriation is set by the Board based on annual actuarial valuations.

f. Legislators' Retirement System

The Legislators' Retirement System (LRS) has been in existence since 1989 to provide retirement, disability and survivor benefits for members of the General Assembly. The LRS includes two plans: The Legislators' Defined Benefit Plan ("LEDB Plan") and the Legislators' Defined Contribution Plan ("LEDC Plan").

i. The Legislators' Defined Benefit Plan ("LEDB Plan")

The LEDB Plan includes only legislators of the state of Indiana who were serving on April 30, 1989, and elected participation. Legislators elected or appointed after April 30, 1989 participate in the LEDC Plan.

The LEDB Plan benefit consists of a pension formula benefit based upon the lesser of \$40 per month multiplied by the years of service in the General Assembly prior to November 8, 1989 or the highest consecutive three-year average annual salary at termination, divided by twelve. Contributions are made to the LEDB Plan by the State determined by normal cost and amortizing the unfunded accrued liability during periods established pursuant to statute. The total appropriation is set by the Board based on annual actuarial valuations.

ii. Legislators' Defined Contribution Plan ("LEDC Plan")

The LEDCP member contribution rate is defined by law as 5%. State contributions are made to the LEDCP based on a rate determined by the Board and confirmed by the budget agency not to exceed the total contribution rate paid that year by the state to INPRS for state employees.

g. State Excise Police, Gaming Agent, Gaming Control Officer and Conservation Enforcement Officers' Retirement Plan (EG&C Plan)

The State Excise Police and Conservation Enforcement Officers' Retirement Plan has been in existence since 1972 to provide retirement, disability and survivor benefits for Excise Police, Gaming Agents, Gaming Control Officers and Conservation Enforcement Officers, who are required to join EG&C Plan. The EG&C Plan benefit consists of a pension formula benefit based upon years of service and the member's annual compensation as defined by statute. The member contribution rate is defined by law as 4% of each employee's salary. The employer may pick up the member's contributions to EG&C Plan.

Contributions are made to EG&C Plan by the State determined by normal cost and amortizing the unfunded accrued liability during periods established pursuant to statute. Contribution rates are set by the Board based on annual actuarial valuations.

h. Special Death Benefit Fund

The Special Death Benefit Fund was created by legislation in 2017. The legislation consolidated several non-retirement death benefit funds such as the Public Safety Officers' Special Death Benefit Fund and the State Employees' Death Benefit Fund. The fund must be administered by INPRS, and administrative expenses paid from money in the fund. The fund consists of the fees collected from posted bail and contributions from employers who purchase coverage for employees. All money in the fund that is not needed to pay the current obligations of the fund must be invested in the same manner as INPRS's other funds. At the end of the state fiscal year, all money in the fund will remain there; none reverts back to the state general fund. This fund pays lump sum death benefits for public safety officers, state employees, motor carrier inspectors and special police employees, and for the 1977 Police and Fire Fighters Pension and Disability Fund (along with the Old Funds).<sup>12</sup>

i. Public Safety Officers' Special Death Benefit Fund

This benefit was established for the purpose of paying lump sum death benefits to the survivors of public safety officers who die in the line of duty as those positions are defined in law and certain other public safety officers identified in law if their employers pay an annual \$100 premium. The amount of the benefit currently is \$150,000.

ii. State Employee's Death Benefit

Pursuant to law the state must establish and operate a death benefit program for the payment of lump sum death benefits to the survivors of a state employee who dies in the line of duty. The state employees' death benefit is in addition to any other benefits provided by state or federal law.

The state may provide these benefits by purchasing group life insurance or establishing a program of self-insurance. In 1991, the state did establish a program of self-insurance. Because the state established a program of self-insurance, the state established a fund to be managed by INPRS and funded by such contributions as considered necessary by INPRS. INPRS must pay the lump sum payments out of this fund. The current benefit is \$100,000.

iii. Special Death Benefit for Motor Carrier Inspectors and Special Police Employees

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<sup>12</sup> See IC 5-10-9.8-2.

The Special Death Benefit fund is also responsible for the payment of lump sum death benefits to motor carrier inspectors and special police employees who die in the line of duty. The amount of the benefit is currently \$150,000.

#### iv. Special Lump Sum Death Benefits for 1977 Fund Members

This benefit was created for the purpose of paying lump sum death benefit to 1977 Fund members (in addition to members of the Old Funds) who die in the line of duty. The current amount of the benefit is \$150,000.

### 3. Governing Law

INPRS administers the Funds under Internal Revenue Code Section 401(a) and is governed by federal law, the Indiana Constitution, Indiana Code, Indiana Administrative Code, and policies set by the Board. Pursuant to Indiana law and the Internal Revenue Code, INPRS must be operated for the exclusive benefit of, and solely in the interest of, each Fund's members and their beneficiaries. In order to provide the ensuing tax advantages to its members, INPRS is required by Indiana law to meet all rules applicable to qualified plans under Section 401 of the Internal Revenue Code.<sup>13</sup> In addition, the Funds are trusts, exempt from taxation under Section 501 of the Internal Revenue Code and as an instrumentality of the State of Indiana. The Funds administered by INPRS are not regulated by Employee Retirement Income Security Act (ERISA), but INPRS may implement some of ERISA's guidance as best practice.

Many of the statutes governing or affecting the administration of INPRS are found in Title 5, Articles 10 (governing public employee benefits), 10.2 (governing both PERF and TRF), 10.3 (PERF), 10.4 (TRF) and 10.5 (governing INPRS and the Board) of the Indiana Code, as well as 36-8-8 (1977 Fund), 33-38-6 (JRS), 33-39-7 (PARF), 5-10-5.5 (EG&C), 2-3.5 (LRS), and the rules promulgated by the Board which are published in Title 35 of the Indiana Administrative Code.

### 4. Board Delegation

Indiana Code 5-10.5 enumerates the duties and powers of the Board, which include promulgating rules to administer the Funds, adopting an annual budget, and the ability to exercise all powers necessary, convenient, or appropriate to carry out and effectuate the Board's public and corporate purposes and to conduct the Board's

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<sup>13</sup> See IC 5-10.5-5-2; see also IC 2-3.5-3-3, IC 5-10-5.5-2.5, IC 5-10.2-2-1.5, IC 33-38-6-13, IC 33-39-7-22, and IC 36-8-8-2.5.

business.<sup>14</sup> To this end, the Board has delegated the day-to-day operations to the Executive Director and staff of the Funds<sup>15</sup>, though oversight of the Funds remains with the Board of Trustees.

The Executive Director carries out the policies set by the Board. The Executive Director acts on behalf of the Board, and is responsible for performing duties as assigned by the Board, as well as maintaining a record of the Board's proceedings and being responsible for the safekeeping of the books and records of the Funds, among other duties.<sup>16</sup>

See Appendix G for the board-retained duties and delegated duties of the Executive Director.

## 5. External Service Providers

INPRS may hire outside advisors to assist in carrying out Fund responsibilities and to fulfill fiduciary duties. Such advisors may include but are not limited to: actuaries, auditors, custodians, investment consultants, investment managers, external legal counsel, recordkeeper, human resource consultants, information technology support, and other technical experts.

## C. Board Duties and Responsibilities

### 1. Fiduciary Duty of the Board

The members of the Board of Trustees recognize that they serve as fiduciaries of the respective Funds. One of their primary responsibilities, in this regard, is the prudent investment of Fund assets. In addition, the Board shall exercise the care, skill, prudence and diligence that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like aims. Consequently, the Board must diversify the investments of the Funds in accordance with prudent investment standards.<sup>17</sup>

The Board has a duty of undivided loyalty, and must be impartial in the exercise of such duty, to the members of the Funds, as all Fund assets must be used for the exclusive benefit of each Fund's covered members and their beneficiaries. No part of the corpus or income of the trust may be used for or diverted to any purpose other than for the exclusive benefit of the members or their beneficiaries of each Fund.<sup>18</sup> Further, the Board may not engage in any transactions prohibited by Internal

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<sup>14</sup> See IC 5-10.5-4-1 *et seq.*

<sup>15</sup> See 35 IAC 1.2-1-2, 35 IAC 1.3-1-1, 35 IAC 14-1-12

<sup>16</sup> See IC 5-10.5-6-2; 35 IAC 1.2-1-2 and 35 IAC 14-1-12.

<sup>17</sup> See IC 5-10.3-5-3, IC 5-10.4-3-10.

<sup>18</sup> See IC 5-10.2-2-1.5.

Revenue Code Section 503(b).<sup>19</sup> Board members or anyone acting on their behalf must comply with these provisions.

Additionally, Board members who come into possession of material non-public information concerning a publicly traded company via their Board service must safeguard such information and not intentionally or inadvertently communicate it to any person unless the person needs to know for legitimate fund-related reasons. See additional restrictions in Board Trading Policy in Appendix E.

## 2. Compliance with Code of Ethics

Board members recognize that they are governed by a strict code of ethics. Because public confidence in the Board's integrity is essential not only for members and retirees, but also for the public and taxpayers of the State of Indiana, the Board endeavors to ensure that their actions conform not only with the letter of the law but also with the spirit of the law. The Indiana Code of Ethics covers members of the Board, System employees, other System staff, and some vendors (including, but not limited to, Consultants, Custodians, and Investment Managers), and supersedes previous ethics policies adopted by the Board. However, the Executive Director may adopt additional ethics-related policies covering the personnel of the System.

Below is a brief summary of the Indiana Code of Ethics promulgated pursuant to IC 4-2-6.<sup>20</sup> A Board member is considered a special state appointee ("appointee") for purposes of compliance with state ethics rules. For specific questions, Board members should consult with the Executive Director of the System.

- An appointee or former appointee shall not accept compensation from any employment, transaction, or investment which was entered into or made as a result of material information of a confidential nature.
- An appointee shall not knowingly accept a gift, favor, service, entertainment, food, drink, travel expenses, or registration fees from a person who has a business relationship with the appointee's agency or is seeking to influence an action by the appointee, except as allowed by law.
- An appointee shall not engage in political activity, including solicitation of political contributions, from another when acting in an official capacity or from persons who have a business relationship with the appointee's agency.
- An appointee shall not knowingly accept employment involving compensation of substantial value if the responsibilities are inherently

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<sup>19</sup> See IC 5-10.2-2-1.5(9). In general, a prohibited transaction under IRC 503(b) means any transaction which results in a diversion of the income or corpus of the trust to a trustee, a family member of the trustee, or a corporation controlled by the trustee.

<sup>20</sup> See 42 IAC 1 et seq.

incompatible with the responsibilities of the public office, or that would require the appointee to discuss confidential information.

- An appointee may not participate in any decision or vote that would financially benefit the appointee, the appointee's immediate family, business organizations related to the appointee, or any person or organization with whom the appointee is negotiating prospective employment.
- An appointee shall not pay or accept compensation for the performance of official duties, except as provided by law.
- An appointee shall not divulge nor benefit from confidential information, except as provided by law.
- An appointee shall not use state materials, funds, property, personnel, facilities or equipment for a purpose other than official state business.
- An appointee shall not accept employment or compensation as a lobbyist within 365 days after leaving the appointment.
- An appointee shall not accept employment or compensation from an employer within 365 days after leaving the appointment if the appointee in his/her capacity as an appointee engaged in contract negotiations or administration of the contract with the employer.
- Appointees shall be properly trained in the code of ethics by participating in ethics training within six weeks of appointment, and at least every two years during the appointee's tenure.

In addition to Indiana's Code of Ethics, there are similar ethics-related rules in the Funds' own governing statutes regarding self-dealing and conflicts of interest<sup>21</sup>, including the proscription that a trustee may not have any direct interest in the income of an investment made by the Board and may not receive any compensation for services connected with any investment made by the Board. State criminal law similarly addresses bribery, official misconduct, and conflicts of interest.<sup>22</sup> Though Board members should not participate in a discussion or vote on a matter in which they have a financial interest, a trustee is not required to recuse themselves in a case where the connection with a matter affects the trustee only as a member of the general public or of a subgroup of the general public, such as members of a Fund as a whole. The above is intended as a summary and does not affect board members' rights or obligations under the law, including under the Indiana Code of Ethics.

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<sup>21</sup> See IC 5-10.2-2-1.5 and IC 5-10.4-3-15.

<sup>22</sup> See IC 35-44.1.



### 3. Conflict of Interest Rules

Board members recognize that all Fund transactions and selections are to be based on the integrity and competence of the parties with whom the Fund is dealing and upon financial merit and benefit to Fund members and their beneficiaries, and not on personal relationships. Board members shall never act where there may be a conflict of interest or the appearance of a conflict of interest. They realize they occupy special positions of fiduciary trust and confidence such that each member must studiously and conscientiously avoid any reasonable appearance of conflict. A conflict of interest is understood to be presented in a situation wherein a relationship exists which could reasonably be expected to diminish independence or judgment in their performance of official responsibilities as a Board member. Accordingly, a Board member shall not engage in conduct that constitutes or involves a conflict of interest. It is the Board member's duty to determine if a potential conflict of interest exists, to avoid the conflict, if possible, or, where applicable, to disclose a conflict to the executive director and/or Board Chairman. If a Board member determines that a conflict of interest or potential conflict of interest exists, that individual shall have an obligation to recuse themselves from participating in the matter. As provided above, the Board member should consult with the Executive Director on any specific questions.

In furtherance of the general principles stated above, the Board has adopted the following specific rules.

#### a. Contact with Vendors

It is the Board's policy that all contact with all service vendors, Investment Managers or others seeking a business relationship with the System should be directed to the Executive Director and staff, not to individual Board members. For example, during a manager, consultant or other professional search process, it is the Board's policy that no contact with prospective bidders and individual Board members is appropriate. However, the Board recognizes three exceptions to this general rule. First, this rule is not applicable to circumstances arising in the ordinary course of business of an individual that is unrelated to the individual's status as a Board member. Second, this rule is not applicable to contacts relating to Board business with vendors with whom the Board has a current existing fiduciary relationship. For example, Board members may contact an existing Investment Manager with any questions or concerns they might have with respect to a specific investment directed by that Investment Manager. Third, any other casual incidental contact with an existing or prospective vendor that a Board member has, not directed to specific System matters, will not pose a conflict but should be immediately disclosed to the Executive Director.

#### b. Speaking Engagements

A Board member may not accept any expenses, reimbursement, or honorarium for any speeches or presentations made in his or her capacity as a Board member. This rule does not apply to circumstances where the individual is speaking or presenting in a capacity unrelated to Board membership or as to which Board membership is simply recognized as a part of such member's professional experience. See *Section 7, Board Communications*, below for guidance on board communications generally.

#### 4. Board Member Financial Reporting

Board members are exempted from the Indiana State Ethics Commission's requirement to file Financial Disclosure Statements in accordance with IC 4-2-6-8.<sup>23</sup>

#### 5. Strategic Planning

To systematically plan for the immediate and long-term challenges and needs of the System, the staff and Board will engage in a strategic planning process resulting in a strategic plan covering a three- to five-year timeframe. The Executive Director will initiate the strategic planning process and report to the Board. The Board will be responsible for:

- 1) Providing management with input on the strategic plan, including goals and strategic initiatives;
- 2) Approving the final strategic plan and operating budget to support the plan; and
- 3) Monitoring the implementation of the strategic plan.

Strategic planning is a continuous process; therefore the resulting strategic plan may be modified by the Board as needed. The strategic plan should be revisited by staff at least annually, and an update should be provided to the Board in advance of the Board's annual approval of the budget.

#### 6. Board Policy Development

Policy development should be a deliberate and proactive process. The general role of the Executive Director in the process is to assist the Board in identifying the need for Board policy, to provide the Board with analysis of the policy issues, and to develop proposed policy documents, revisions or recommendations for the Board's consideration. Policies regarding matters which have been delegated to the Executive Director and staff pursuant to Indiana Code and Appendix G do not require board approval and may be developed and approved by the executive director. Approval of a board policy will require a formal motion of the Board, to be carried by a majority of voting Board members present.

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<sup>23</sup> Advisory Opinion No. 06-I-25 dated November 9, 2006, from the Indiana State Ethics Commission

Policies are to be formally reviewed by staff as needed, or within the timeframe appropriate for each policy.

## 7. Board Communications

### a. External Communications

Board members should refrain from advising Fund members as to the rights and benefits to which a member or beneficiary may be entitled under the Funds, to the extent the trustee does not have such information. In cases where a member or beneficiary contacts a Board member with questions pertaining to personal situations or benefits matters, the member or beneficiary may be referred directly to the Executive Director and/or appropriate staff member to handle the issue.

In external communications, Board members should:

- Limit commentary in public settings to existing board policies or decisions;
- Speak on behalf of the Board only when explicitly authorized to do so by the Board;
- Clearly indicate when he or she is representing a personal position, opinion or analysis that is not necessarily a Board-approved position; and
- Indicate if he or she is speaking in a capacity other than that of a Board member.

The Executive Director and Chief Communication Officer and/or their designees will serve as the primary contacts for media and other public inquiries and will serve as spokespersons for the System and each of the Funds. When Board members are speaking on behalf of the System or Funds, the topic and speech notes should be reviewed and approved in advance by the Executive Director. If a Board member is contacted by the media, an investment professional, or other member of the public, the trustee shall direct such individual to the Executive Director and notify the Executive Director immediately. If a Board member is interviewed by the media, the Board member should clarify that they are speaking as an individual Board member and not on behalf of the Board.

**Confidentiality of Member Information:** Board members may, from time to time, have access to personal data pertaining to Fund members. Board members will not divulge or communicate such information to any person or organization, except as permitted by law.<sup>24</sup>

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<sup>24</sup> See IC 5-10.5-6-4, 35 IAC 1.2-5-1, 35 IAC 2-1-1.

b. Internal Communications/Board Portal

Each Board member will be provided access to a dedicated Board Portal for reviewing reports and materials in advance of public meetings through their personal device (i.e., tablet, notebook, PC, etc.) or equipment provided by INPRS. Information on the Board Portal shall be considered public and subject to disclosure in accordance with the Indiana Access to Public Records Act (IC 5-14-3 et. seq.), unless an exemption is applicable. Additionally, all email correspondence with Executive Director and INPRS staff shall be considered subject to public disclosure, unless an exemption is available.

**D. Board Procedure and Positions**

1. Meetings

Participation in board meetings is considered to be an essential element of a Board member's fiduciary duty. Therefore, members are expected to attend and participate in all meetings unless there are extenuating circumstances that prevent such attendance.

The Board determines and approves a regular meeting schedule on an annual basis in advance of each calendar year; the Board shall hold regular meetings at least quarterly.<sup>25</sup> Changes in the approved schedule may be made by agreement of the Board, and special meetings may be called by the chairperson or by written request of at least five trustees.<sup>26</sup> A quorum (five members) must be present in person, or participating by means allowing simultaneous communication,<sup>27</sup> to take final action. Each member is entitled to one vote, and final action can be taken on a majority vote of the trustees present (or participating by means allowing simultaneous communication pursuant to IC 5-14-1.5-3.6) at the meeting.<sup>28</sup>

It is hereby the policy of the Board to allow participation by electronic communication. Under IC 5-14-1.5-3.6, at least three (3) trustees must be physically present; all votes during the electronic meeting must be taken by roll call vote; and each trustee is required to physically attend at least one meeting annually.

Generally, the Executive Director will distribute meeting agendas and materials in advance of the meeting. Further, the Executive Director will have the investment, finance, operations staffs provide routine reports to the Board at regular board meetings.

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<sup>25</sup> See IC 5-10.5-3-8(a).

<sup>26</sup> See IC 5-10.5-3-8(b).

<sup>27</sup> See IC 5-14-1.5-3.6.

<sup>28</sup> See IC 5-10.5-3-10(c).

The INPRS Board of Trustees is subject to Indiana's Open Door Law.<sup>29</sup> Therefore, when a quorum of trustees is present, the meeting must be open to the public and must follow prescribed rules on public notice and memoranda. The Board, however, may convene an executive session under a limited set of exceptions,<sup>30</sup> where attendance is closed to the public, though any final action must be taken at a meeting open to the public.

A series of meetings among board members may constitute a meeting in violation of the Open Door Law if the board members meet in a series of at least two gatherings and the gatherings meet the following criteria: (1) one of the gatherings is attended by at least three board members but less than five members (a quorum) and the other gathering(s) include at least two board members; (2) the sum of the attending board members equals at least a quorum (five members); (3) all the gatherings concern the same subject matter and are held within a period of not more than seven consecutive days; and (4) the gatherings are held to take "official action" on public business. A gathering can occur by telephone or other electronic means, excluding electronic mail.<sup>31</sup> "Official action" means not only making decisions, but also includes the receipt of information and deliberation.

The rules contained in the current edition of *Robert's Rules of Order* should generally guide all proceedings of the board insofar as they are applicable and not inconsistent with any of the laws or policies governing the Board. Special note should be made of the rules providing for procedure in small boards. Since Robert's Rules is a guide, minor violations of strict and formal adherence to these rules will not invalidate action or decisions made by the Board. See Appendix J for a brief summary of *Robert's Rules of Order Newly Revised*.

In addition to the Open Door Law requirements, the Board is required to keep a record of all meetings.<sup>32</sup> It is desirable that the Executive Director should be delegated authority by the Board to manage and administer the System.<sup>33</sup> The Executive Director, in his sole discretion, may establish procedures for implementing and maintaining committees or working groups for investment and actuarial, audit and risk, governance and compensation, and benefits administration and other matters that the executive director determines necessary.

## 2. Board Positions

At a board meeting held on or before December 31<sup>34</sup>, the Board shall annually elect a chairperson and vice-chairperson to serve a term of one year or until successors are elected by the Board. Officers are elected by a majority of the

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<sup>29</sup> Indiana's Open Door Law is outlined at IC 5-14-1.5.

<sup>30</sup> See IC 5-14-1.5-6.1.

<sup>31</sup> See IC 5-14-1.5-3.1.

<sup>32</sup> See IC 5-10.5-3-8(e)

<sup>33</sup> See 5-10.5-6-1

<sup>34</sup> See IC 5-10.5-3-7.

applicable Board members present (or participating by means allowing simultaneous communication<sup>35</sup>).

*The following are the duties of each officer:*

Chairperson: This officer shall conduct all meetings, may assist the Executive Director in preparing the agenda, and has the ability to call special meetings.

Vice-Chairperson: This officer shall conduct board meetings in the absence of the chairperson.

### 3. Board Travel and Reimbursement

Board trustees are entitled to receive reimbursement for necessary and reasonable expenses actually incurred through service on the Board.<sup>36</sup> Board members are subject to the reimbursement procedures contained in the *INPRS Travel Policy*, which are as follows:

- A *Request For Travel Approval* form must be completed and approved by the Executive Director prior to travel. This does not apply to anticipated travel to board meetings and retreats.
- An *Expense Report* with itemized original receipts or other supporting documentation, such as Mapquest.com distance maps, must be submitted for travel reimbursement.
- Original receipts are required for all reimbursable expenses, though the System will allow reimbursement of incidental expenses under \$25.00.
- Registration fees for educational conferences should be billed to the System directly, when possible.
- If renting a car, trustees should request insurance coverage, unless the travel begins and ends in Indiana and the trustee is using an approved state of Indiana vendor, as coverage is already provided under a contract with the State of Indiana.

Board members may consult with the Executive Director for guidance on specific questions, and the Executive Assistant to the Executive Director may assist with the completion of travel forms.

### 4. Board Fiduciary Insurance

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<sup>35</sup> See IC 5-14-1.5-3.6.

<sup>36</sup> See IC 5-10.5-3-6.

The System appreciates the volunteer commitments of each Board member to the System and permits the procurement of fiduciary insurance to cover Board, officers and/or staff.

## **E. Board Policies**

The appendices provided hereafter are additional policies approved by the Board. Board policies may be added below by separate adoption of the individual policy by the Board.

**Appendix A.**      INPRS Investment Policy Statement

**Appendix B.**      Internal Audit Department Charter

**Indiana Public Retirement System**

**Internal Audit Department Charter**

First Approved on November 19, 2010

**Purpose:**

The Internal Audit Department is an analytical and evaluative function established by the Board of Trustees ("Board") of the Indiana Public Retirement System to independently examine and evaluate the activities and conditions of the Funds as a service to the Board in particular and to fund management in general. The Internal Audit Department is to assist the System in accomplishing its objectives primarily through risk analysis; examining and evaluating the adequacy and effectiveness of internal controls implemented by the System's management; and evaluating the effectiveness of processes and procedures.

The Internal Audit Department is functionally responsible to the Board and, for administrative purposes, will report to the INPRS Executive Director. The Internal Audit Department will have no executive or managerial powers or duties at the System except those relating to the management of the Internal Audit operation and external auditor.

**Authority:**

Subject to the approval of the Board, and in conjunction with the Executive Director, the Internal Audit Department is authorized to:

- Conduct a broad, comprehensive risk assessment;
- Decide on the nature, scope, and timing of audits;
- Enter all premises of the System, subject to reasonable security procedures, and have access to and inspect all systems, accounts, documents, and records;
- Require any employee of the System to supply such information and explanations relevant to the performance of an audit as may be needed;
- Have discussions with employees of the System at any reasonable time; and
- Assist in the selection and coordinate specialized services for audits requiring these services.

The Internal Audit Department will have authority to review all areas related to the System's operations. There will be no unreasonable limitations on the scope of the duties exercised by the Internal Audit Department. Where the need is indicated, special arrangements will be made for the examination of confidential



information. Internal auditors will exercise due diligence in the safeguarding and use of these resources.

Except as required by law, all information gathered and workpapers generated shall be held in confidence by the Internal Audit Department. Dissemination, except under extraordinary circumstances, shall be limited to the reports or other memoranda issued by the Internal Audit Department.

### **Professional Standards and Ethics:**

The Internal Audit Department will operate under the guidelines of the Institute of Internal Auditors' *Code of Ethics and International Standards for the Professional Practice of Internal Auditing* and these standards are incorporated by reference.

Internal auditors will have sufficient knowledge, skills, and training to effectively meet the requirements of this Charter.

### **Independence:**

Internal auditors are and will remain independent of the System's activities or operations they review, and will not be involved in the day-to-day operations of the System. The Internal Audit Department will not be involved in the implementation of internal control systems, processes or procedures; however, it may be consulted on the adequacy of these items.

### **Responsibilities:**

The Internal Audit Department is entrusted with the responsibility and duties listed below and will be accountable to the Board with oversight from the Executive Director to carry out duties and responsibilities within the context of audits performed:

- Review annually the Internal Audit Charter for any significant changes in policies and current audit practices, and obtain the Board's approval.
- Perform, or assist in the performance of, a Risk Assessment annually to determine the exposure of the System to risk and establish the direction and approach of audits. Based on the results of the risk assessment, prepare a detailed annual Audit Plan for submission to the Board for approval.
- Prepare proposed budget and staffing needs for the Internal Audit Department for management to present to the Board for fiscal year budget approval.
- Develop and establish policies and procedures as needed for conducting internal audit activities and reporting.
- Review the policies, procedures and management controls of the Funds to ensure that activities are properly managed and fulfilled in a cost-effective manner representing the best interests of members.

- Review systems and operations to assess the extent to which organizational objectives are achieved, and the adequacy of controls over activities leading to achievement of these objectives.
- Evaluate the relevance, reliability and integrity of financial and management information.
- Evaluate the use of resources with regard to economy, efficiency, and effectiveness.
- Assess the means of safeguarding assets and verifying their existence.
- Ascertain the extent of compliance with internal controls, fiduciary standards, policies, procedures, laws, and regulations.
- Recommend improvements in procedures and systems to prevent waste, extravagance, and fraud, or to improve efficiency and effectiveness.
- Provide counsel and advice to management and the Board on appropriate systems of controls and other accounting and operational matters in a consulting capacity.
- Participate as an advisor in the planning, design, development, and implementation phases of manual and automated systems to determine whether:
  - Adequate controls are incorporated in the system;
  - Thorough systems testing is performed at appropriate stages; and
  - Systems documentation is maintained, complete, and accurate.
- Carry out ad hoc appraisals, inspections, investigations, examinations or reviews requested by the Board or management.
- Contract with external service providers regarding assistance with specialized audit-related activities (e.g., specialized audits, investigations, consulting engagements, etc.).
- Coordinate with the System's external auditors to ensure all significant risks are addressed.
- Facilitate the work of any external (contracted) auditors hired by the System.
- Follow-up on audit findings identified by both internal and external audits and report to management the status of these findings.
- Draw attention and report to management and the Board on failure to take remedial action.

### **Reporting:**

The Internal Audit Department will report the following:

- Results of the annual Risk Assessment and resultant Audit Plan to the Board for approval.
- Any changes to the annual Audit Plan and projects requested by management to the Board for approval.
- A draft written report of audit results to the auditee as soon as practicable upon completion of each audit and produce a final report for the auditee and Executive Director.
- A Dashboard Report to the Board providing a summary of the audit scope and the findings, as well as, a detailed Project Report, including the background of the project, procedures performed, and where applicable, management's action plans. Additionally, a copy of the Observation Tracking log will be provided on a semi-annual basis.

**Appendix C.**      Enterprise Risk Management Policy

**Indiana Public Retirement System**

**Enterprise Risk Management Policy**

**Purpose:**

This policy sets out the enterprise risk management objectives and requirements for the Indiana Public Retirement System (“INPRS”).

**Scope:**

The policy is applicable to every INPRS Trustee and INPRS employee. Wherever practical, risk management capabilities will be a required element of vendor responses to RFP’s and will be a criterion when selecting third party service providers.

**Risk Management Statement:**

It is the responsibility of all employees within the organization to follow and adhere to this policy. Management is responsible for consistently implementing and enforcing all standardized policies. Failure to support and comply with this policy may inhibit our ability to properly serve our members, and could result in the violation of federal or state law.

In addition, it is a requirement that all INPRS policies contain specific language regarding the consideration of risk and the need for adherence with this policy.

**Enterprise Risk Philosophy:**

INPRS is committed to managing enterprise risk in a disciplined, open and transparent manner, that recognizes that opportunities and risks, and how they are managed, are virtually inseparable. To this end, the INPRS Executive Team in conjunction with Enterprise Risk Management assesses, responds to and manages the risks facing the organization. The intent is to embed enterprise risk management in a practical way into all business activities—not to impose enterprise risk management as an extra requirement. The Board provides oversight of the critical enterprise risks, as well as the process used by management to assess and manage enterprise risk. INPRS recognizes that the aim of enterprise risk management is not to eliminate risk entirely, but rather to provide the structural framework to identify, prioritize, and manage risk involved in all INPRS activities so that the residual risk is aligned with the risk appetite of INPRS.

**Policy:**

Risk is inherent to all activities of INPRS. INPRS aims to be enterprise risk aware, and actively manages to protect and enhance stakeholder value. Management will seek to take risks in an informed and proactive manner, such that:

- Enterprise risks are in alignment with INPRS’s strategic objectives;
- Established enterprise risk responses are within the parameters as established in the enterprise risk appetite; and
- INPRS is appropriately compensated for enterprise risk that is consciously being accepted by the organization.

To structure and formalize the enterprise risk management activities across the organization, INPRS has developed an enterprise risk management framework that integrates explicit consideration of enterprise risk into the existing business management processes. Foundational to the framework are the following key elements:

- Maintaining sufficient business environment and market intelligence regarding our stakeholders, investments, external governing bodies, and state codes;
- Carrying out a strategic planning process that provides adequate consideration to identifying, prioritizing and managing the enterprise risks the organization faces in the future;
- Actively managing those risks of significant likelihood and consequence in the pursuit of INPRS’ stated strategic goals and objectives and building enterprise risk management into appropriate core management processes;
- Providing a consistent enterprise risk management framework in which the risks associated with INPRS objectives will be identified and assessed resulting in transparency that will support decision making throughout INPRS;
- Identifying opportunities where the potential for additional appropriate levels of risk could provide significant benefits to stakeholders;
- Encouraging pro-active rather than re-active enterprise risk management;
- Providing a reasonable assurance critical risks relative to the INPRS’ strategic plan have been identified and communicated; and
- Instilling within the INPRS culture a business perspective that it is an imperative to consider risk in the day to day operations of the business, not as an afterthought.

The INPRS enterprise risk management framework integrates enterprise risk management into the organization’s strategic planning process to more formally identify enterprise risk associated with INPRS’ overall strategy. The framework

emphasizes the expectation that enterprise risk is considered in all strategic and operational decisions by all levels of management, and that there is open and transparent communication across the organization of enterprise risk issues. INPRS recognizes that the implementation of this policy is an on-going process and that the treatment of risks can change over time.

The enterprise risk management framework has established specific objectives to provide a common level of transparency and enterprise risk management performance. Key elements include:

- Conduct a formalized enterprise risk assessment at least annually that is aligned with the strategic planning cycle, which includes consideration of strategic, operational, financial and compliance risk;
- Assignment of risk ownership of all critical enterprise risks;
- Where enterprise risk exposure is deemed to be unacceptable, the enterprise risk owner will create strategic action plans to be approved by the executive team;
- On-going identification and monitoring of critical enterprise risks and emerging enterprise risks;
- Periodic self-assessment by executive management on the application of the enterprise risk management framework, and review by the Board of the effectiveness of the process; and
- Reporting to the Board on:
  - Inventory of significant realized enterprise risk events (if any)
  - Regular status of open action plans related to critical enterprise risks
- Enterprise risk metrics incorporated into the balanced scorecard.

### **Enterprise Risk Appetite**

INPRS has established a Statement of Enterprise Risk Appetite, which is the articulation of the acceptable operating limits and parameters within which management will pursue INPRS' strategic objectives. This statement is reviewed at least annually by management and presented to the Board for review and approval as needed. In addition, the Statement of Enterprise Risk Appetite will be reviewed with changes to the INPRS strategy (or strategic priorities) or significant changes to the business or operating environment.

The Statement of Enterprise Risk Appetite is included as Appendix 1 to this document.

### **Enterprise Risk Management Roles and Responsibilities**

Specific responsibilities for overseeing, supporting and auditing the enterprise risk management process are detailed in the INPRS Enterprise Risk Management

Handbook. In general terms, the INPRS Board of Trustees is responsible for enterprise risk policy making and oversight

Further information regarding the roles and responsibilities of the Board of Trustees can be found in Board of Trustees Risk Management Oversight Charter - Appendix 2 to this policy.

### ***INPRS Executive Team***

Roles and responsibilities for the INPRS Executive Team are as follows:

- Recommend changes as needed to the INPRS Enterprise Risk Management Policy for consideration by the Board of Trustees;
- Ensure that the appropriate structure, processes and competences are in place across INPRS in order to address the requirements set out in this policy;
- Participate in the enterprise risk assessment and management process;
- Apply the enterprise risk management framework in the context of the strategic and business planning processes; and
- Support INPRS's enterprise risk management approach.

In support of the Enterprise Risk Management process, all members of the INPRS executive team are required to participate in a formal risk management exercises, either with a risk identified in the enterprise risk assessment, or associated with a strategic objective for which they have ownership. To help ensure that this work is documented and carried out in a consistent and appropriate manner, this exercise should follow the instructions found in the Enterprise Risk Management Handbook.

### ***INPRS Chief Audit and Risk Officer***

Roles and responsibilities for the INPRS Chief Audit and Risk Officer are as follows:

- Maintain INPRS's enterprise risk management framework;
- Support organization in their use of these tools and methodologies;
- Regular and open communication with the Executive Director and the executive staff on matters of enterprise risk and the enterprise risk management process;
- Maintain enterprise risk management communication within the INPRS organization;

- Facilitate executive management risk discussions and consolidating report; and
- Coordinate and supply training in enterprise risk management.

Further details as to the enterprise risk management roles and responsibilities are included in the Enterprise Risk Management Handbook.

### **Definitions, Tools and Methodologies**

INPRS adopts the approach and general methodology of our internally developed Enterprise Risk Management framework which are included in the Enterprise Risk Management Handbook.



**Appendix C1.**     Statement of Enterprise Risk Appetite

**Indiana Public Retirement System**

**Statement of Enterprise Risk Appetite  
Last Reviewed:, 2018**

INPRS has established a Statement of Enterprise Risk Appetite, which articulates the acceptable operating limits and parameters within which management will pursue INPRS’ strategic objectives. This statement is reviewed at least annually by management and presented to the Board for review and approval as needed. In addition, the Statement of Enterprise Risk Appetite will be reviewed with changes to the INPRS strategy (or strategic priorities) or significant changes to the business or operating environment.

	<b>Statement</b>
Reputation	<ul style="list-style-type: none"> <li>• We have no appetite for core business process failures, in particular:               <ul style="list-style-type: none"> <li>○ Inaccurate and untimely processing of payroll</li> <li>○ Ethics violations and fraudulent activities</li> <li>○ Relationships with disreputable parties</li> <li>○ Preferential treatment across membership</li> <li>○ Or any other activities which could create headline risk, distracting us from our mission</li> </ul> </li> <li>• We proactively educate stakeholders and the media on INPRS’ practices.</li> <li>• We identify and measure perceived threats to reputation, taking deliberative, timely, strategic action to respond as needed.</li> <li>• We focus on customer service activities that drive customer satisfaction through value-added services while ensuring we maximize asset dollars to the benefit of the members.</li> <li>• We avoid/manage situations which could lead to erosion of customer satisfaction and/or stakeholder trust.</li> </ul>

	Statement
Political	<ul style="list-style-type: none"> <li>• We embrace the legislative process to further INPRS’ strategic objectives.</li> <li>• We meet with Senators and Representatives, and members of the Pension Management Oversight study committee to proactively: <ul style="list-style-type: none"> <li>○ Discuss proposed legislative actions that could impair the achievement of INPRS’ strategic objectives</li> <li>○ Propose legislative actions for the benefit of INPRS fund administration</li> <li>○ Educate legislators as to the financial impacts of proposed changes to benefit policies</li> </ul> </li> <li>• We seek legislative changes when there is a benefit to stakeholders in quality of service or reduction in cost.</li> </ul>
Public Pension Plan Benchmarking	<ul style="list-style-type: none"> <li>• Cost-per-member does not exceed the 75th percentile relative to INPRS’ peers, according to the CEM Benchmarking analysis.</li> <li>• Service level does not decline to the 25th percentile relative to INPRS’ peers, according to the CEM Benchmarking analysis.</li> </ul>
Key Personnel	<ul style="list-style-type: none"> <li>• We limit instances of key individuals holding exclusive knowledge and expertise in critical INPRS processes or projects.</li> <li>• In the event we identify an instance of concentrated institutional knowledge, we develop contingency and succession plans for key positions.</li> <li>• <b>We identify individual critical positions and functional minimum staffing requirements, and develop succession plans and contingency plans to ensure our ability to meet strategic and operational performance goals.</b></li> </ul>
Portfolio Performance	<ul style="list-style-type: none"> <li>• Since inception of the current Defined Benefit asset allocation (June 2012), we seek a return within two standard deviations (95% confidence level) of the actuarial long term rate of return assumption as approved by the Board (currently 6.75%).</li> <li>• Since inception of the current Defined Benefit asset allocation (June 2012), we seek a Sharpe Ratio greater than or equal to that of a global 60% equity and 40% bond portfolio.</li> <li>• We maintain an overall level of risk and asset allocation set forth in the INPRS Investment Policy Statement.</li> </ul>

	Statement
Compliance	<ul style="list-style-type: none"> <li>• In accomplishing our strategic goals and fulfilling our mission and core duties, we strive to be compliant, with all state and federal laws and regulations.</li> <li>• INPRS proactively monitors and audits activities to demonstrate compliance. If INPRS becomes aware of any non-compliance, INPRS takes all necessary actions to return to compliance as soon as practically possible, and when required by law, reports non-compliance to the appropriate authorities.</li> <li>• We abide by all policies established by the Executive Director and the Board of Trustees.</li> </ul>
Third Party Relationships	<ul style="list-style-type: none"> <li>• We enter into mutually beneficial business relationships with third-parties in compliance with the INPRS Procurement Policy.</li> <li>• We manage outsourcing relationships using a tiered approach to define and segment vendors in order to establish and execute appropriate vendor oversight protocols. We hold all vendors to their contract terms, including service level agreements.</li> </ul>
Ethics & Fraud	<p>We have a zero-tolerance policy for ethics violations and fraudulent activities, and for violations of specific policies around:</p> <ul style="list-style-type: none"> <li>○ Non-discrimination</li> <li>○ Non-harassment</li> <li>○ Drug and alcohol</li> <li>○ Confidentiality of member information</li> <li>○ Social media</li> <li>○ Timekeeping and following labor laws</li> <li>○ Conduct in the workplace</li> <li>○ Background checks</li> <li>○ Criminal and fraudulent activities</li> <li>○ Gifts from vendors</li> </ul> <ul style="list-style-type: none"> <li>• Violations result in discipline up to and including termination, and may involve outside investigation by the Inspector General’s office and/or criminal investigation.</li> </ul>
Liquidity	<ul style="list-style-type: none"> <li>• We hold liquid assets equivalent to at least two years projected cash flow.</li> </ul>

	<b>Statement</b>
Data Security	<ul style="list-style-type: none"> <li>We maintain privacy of information in accordance with generally accepted industry standards and Federal and State legislation.</li> </ul>
Continuous Improvement	<ul style="list-style-type: none"> <li>Process improvements are continuously pursued to maximize value. Improvement initiatives are data driven and follow generally accepted quality management system practices.</li> </ul>
Strategic Decisions	<ul style="list-style-type: none"> <li>Strategic decisions are made with a consideration for the inherent risk associated with each proposed option and with transparency concerning how those specific risks will be managed within acceptable risk parameters</li> </ul>

## **Appendix C2.**     Board of Trustees Risk Oversight Charter

### **Indiana Public Retirement System**

#### **Board of Trustees Risk Oversight Charter**

##### **Purpose**

The Indiana Public Retirement System (INPRS) Board of Trustees (the “Board”) has a responsibility to its constituents and other stakeholders to provide oversight over the risk taking activities of INPRS. In this context risk oversight includes:

- A. Providing oversight to management relating to the identification and evaluation of critical enterprise risk (the “Risks”), including major strategic, operational, financial, and compliance risks inherent in the business of INPRS and the processes with respect to such risks; and
- B. Overseeing the risk management, compliance and control processes of INPRS.

##### **Meetings**

The Board shall include as circumstances dictate, discussion of enterprise risk. The Chairman of the Board or any member may call additional discussions of enterprise risk, based on need or specific circumstances at that time.

Additionally, for enterprise risk discussions, the Board may invite to its meetings management of INPRS and such other persons as it deems appropriate in order to carry out its responsibilities.

##### **Responsibilities and Duties**

The following functions shall be the common recurring activities of the Board in carrying out its purposes outlined above. These functions should serve as a guide with the understanding that the Board may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Board shall also carry out any other responsibilities related to the purposes of the Board outlined above.

- 1. Review and approve the statement of risk appetite, as developed and presented by management;
- 2. Review and challenge management’s identification of critical enterprise risks and their relative weight;

3. Assess the adequacy of management's Risk assessment, the consideration of both current and emerging risk, its plans for Risk management, control or mitigation, and disclosure;
4. Review specific risk management activities in place within INPRS to manage critical enterprise risks;
5. Review periodic updates on all critical enterprise risks, including detailed analysis of potential exposure, status of risk management action plans, and realized risk events; and
6. Assess the adequacy of the overall risk management program and the supporting resources to meet INPRS and Board needs.

### **Structure and Operation**

The Board is responsible for providing oversight for all risk, with a responsibility to understand the exposure to those risks. The Board will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

## **Indiana Public Retirement System**

### **General, Investment and Real Estate Procurement**

The Board of Trustees (the “Board”) of the Indiana Public Retirement System (“System”) is committed to utilizing a public and competitive process in making their general procurement decisions whenever a public process is feasible and does not conflict with the purposes of the System. The Board intends to review this policy and make any necessary changes at least every three (3) years.

#### **Procurement Authority**

(a) The Executive Director shall have the full and complete authority to enter into all contracts on behalf of the System for the procurement of goods and services pursuant to this policy.

(b) The Executive Director may appoint one (1) or more persons employed by the System to supervise and manage the procurement of goods and services. This person shall have such authority as may be set forth in this policy or as may be delegated by the Executive Director.

#### **Procurement Principles**

The principles that govern the System’s procurement decisions include:

1. Value for money, the benefits achieved compared to the whole-of-life costs (e.g., price, reliability, service, delivery, payment terms and strategic suppliers);
2. Quality, efficiency and effectiveness;
3. Transparency of process;
4. Effective competition, including ethical behavior and fair dealing; and
5. Risk management considerations.

The fiduciary responsibility to members is paramount. However, when possible it is preferable to conduct business with Indiana firms. It is also crucial that the acquisition of goods and services by the System is free from corruption, fraud and conflict of interest. See INPRS Board Governance Manual sections addressing the Indiana Code of Ethics and Conflict of Interest Rules.

## **Procurement Policy**

(a) In all procurement decisions, the Executive Director shall take into account the particularly sensitive nature of the System and shall consider the competence, quality of product, experience, and timely performance of the vendors in order to promote and ensure security, fairness, and integrity in the procurement process.

(b) All decisions made under this policy by the Executive Director or the Executive Director's designee shall be final except as otherwise specifically set forth in this policy.

(c) The Board intends for the System to operate with written contracts whenever feasible.

(d) While this policy is intended to control the procurement of investment consulting, custodian, and investment management services, the System's Investment Policy Statement ("IPS") shall control in circumstances where a conflict exists.

### **A. GENERAL PROCUREMENT**

#### **Applicability**

The procurement methods described in this Section A, *General Procurement*, apply to every expenditure of the System under any contract or licensing agreement for the procurement of goods or services, except for the following:

- (1) Contracts for the acquisition, leasing, or disposition of real property, including goods or services provided as part of, or related to, a lease of real property. (For non-investment real property procurement, see Section B, *Lease/Purchase of Real Property*, below.)
- (2) Any contract or memorandum of understanding with a state agency, state official, or any other body corporate and politic of this state, unless special procurement is determined necessary. (For procurement from state agencies, see Section C, *Contracts with State Agencies*, below.)
- (3) Employment contracts.
- (4) Amendments, modifications, or extensions of existing contracts, unless the predominate purpose of an amendment or modification is to avoid the applicability of this policy.
- (5) Contracts for employee benefit/plans and related services for employees of the System.
- (6) Contracts for maintenance agreements for products previously contracted where there is a single source of service for a fixed amount.



- (7) For investment consulting, custodian, and investment management services, these general procurement policies shall apply, except for contracts for alternative investments. In addition, if an emergency exists with respect to any System assets, the Executive Director or the Board may take any actions they deem necessary and appropriate to safeguard the assets for a temporary period, until permanent disposition of those assets can be made under this policy.
- (8) Goods and services costing less than \$2,500 should be procured using any reasonable method that is efficient and follows best industry practices.

### **General Procurement Methods**

Except as provided above, the Executive Director or the Executive Director's designee shall procure goods or services through the use of one of the following procurement methods or any combination thereof:

- (1) **Request for Quotations (RFQ) \$2,500 - \$100,000**, solicitations used for purchases of \$2,500 to \$100,000.
- (2) **Negotiated Bidding**, solicitations where a limited universe of potential bidders is easily identifiable by the System.
- (3) **Managed Services Provider (MSP)**, solicitations used for Third Party Contractors (TPC's) and outsourced projects
- (4) **Request for Information (RFI) & Request for Proposals (RFP)**
  - Requests for Information – A non-committed solicitation for information used to develop a Request for Proposal.
  - Requests for Proposals – Solicitations used to obtain a usually complex and/or costly product or service.
- (5) **Shared List**, purchases based on a contract with another state agency or quasi state agency or utilizing a Quantity Purchase Agreement (QPA) that usually includes preferred pricing.
- (6) **Special Procurement**, solicitations that fall within an approved exception to the normal purchasing procedures due to special circumstances.
- (7) Any other method or process which is approved by the Board for a specific contract, or series of contracts, for goods or services, including, but not limited to, use of requests for information or prequalification.

INPRS' portfolio and project management process is not a substitution for any of the above procurement methods.

### **Requests for Quotation (RFQ) - \$2,500 to \$100,000**

The Procurement Department may recommend in writing to the Executive Director that a contract in an amount which does not exceed one hundred thousand dollars (\$100,000) (based on the total length of the contract including renewal options) be entered into without utilizing the RFP process. The written recommendation must include information regarding the reasons why engaging in the RFP process would not be cost effective or efficient; in addition, more than one (1) price quote must be obtained for any procurement valued in excess of twenty-five thousand dollars (\$25,000) where practicable. This RFQ provision shall not apply to the acquisition of goods or services under a series of contracts if the predominate purpose of the series of contracts is to avoid otherwise applicable provisions of this policy. The written recommendation must be included in the contract file if a contract is executed based on the recommendation.

### **Negotiated Bidding - <\$500,000**

The objective of the negotiated bid process is to create an efficient and thorough bidding process while maintaining competitive pricing and product/service offerings. The negotiated bidding process may be used in contracts that are less than \$500,000 when either:

- (a) there is a limited universe of potential bidders that is easily identifiable by the System (and a public RFP is unlikely to result in additional bidders); or
- (b) for reasons of confidentiality or competitiveness it would be unreasonable to issue an RFP.

A negotiated bid process will not be opened publicly, but pre-identified bidders will be invited to bid on a project or service. In a negotiated bid, the System will provide the bidders with details of the bidding process and selection criteria for any bid that is released and the System will be allowed to conduct discussions with bidders before a contract is awarded. Such discussions with bidders must be consistent with fair competition among all bidders.

### **Managed Services Provider (MSP) - <\$500,000**

The MSP process is used to procure TPCs and is also used for outsourced projects in contracts that are less than \$500,000. Vendors are pre-identified and invited to contract with the MSP, which establishes a base set of contract terms and conditions. TPC job descriptions or statements of work (SOW's) are bid on by the vendors in this vendor pool, and from these bids a selection is made by INPRS. Since the majority of the contract terms are already in place, the TPC or project can be started more efficiently.

## **Request for Information (RFI) & Requests for Proposals (RFP)**

(a) The Executive Director may award a contract using the procedure in this section.

(b) Unless one of the other methods applies, proposals shall be solicited through a Request For Proposals (RFP) or a request for proposal after issuing a Request For Information (RFI). An RFP must include the following:

- (1) Factors or criteria that will be used in evaluating the proposals.
- (2) General statement concerning the relative importance of price and the other evaluation factors.

(c) It is the intent of the Board to promote the purchase of goods and services in the State of Indiana, except when limited quantity or price differentials make that not in the best interest of the System.

(d) Public notice shall be given in the manner described in item (j) below.

(e) Proposals shall be opened so as to avoid disclosure of contents to competing offerors during the process of negotiation.

(f) A register of proposals shall be prepared and must be open for public inspection after contract award. The register of proposals must contain the following:

- (1) Copy of the request for proposals.
- (2) Listing of all proposals received.
- (3) General basis on which award was made.
- (4) Entire contents of each response, except for information submitted as confidential by the RFP/RFI respondent and for which a statutory exemption to the Indiana Public Records Act applies.

(g) If an RFI is utilized, then the following procedure will be used:

- (1) The System will publish the RFI pursuant to procedures set out in subsection (j).
- (2) The System will review all RFI responses received.
- (3) The System may, but is not required to, issue an RFP following the review of RFI responses.

- (4) If an RFP is issued, it must be issued in accordance with the provisions of this policy.
- (5) The System will develop a register of proposals, as required in subsection (f).

(h) The RFP will contain a clear statement as to whether or not any communication with the System may be initiated by a respondent after publication of the RFP and before final selection, what may be contained in such communication, whom the respondent may contact, and whether or not the System will respond. However, the System reserves the right to discuss any part of any response at any time for the purpose of clarification. Except for the purpose of clarification and as otherwise provided in the RFP, no member of the Board, employee of the System, or consultant or advisor to the System shall have any communications with a respondent or a representative of the respondent about the respondent's proposal or the RFP after publication and before final selection. Respondents must be given equal access to any communications about the RFP between the System and other respondents. The System will make available a recapitulation of the subject matter of any communication and the response of the System. The System may make such information available by posting it on the internet. Respondents must be accorded fair and equitable treatment with respect to any opportunity for discussion and revision of proposals. In conducting any communications, there must be no disclosure of any information derived from proposals submitted by competing respondents.

(i) Award shall be made to the responsible respondent whose proposal is determined in writing to be most advantageous to the System, taking into consideration price and other evaluation factors set forth in the RFP.

(j) Public notice of an RFP shall be made by publication at least five days in one (1) newspaper of general circulation in Marion County, Indiana. The Executive Director/Executive Director's designee may designate additional newspapers or publications for the publication of notice according to the nature of the procurement. The Executive Director/Executive Director's designee may also send notices or requests for proposals by mail to prospective bidders or offerors known to be reasonably susceptible to award of the contract. However, failure to give notice to a particular bidder or offeror does not invalidate a procurement under this policy.

### **Cancellation; Rejection; Amendment of Solicitations**

(a) When the Executive Director determines that it is in the best interests of the System, any request for proposal may be withdrawn or canceled. Additionally, the Executive Director may reject in whole or in part any bids, proposals, or offers

that have been submitted at any time prior to the effective date of the resulting contract.

(b) The reasons for the withdrawal, cancellation or rejection must be made a part of the record.

(c) The Executive Director may amend any solicitation in any manner provided that notice is given in a manner reasonably calculated by the Executive Director to provide fair and equitable notice to the potential vendors.

### **Disclosure Requirements for Procurements**

(a) All respondents shall submit the information required by the process at the time of submission of its bid, proposal, or offer. The vendor shall be under a continuous duty to correct any such information as may be later found to have been incorrect or incomplete when submitted, in accordance with the provisions of the vendor's contract.

(b) The Executive Director may require such additional disclosures as may be desired for the purpose of enforcing, auditing, investigating, or confirming the accuracy of the disclosures or for any proper purpose.

### **Shared List**

(a) When the Executive Director determines that it is in the best interest of the System, the Executive Director may, or authorize others to, enter into a contract with a vendor selected by another state agency, state official or any other body corporate or politic of the state.

(b) When the Executive Director determines that it is in the best interest of the System, the Executive Director may, or authorize others to, enter into a contract with a vendor listed on the state's Quantity Purchase Agreement (QPA) list.

### **Special Procurement**

(a) Notwithstanding any other provision of this policy, the Executive Director/Executive Director's designee may execute special procurements:

- (1) when the compatibility of equipment, accessories, replacement parts, or the current business process/continuation of flow is a substantial consideration in the procurement and only a limited number of sources meet the System's reasonable requirements;
- (2) when time is of the essence due to an exigency or emergency when the urgency for the requirement will not permit a delay incident to competitive solicitation;

- (3) when the Executive Director, or the Executive Director's designee, states in writing the determination that there is only one (1) appropriate or viable source for the required supply or service. A copy of such determination shall be made a part of the contract file;
- (4) when after solicitation of a number of sources, competition is determined inadequate;
- (5) when there exists a unique opportunity to obtain supplies or services at a substantial savings;
- (6) when supplies or services can be purchased at prices equal to or less than prices stipulated in current federal supply service schedules established by the federal General Services Administration and it is advantageous to the System's interest in efficiency and economy; or
- (7) when there is a reallocation of investment services within a current service provider's contract.

(b) A special procurement must be made with such competition (if any) as is practicable under the circumstances as determined by the Executive Director.

(c) Any time the special procurement process is used, a written determination identifying the basis for the special procurement, signed by the Executive Director, must be included in the contract file.

### **Contract Terms**

No initial term of contract shall obligate the System for a period in excess of five (5) years. That said, a contract may contain one (1) or more option periods or provisions for extensions of the contract term, provided that:

- (1) any individual option period or extension does not exceed five (5) years in duration; and
- (2) any individual option period or extension may become effective only upon the specific, affirmative exercise of the option, or the specific, affirmative agreement to the extension, by the Executive Director; and
- (3) the total length including renewals of any contract shall not exceed ten (10) years.

Notwithstanding the above restrictions, agreements for alternative investments, such as private equity, private real estate, and hedge funds, may differ from the above limitations to the extent contract terms are addressed in the IPS; and

The contract term under agreements for the management of investment real property may not exceed four (4) years and the agreement must be approved by the governor, attorney general and budget agency, pursuant to Indiana Code 5-10.3-5-3 and 5-10.4-3-10.

**B. LEASES/PURCHASE OF REAL PROPERTY**

**Authority to Lease or Purchase Real Property**

(a) The Executive Director shall have the authority to lease, sublease or purchase any real property necessary for the efficient operation of the System and for conducting of the business of the System including, but not limited to, office space, warehouse facilities, parking facilities, and fixtures and improvements related thereto and services related to the use and occupancy of the property.

(b) The term of a lease may not exceed four (4) years without the prior approval of the Board.

(c) The lease may contain option periods or extensions of the lease term provided that:

- (1) no individual option period or extension period may be more than four (4) years in duration; and
- (2) the option period or extension period becomes effective only upon the specific, affirmative exercise of the option period, or the specific, affirmative agreement to the extension, by the Executive Director.

Where the System is acting as a lessor and not in a procurement capacity, this Procurement Policy shall not apply.

**C. CONTRACTS WITH STATE AGENCIES**

**Authority to Contract with State Agencies**

The System may contract with any state agency, state official, or any other independent body corporate and politic of this state, provided that the term of such contract or memorandum of understanding does not exceed five (5) years. That said, a contract may contain one (1) or more option periods or provisions for extensions of the contract term, provided that:

- (1) any individual option period or extension does not exceed five (5) years in duration; and

- (2) any individual option period or extension may become effective only upon the specific, affirmative exercise of the option, or the specific, affirmative agreement to the extension, by the Executive Director; and
- (3) the total length including renewals of any contract shall not exceed ten (10) years.

D. **GENERAL PROVISIONS**

This Section D is applicable to all types of procurement outlined above.

**Contract Clauses**

No contract with the System may contain terms or provisions which are prohibited by Indiana or federal law. If it is determined that any term or provision is invalid or unenforceable, such term or provision, will be severed from the contract. The remaining terms and provisions shall be unimpaired and interpreted as if such invalid provisions were not contained in the contract.

**Public Records**

(a) Except as provided in subsection (b) and except to the extent the disclosure is prohibited by law, all procurement records shall be available for public inspection following award of the contract or cancellation of the procurement.

(b) The Executive Director may except from public disclosure, at any time, procurement records which are exempt from mandatory disclosure under IC 5-14-3-4(b).

**Contract Signing Authority**

The Executive Director is authorized to sign any document that creates an obligation or undertaking on behalf of the System, unless otherwise delegated in writing and signed by the Executive Director or as provided in the Signature Cover Page Policy and Procedure, Authorized Signors Policy, and Delegation Signature Authority Policy and Procedure. .

**Vendor Payment**

When applicable, a purchase order is created based on payments owed under a contract. The purchase order is routed for approval based on the financial system approval workflow: Department managers have approval up to \$1,000; the Chief Financial Officer must approve any payments equal to or over \$1,000; and the Executive Director must approve any payments equal to or over \$10,000.



## E. **PROCUREMENT CLAIMS AND APPEALS**

### **Application**

Pursuant to IC 4-21.5-2-5(11), procurement decisions by the System or the Executive Director are not subject to IC 4-21.5 (Adjudicative Proceedings). In lieu thereof, vendors or prospective vendors, shall follow the procedures of and have the remedies available under this policy in the event of a protest of any procurement decision of the Executive Director or his/her designee.

### **Appeal of Award or Decision to Award a Contract**

(a) Any prospective vendor may appeal the award or decision to award a contract by filing a written appeal within seventy-two (72) hours after the award, after receipt of notice of the award, or after the announcement of the decision to award is posted or published, whichever occurs first.

(b) The only grounds for filing an appeal under this policy are as follows:

- (1) A procurement decision was not made in compliance with the procedures required by this policy; or
- (2) A procurement decision was made in violation of any rules regarding ethics promulgated by the System.

(c) The appeal shall be in writing and shall state the following: the decision which is being appealed, the grounds for the appeal, and any other information necessary to identify the contract, bid, or request involved in the appeal.

(d) No appeal shall be made under this policy on the grounds that the prospective vendor was not determined to be a responsible bidder.

### **Notice**

A notice of appeal shall be filed by mailing the notice to the Executive Director at the principal office of the Executive Director in Indianapolis by registered or certified mail, return receipt requested, or by delivering the notice of appeal to the principal office of the Executive Director in Indianapolis. Filing by registered or certified mail shall be effective upon mailing.

### **Executive Director's Review of an Appeal**

The Executive Director shall issue a decision on a claim within thirty (30) days after the claim was filed, which decision shall be final. The Executive Director shall state the reasons for denial of any appeal filed under this policy. A copy of the decision shall be mailed by certified or registered mail, return receipt requested, to the entity

who filed the claim. The decision may order such relief (if any) as is in the best interests of the System. Relief may include, but is not limited to, voiding the selection and redoing the process.

**Appendix E.**      Board Trading Policy

**Indiana Public Retirement System**

**Board Trading Policy**

Board members who come into possession of material non-public information concerning a publicly traded company must safeguard the information and not intentionally or inadvertently communicate it to any person unless the person needs to know for legitimate fund-related reasons. Any Board member who improperly reveals material non-public information to another person may be held liable under the anti-fraud provisions of the federal securities laws. The person with whom the Board member shares the information may also be held liable under the anti-fraud provisions of the federal securities laws. To avoid even the appearance of impropriety, Board members should refrain from providing advice or making recommendations regarding the purchase or sale of any securities knowingly traded by the System.

The anti-fraud provisions of the federal securities laws generally prohibit persons who have a duty not to disclose material non-public information from trading securities on the basis of such information. Board members shall not trade securities on the basis of such information. In addition, these anti-fraud provisions prohibit fraudulent, manipulative, or deceptive trading practices. Persons who violate these prohibitions are subject to potential civil damages and criminal penalties. A Board member should contact the System's Chief Legal and Compliance Officer immediately if he/she has questions, becomes the subject of a securities-related investigation, or becomes aware of the possibility of a violation of insider trading laws.

Information regarding a publicly traded company is deemed "material" if it would be considered important by a reasonable investor in deciding whether to buy, sell, or refrain from any activity regarding that company's securities. Further, such information would be material if it were likely to have a significant impact on the market price of that company's securities. So long as the information remains material and non-public, it must be maintained in strict confidence and not used for trading purposes.

**Appendix F.**      Board Education Policy

**Indiana Public Retirement System**

**Board Education Policy**

To ensure that members of the Indiana Public Retirement System (“INPRS”) Board of Trustees (the “Board”) are adequately equipped to carry out their duties as trustees, and pursuant to Indiana Code 5-10.5-3-2, staff of INPRS is asked to provide, and Board members agree to participate in, educational opportunities on the following topics, annually, approximately two hours on each topic:

1. Fiduciary duties and responsibilities of a trustee;
2. Ethics;
3. Governance process and procedure;
4. Retirement plan design and administration;
5. Investments; and
6. Actuarial principles and methods.

To fulfill these educational goals, the following may be provided each year:

1. One or more educational retreats (typically in the Spring and Fall), provided by INPRS staff, addressing one or more of the topics outlined above;
2. A list of pre-approved educational conferences (provided annually before the start of the calendar year);
3. Articles and reading materials addressing the topics outlined above or other topics related to the governance of a retirement system; and
4. Any other resources or materials deemed by the Executive Director to be valuable to the educational goals of Board members.

The INPRS Chief Legal & Compliance Officer will coordinate the above educational opportunities for Board members and will track the participation of Board members in appropriate and sufficient educational opportunities. Subject to the Executive Director’s advance approval, each trustee is entitled to reimbursement for reasonable educational expenses actually incurred. See section *Board Travel and Reimbursement* for reimbursement procedures.

Each Board member should complete a Board orientation when first appointed to the Board. The Board orientation should provide an introduction to INPRS’ processes, roles and responsibilities, including the responsibilities of key outside consultants, as well as information on retirement system concepts; fiduciary duties; and the Indiana Code of Ethics governing INPRS. Prior to attending the first meeting as a trustee, in-coming Board members should be invited to attend a meeting of the Board.

Finally, all Board members, as “special state appointees,” must complete ethics training within six weeks of appointment and every two years during their tenure.<sup>37</sup> The on-line training can be found at [www.in.gov/ethics/training](http://www.in.gov/ethics/training).

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<sup>37</sup> See 42 IAC 1-4-1.

## **Appendix G.**      Board Retained and Delegated Duties

### **Indiana Public Retirement System**

#### **Board Retained and Delegated Duties**

##### Retained Board Member Duties and Responsibilities

To fulfill its fiduciary and administrative responsibilities, the Board of Trustees shall perform the following duties:

1. Approve the overall mission of the System. Approve the strategic plan and objectives of the System. The Board’s focus is the long-term objectives of the System, not the operational means of achieving those objectives.
2. Establish and amend rules and regulations under the Indiana Administrative Code without adopting a rule under IC 4-22-2 (Adoption of Administrative Rules).<sup>38</sup> All administrative rules adopted under the Indiana Administrative Code shall be forwarded to the Legislative Services Agency for printing.
3. Adopt a budget on a calendar year or fiscal year basis that is sufficient, as determined by the Board, to perform the Board’s duties and, as appropriate and reasonable, draw upon Fund assets to fund the budget.<sup>39</sup>
4. Appoint an Executive Director.<sup>40</sup> The Board shall evaluate the performance of the Executive Director annually and fix the compensation of the Executive Director.
5. With the advice of the actuary, establish employer contribution rates;<sup>41</sup> establish the amortization of the unfunded actuarial accrued pension liability;<sup>42</sup> adopt actuarial tables;<sup>43</sup> and establish other policy-driven actuarial assumptions as determined by the Board.
6. Approve the engagement of actuary(ies), outside fiduciary counsel, investment managers, investment consultants and custodian banks, unless such approval has been specifically delegated to the Executive Director and/or Staff by the Investment Policy Statement or Board Resolution.

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<sup>38</sup> See IC 5-10.5-4-2(a)(1).

<sup>39</sup> See IC 5-10.5-4-1(10).

<sup>40</sup> See IC 5-10.5-4-1(1).

<sup>41</sup> See IC 5-10.5-4-2(7).

<sup>42</sup> See IC 5-10.5-4-2(8).

<sup>43</sup> See IC 5-10.5-4-1(6).

7. Adopt an Investment Policy Statement (IPS), including an asset allocation.
8. Adopt other board-level policies, as determined by the Board in consultation with the Executive Director.
9. Approve a regular meeting schedule in advance of each calendar year.
10. Receive finance reports and investment reports at regular board meetings.
11. Annually elect a Chairperson and Vice-Chairperson.
12. Under the IPS, hire and terminate investment managers over certain limits; oversee the System's assets; exercise the duties of loyalty, care and prudence; evaluate performance, including performance of staff and consultants; evaluate Investment Department compliance with IPS and laws; approve filing of certain securities litigation claims.
13. Oversee the enterprise risk management process, including approval of the risk appetite, receiving reports on risk management, and reviewing the effectiveness of the process.
14. Participate in educational opportunities provided by staff.
15. Participate in on-line ethics trainings provided by the Indiana Office of the Inspector General.
16. Take an Oath of Office, which must be filed with the Secretary of State.
17. Maintain an alternative investment program within the Annuity Savings Account program.
18. Approve a guaranteed fund rate.
19. Hold regular board meetings, at least quarterly.
20. Approve an annual Audit Plan.
21. Approve the executive director bond amount.
22. Delegate duties to the Executive Director or other employees of the System.<sup>44</sup>

#### Delegated Responsibilities to Executive Director and Staff

The Executive Director is the executive officer in charge of the administration of the System's detailed affairs and operations, makes eligibility and other determinations on application to the Board and shall cause all necessary persons to be notified of any determinations made concerning such applications, and makes periodic reports to the Board.<sup>45</sup> To this end, all operational duties are delegated by the Board to the Executive Director, to be further delegated, as determined by the Executive Director,

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<sup>44</sup> See IC 5-10.5-4-2(a)(3).

<sup>45</sup> See IC 5-10.5-6-1 and IC 5-10.5-6-2.

to the staff of the System. All operational matters provided for in the Indiana Code and the Indiana Administrative Code that reference the Board of the System shall be delegated to and carried out by the Executive Director and staff of the System. Should any condition arise in which the Executive Director is unable to fulfill his/her duties, the Deputy Director and Chief Operating Officer shall assume all duties of the Executive Director until such time that the Board determines otherwise.

The following list of responsibilities is intended to provide a general description of the duties that are delegated by the Board to the Executive Director which may be carried out by System staff at the direction of the Executive Director. This list is intended to provide a general description of staff responsibilities and shall not be interpreted to be an exhaustive list of such duties.<sup>46</sup>

1. Employ or contract with employees, auditors, technical experts, legal counsel, medical experts and other service providers as necessary to transact the business of the System; fix the compensation or consideration for those engaged by the System; and monitor the performance of such service providers.
2. Prepare job descriptions for System staff and fix compensation of staff (except as to the Executive Director, as described under Board Responsibilities).
3. Establish and enforce personnel programs and policies, and establish administrative policies and procedures to carry out System operations in compliance to state and federal laws and regulations.
4. Provide for a report at least annually to each member of the amount credited to him or her in the annuity savings account in each investment program under IC 5-10.2-2.
5. Act on applications for benefits and claims of error filed by members, beneficiaries and survivors. Set all policies and procedures relative to Annuity Savings Accounts, employers and their contributions, purchases of service, and the payment of member benefits, pursuant to the Indiana Code and the Indiana Administrative Code. Act on special death benefit claims, with a report to the Board of such initiated benefits.
6. Establish and maintain communication programs sufficient to educate and inform members and other stakeholders.
7. Establish and maintain member service programs including but not limited to call center operations and internet accessible applications.
8. Maintain financial records in compliance to GASB standards and have the accounts of the Funds audited annually by the State Board of Accounts, and/or an outside auditor as directed by the Board.
9. Publish for the members a summary of the Funds' condition.

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<sup>46</sup> See IC 5-10.5-4-1 and IC 5-10.5-4-2.



10. Expend money, including income from the Funds' investments, for effectuating the System's purposes within the annual budget as approved by the Board.
11. As delegated by the Board, hire and terminate investment managers under certain limits; oversee the System's assets; exercise the duties of loyalty, care and prudence; evaluate performance, including performance of staff and consultants; evaluate Investment Department compliance with IPS and laws; execute filing of certain securities litigation claims.
12. Provide regular reports to the Board relative to the operations and investments of the funds.
13. Submit an electronic report of the System's previous year's activities to the Governor, the Pension Management Oversight Commission, and the Budget Committee as described in IC 5-10.5-4-1(13).
14. Represent the System before the Indiana General Assembly and its Pension Management Oversight Commission.
15. Correct and revise any previously-approved employer contribution rate where such rate is incorrect due to calculation error or incorrect data inputs, provided that the Executive Director shall report the change to the Board.
16. Negotiate and execute all contracts, litigation settlement agreements, other agreements, and memorandums of understanding made by the System pursuant to the System's Procurement Policies.
17. Deduct and remit to the appropriate entities any authorized amounts from the benefits of members of the Funds, including the 1977 Police Officers' and Firefighters' Pension and Disability Fund and pursuant to IC 36-8-8-17.2. No further written agreement by the Board is required.
18. Remit to the appropriate entities any authorized amounts from the Pension Relief Fund.
19. Recover payments made under false or fraudulent representation.
20. Act as the ultimate authority on behalf of the Board to administer all litigation matters and issue final determinations on decisions that have been appealed through the Indiana Administrative Orders and Procedures Act, and to make all determinations relative to benefit forfeitures and reimbursements.
21. Review all disability impairment awards and default disability impairment awards.
22. Exercise all powers necessary, convenient, or appropriate to carry out and effectuate the System's public and corporate purposes and to conduct its business (including all funds and accounts administered by the Board).
23. Perform required duties as Indiana's Social Security Administrator.

24. Perform any and all additional duties assigned by the Board.

### Roles and Reporting

The following positions directly report (a solid line) to the Board of Trustees: The Executive Director and the Director of Internal Audit.

The following position indirectly reports (a dotted line) to the Board of Trustees: The Chief Legal and Compliance Officer.

The following positions directly report (a solid line) to the Executive Director: The Chief Operations Officer & Deputy Director, Chief Investment Officer, Chief Financial Officer, Chief Legal and Compliance Officer, Chief Information and Technology Officer, Director of Strategic Initiatives and Administration, and Chief Communication Officer.

The following position administratively reports (a dotted line) to the Executive Director: The Director of Internal Audit.

## **Appendix H.**      Executive Director Profile and Evaluation

### **Indiana Public Retirement System**

#### **Executive Director Profile, Evaluation, and Executive Succession Planning**

##### Executive Director Profile and Specifications

*Profile:* An experienced and successful leader of staff and manager of internal systems who will place a high priority on developing staff resources, collective expertise and the management systems. The Executive Director will have respect for and experience working with governing bodies that assert their policy role, their fiduciary responsibilities to members, and oversight of the Funds through the Executive Director. Accordingly, the Executive Director must establish a relationship with the Board that has complete transparency and accountability.

*Characteristics and abilities of the Executive Director include:*

- Outstanding personal leadership, administrative and management skills.
- A commitment to providing the highest level of customer service to employers and members.
- High personal energy, a positive approach, self-confidence and a sense of humor.
- Outstanding ability to communicate in oral, written or formal presentation settings in a variety of venues, including with state and national organizations, in media interviews and with staff.
- The capacity to absorb complex issues and disparate information and provide clear, concise briefings and presentations.
- The ability to solve problems and provide a range of alternatives to the Board as they consider issues affecting the Funds and the Funds' investments.
- An approachable, friendly, open and participatory management style open to and respecting input from others.
- A willingness to appropriately confront issues and make tough recommendations and decisions.
- A willingness to maintain a high level of professional networking to remain aware of cutting edge thinking relative to public sector pension plan practices.
- The ability to proactively anticipate problems and changes and their potential impact on the Funds.
- The ability to effectively delegate authority and responsibility while maintaining appropriate levels of accountability, operational control and personal involvement.

### *Specifications:*

- Minimum of a Bachelor's Degree in business or public administration or a related field and a graduate degree is preferred.
- A minimum of five, and preferably ten, years of experience leading and managing an organization of comparable or larger size and complexity is required.
- While there is no requirement for specific experience in finance, investments, operations or actuarial science, it is imperative that the Executive Director be able to comprehend such disciplines and communicate effectively with experts on technical matters that affect the System.
- Experience with and knowledge of Indiana pension legislation and legislative relationships are not required, but could be beneficial. Pension plan administration experience is strongly preferred and candidates with records of achievement in this area will receive preference, but the Board will consider other areas of professional achievement, to include the ability to build productive working relationships and a track record of leading and managing complex organizations.
- The Executive Director's public and private life must exemplify the highest standards of ethics, professional decorum and financial responsibility.

### Executive Director Performance Evaluation Policy

The primary responsibility of the Executive Director is the efficient and effective management of the System's operations in accordance with Indiana statute, administrative rules and the policy direction established by the Board. Accordingly, the quality of operations management constitutes the most relevant measure of performance, and should weigh heavily in the performance evaluation.

The process of evaluating the performance of the Executive Director should be free of real or perceived conflicts of interest and performed on a timely basis. To provide feedback and guidance to the Executive Director, the Board has established the following procedures for annually evaluating the performance of the Executive Director.

The Executive Director, if requested by the Board, will prepare a self-evaluation memo focused on the System's accomplishments and relevant performance issues for the previous year. Such performance criteria should be established in advance of the year being evaluated, though flexibility in modifying them is important. This memo, if requested, may be submitted to the Board at the October or November Board meetings for review and discussion in Executive Session. A written summary of the discussion and final evaluation will be provided to the Executive Director. Any salary increase for the upcoming year may be determined through this review and discussion, or as otherwise determined by the Board.

### Executive Director and Executive Staff Succession Planning

The purpose of the succession planning policy is to mitigate the impact and enhance the opportunities that turnover among the Executive Director and the executive staff can have on INPRS operations. While Board recognizes that it may not be able to prevent such turnover, the Board recognizes that it has a duty to manage the risks and impacts associated with the loss of those individuals. This policy is to provide a framework for the Board's succession planning efforts.

The Executive Director shall continually prepare for the potential departure of members of the executive staff, including the Executive Director position. In conjunction with annual performance reviews of executive staff members, the Executive Director will incorporate appropriate cross-training and developmental opportunities into the executive member's Career Action Plan (CAP). The Executive Director will work closely with the incumbent executive staff member in the succession planning for their respective position.

The Executive Director may have no fewer than two other members of the executive staff who are familiar with Board and Executive Director duties.

At least annually, the Board will meet in executive session to discuss Executive Director and executive staff succession planning. The Executive Director shall provide the Board information including but not limited to: the most recent performance review for each executive staff member, the most recent Career Action Plan (CAP) for each executive staff member, any human resource issue involving the executive staff, known risks to potential turnover or retirements, possible successors, and contingency plans for the loss of executive staff. The Executive Director shall also provide a summary of the most recent enterprise wide succession planning activity.

In the event of a vacancy or pending vacancy in the Executive Director position, the Chair of the Board will initiate the following process:

- a. In the event of vacancy, the Board Chair will call a special meeting of the Board to select one or more executive staff members to serve as the Acting Executive Director(s) who will be responsible for carrying out the Executive Director's duties until the Board has selected a permanent replacement. The Board shall review the list of delegated duties and at its discretion may retain certain duties previously delegated.
- b. The Chair will appoint an ad hoc Search Committee. The Search Committee will determine the extent to which staff and/or a third-party search firm will assist in its search for candidates. At a minimum, the position will be posted internally for consideration by INPRS staff. The Search Committee has the discretion to advertise the position locally and/or nationally.
- c. After an initial screening of applicants to determine those who are qualified, the Search Committee will rank the candidates according to the established evaluation criteria.

- d. The Search Committee will recommend a minimum of two candidates for the full Board to interview.
- e. Following the Board interviews and consultations with staff members and/or third party resources to the extent that the Board deems appropriate, the Board will select the new Executive Director and agree to the terms of employment by a vote.
- f. All meetings of the ad hoc Search Committee and the Board shall be conducted in compliance to Indiana Open Door laws.

In the event of a vacancy or pending vacancy in the Director Of Internal Audit position, the Chair of the Board will initiate the following process:

- a. In the event of vacancy, the Executive Director will select one or more staff members to serve as the Acting Director of Internal Audit who will be responsible for carrying out the Internal Audit Director's duties until the Board has selected a permanent replacement.
- b. The Chair will appoint an ad hoc Search Committee. The Search Committee will determine the extent to which staff and/or a third-party search firm will assist in its search for candidates. At a minimum, the position will be posted internally for consideration by INPRS staff. The Search Committee has the discretion to advertise the position locally and/or nationally.
- c. After an initial screening of applicants to determine those who are qualified, the Search Committee will rank the candidates according to the established evaluation criteria.
- d. The Search Committee will recommend a minimum of two candidates for the full Board to interview.
- e. Following the Board interviews and consultations with staff members and/or third party resources to the extent that the Board deems appropriate, the Board will select the new Director Of Internal Audit and agree to the terms of employment by a vote.
- f. All meetings of the ad hoc Search Committee and the Board shall be conducted in compliance to Indiana Open Door laws.

In the event of a vacancy or pending vacancy in the Chief Investment Officer position, the Executive Director will initiate the following process:

- a. In the event of vacancy, the Executive Director shall select one or more investment staff members to serve as the Acting Chief Investment Officer(s)

who will be responsible for carrying out the duties of the Chief Investment Officer until a permanent replacement is hired.

- b. The Executive Director shall appoint an ad hoc Search Committee that will include a minimum of two Board members, but no more than three Board members. The Search Committee will determine the extent to which staff and/or a third-party search firm will assist in its search for candidates. At a minimum, the position will be posted internally for consideration by INPRS staff. The Search Committee has the discretion to advertise the position locally and/or nationally.
- c. After an initial screening of applicants to determine those who are qualified, the Search Committee will rank the candidates according to the established evaluation criteria.
- d. The Search Committee will interview a minimum of two candidates.
- e. Following the interviews and consultations with Search Committee members, staff members, and/or third party resources to the extent that the Executive Director deems appropriate, the Executive Director will select the Chief Investment Officer and establish terms of employment.
- f. All meetings of the ad hoc Search Committee shall be conducted in compliance with Indiana Open Door laws.

In the event of a vacancy or pending vacancy in any other executive staff member position other than the Executive Director, Director of Internal Audit or the Chief Investment Officer position, the Executive Director is delegated authority to hire replacements in a manner consistent with professional human resource practices and established policies.

**Appendix I.**      Board Service Providers

**BOARD SERVICE PROVIDERS**

**CUSTODIAN**

BNY Mellon Asset Servicing  
BNY Mellon Center  
500 Grant Street  
Pittsburgh, PA 15258

**INVESTMENT CONSULTANTS**

Aksia  
599 Lexington Avenue, 46th Floor  
New York, NY 10022

TorreyCove Capital Partners  
10180 Barnes Canyon Road, Suite 200  
San Diego, CA 92121

Capital Cities  
47 South Meridian, Suite 425  
Indianapolis, IN 46204

Verus  
800 Fifth Avenue, Suite 3900  
Seattle, WA 98104

Mercer  
10 S. Wacker Drive, Suite 1700  
Chicago, IL 60606

**ACTUARIES**

Cavanaugh Macdonald Consulting, LLC  
3802 Raynor Parkway, Suite 202  
Bellevue, NE 68123

**FIDUCIARY COUNSEL**

Kutak Rock LLP  
1650 Farnam Street,  
Omaha, NE 68102-2186



## **Other Appendices**

Appendices below may be updated without formal action of the Board.

## **Appendix J.**      Robert's Rules of Order

### **Summary of Robert's Rules of Order**

What is Parliamentary Procedure?

It is a set of rules for meeting conduct that allows all participants to be heard and to make decisions in an effective and efficient manner. It allows for:

- Motions that are in order
- Members to obtain the floor properly
- Discussion of differing points of view
- Orderly and courteous debate

Why is Parliamentary Procedure important?

It provides a process by which issues can be addressed in a systematic fashion and increases the likelihood that satisfactory solutions can be identified. Parliamentary procedure can be adapted to fit the needs of any organization. When the basic rules are understood by all parties involved in the meeting, it can assist in effective decision making. Many boards of trustees have followed Robert's Rules of Order for their meetings.

Organizations using parliamentary procedure usually follow a fixed order of business. Below is a typical example:

- Call to order
- Roll call of members present
- Approval of the minutes of the last meeting
- Staff reports
- Board Chair report
- Unfinished business
- Presentations
- Other announcements
- Adjournment

Those participating in the meeting conduct business by "moving motions." A motion is a proposal that the entire membership take action or a stand on an issue. Individual members can:

- Call to order
- Second motions

- Debate motions
- Vote on motions

There are four basic types of motions:

- 1) *Main Motions*: The purpose of a main motion is to introduce items to the board for consideration by all the members. Motions cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.
- 2) *Subsidiary Motions*: Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.
- 3) *Privileged Motions*: Their purpose is to address urgent issues about special or important matters unrelated to pending business.
- 4) *Incidental Motions*: Their purpose is to provide a means of questioning procedure concerning other motions and must be considered first.

How are motions presented?

- The floor is obtained by a Board member
- The Chair is addressed
- The Board member making the motion waits to be recognized by the Chair
- The motion is made. Motions are best when stated concisely and affirmatively.
- Another Board member seconds the motion or the Chair will call for a second. If there is no second to the motion it is lost.
- The Chair re-states the motion, thus placing the motion before the Board for consideration and action. The Board then either debates the motion, or may move directly to a vote.
- Once the motion is presented to the Board by the Chair it becomes "assembly property," and cannot be changed without the consent of the members.

Expanding on a motion

A Board member may speak in favor of the motion after it is seconded and placed before the Board for consideration. The Board member who made the motion is always allowed to speak first. All comments and debate must be directed to the Chair. The Chair is also responsible for keeping any established time limits for speaking. The Board member who moved the motion may speak again only after other speakers are finished, unless called upon by the Chair.

Putting the question to the Board

The Chair will ask, "Are you ready to vote on the question?" If there is no more discussion, a vote is taken. When voting is complete, the Chair will announce the result.

### Voting on a motion

The method of vote on any motion depends on the situation and the by-laws or policy of the Board. There are five methods used to vote by most organizations:

- By Voice -- The Chair asks those in favor to say, "aye," those opposed to say "no." Any member may move for an exact count.
- By Roll Call -- Each member answers "yes" or "no" as his/her name is called. This method is used when a record of each person's vote is required.
- By General Consent -- When a motion is not likely to be opposed, the Chair says, "if there is no objection ...". The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote.
- By Division -- This is a slight verification of a voice vote. It does not require a count unless the Chair so desires. Members raise their hands or stand.

There are two other motions that are commonly used that relate to voting.

- Motion to Table -- This motion is often used to delay a decision on a motion. The option is always present, however, to "take from the table," for reconsideration by the Board.
- Motion to Postpone Indefinitely -- This is often used as a means of parliamentary strategy and allows opponents of motion to test their strength without an actual vote being taken. Also, debate is once again open on the main motion.

