



## COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM

<b>Policy Name:</b>	Board Deliberation Policy
<b>Policy Number:</b>	2023-1
<b>Effective Date:</b>	February 24, 2023
<b>Reviewed Date:</b>	February 24, 2023
<b>Applies To:</b>	PSERS Board Members and Designees
<b>Contact Person:</b>	Executive Director and Governance & Administration Committee Liaison

### I. Purpose

As fiduciaries, the Board of the Pennsylvania Public School Employees Retirement System (“PSERS”) has an obligation to members, participants, and the system to conduct its business in an efficient, effective, and deliberative manner. This policy sets forth rules and expectations for conduct and participation of trustees during meetings of the Board and Standing Committees of the Board.

This policy is informed by Robert’s Rules of Order, which with respect to establishing a Pattern of Formality in conducting meetings, state the following—

“Customs of formality that are followed by the presiding officer and members under parliamentary procedure serve to maintain the chair’s necessary position of impartiality and help to preserve an objective and impersonal approach, especially when serious divisions of opinion arise.”<sup>1</sup>

### II. Construction

The policy emphasizes key practices of the board in its meetings but does not cover all potential situations which may arise during its deliberations. The PSERS Board has adopted the most recent edition of Robert’s Rules of Order as the rules of order governing board and committee meetings within its bylaws<sup>2</sup>. If a conflict arises between this policy and the adopted rules of order under the bylaws, the adopted rules of order under the bylaws shall control. Consistent with the bylaws, the policy shall be construed to promote the orderly and efficient conduct of business of the board.

References to a trustee within this policy extends to include the trustee’s designee acting in his or her stead.

### III. Agenda Time Allotments

In setting the agenda for any board or committee meeting, the Chair shall include an estimated time allotment for each agenda item. The Chair will moderate the meeting to adhere to the estimated time

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<sup>1</sup> RONR (12<sup>th</sup> ed.) 3:9 [Text provided]

<sup>2</sup> Article I: Bylaws, Section 3.14 - Rules of Order.

allotment in the agenda. As with any agenda item, a trustee may move to modify the agenda at the outset of the meeting and change the time allotted to any agenda item.

#### IV. Rules of Conduct

The following practices and customs observed by speakers and other members in an assembly facilitate a smooth and orderly debate.

- 1) In debate a member's remarks must be germane to the question before the assembly – that is, statements must have bearing on whether the immediately pending motion should be adopted.<sup>3</sup>
- 2) When a question is pending, a member can condemn the nature or likely consequences of the proposed measure in strong terms, but he or she must avoid personalities, and under no circumstances attack or question the motives of another member. The measure, not the member, is the subject of debate.<sup>4</sup>
- 3) Members of an assembly cannot address one another directly but must address all remarks through the chair.<sup>5</sup>
- 4) In debate, a member cannot reflect adversely on any prior act of the society that is not then pending, unless a motion to reconsider, rescind or amend is pending, or unless he intends to conclude his or her remarks by making or giving notice of one of these motions.<sup>6</sup>

#### IV. General Rules of Participation

To promote transparency and for trustees to be well-informed, attendance and participation during all committee and board meetings is encouraged.

For both board and committee meetings, each trustee who is a member of the body reserves the right to be recognized for comment and question for any question before the board or committee but cannot be recognized again on the same question so long as any trustee who has not spoken on that question desires the floor<sup>7</sup>.

Each trustee reserves the right to be recognized for up to, but not in excess, of ten minutes each time he or she speaks on the question before the board or committee unless given consent by the body for

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<sup>3</sup> RONR 43:20 [text provided]

<sup>4</sup> RONR 43:21 [text provided]

<sup>5</sup> RONR 43:22 [text provided]

<sup>6</sup> RONR 43:24 [text provided]

<sup>7</sup> RONR (12<sup>th</sup> ed.) 49:21 (Procedure in small boards) "There is no limit to the number of times a member can speak to a debatable question. However, motions to close or limit debate, including motions to limit the number of times a member can speak to a question, are in order even in meetings of a small board, although occasions where they are necessary or appropriate may be rarer than in larger assemblies."

RONR (12<sup>th</sup> ed.) 4:28 "In the debate, each member has the right to speak twice on the same question on the same day but cannot make a second speech on the same question so long as any member who has not spoken on that question desires the floor."

additional time by either unanimous consent or a two-thirds vote<sup>8</sup>. Time used by staff or another trustee to respond to the speaker's question shall count against the ten-minute limit<sup>9</sup>, however, the trustee may be recognized again for additional questions or debate following the other trustees who are seeking recognition for the first time.

The chair may not close deliberation on a question when the agenda time allotment has been exhausted if a trustee is still seeking to exercise his or her rights to participation, except by motion of the board, which requires a two-thirds vote<sup>10</sup>.

The limits on deliberation in this section apply only to agenda items in board or committee meetings where a question is before the board for action. The limits do not apply to non-action items on the agenda, such as informational items or presentations.

## V. Meeting Specific Rules for Participation

### A. Board Meetings

For meetings of the Board, all trustees have equal rights to participate in deliberation, within the limitations provided for in the General Rules of Participation.

### B. Committee Meetings

For committee meetings, members serving on the committee are afforded priority in the deliberation process. If the time commitment for the agenda item has not been exhausted, the Chair may recognize non-committee members to speak at the chair's discretion. Committee members reserve the right to be recognized prior to any non-committee member who wishes to be recognized.

## VI. Enforcement

It is the duty of the Chair to enforce each trustee's rights to participation and enforce the limits on deliberation set forth in this policy. If a trustee refuses to adhere to the limits prescribed in this policy or in accordance with Robert's Rules of Order, the Chair may enforce the limitations by ruling the trustee out of order and not recognizing the trustee for the remainder of the debate on the question.<sup>11</sup>

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<sup>8</sup> RONR (12<sup>th</sup> ed.) 43:8 – "In a nonlegislative body or organization that has no special rule relating to the length of speeches, a member, having obtained the floor while a debatable motion is immediately pending, can speak no longer than ten minutes unless he obtains the consent of the assembly. Such permission can be given by unanimous consent, or by means of a motion to Extend Limits of Debate, which requires a two-thirds vote without debate."

<sup>9</sup> RONR (12<sup>th</sup> ed.) 43:10. "If a speaker yields to another member for a question, the time consumed by the question is charged to the speaker."

<sup>10</sup> RONR 4:32. "The presiding officer cannot close debate so long as any member who has not exhausted his right to debate desires the floor, except by order of the assembly, which requires a two-thirds vote."

<sup>11</sup> RONR 61:11 ...the chair normally should first warn the member; but with or without such warning the chair or any other member can "call the member to order." If the chair does this, he says, "The member is out of order and will be seated."

VII. Staff Roles

The Board Secretary or a designee thereof, shall serve as timekeeper and maintain a record of trustee participation to assist the Chair in moderating deliberation.

The Chief Counsel or a designee thereof, shall serve as parliamentarian and advise the Board on issues related to conformance with this policy and appropriate deliberative procedure.

**Document Properties**

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Summary of Changes:

Date	Version	Author	Summary
9/26/2022	DRAFT	Governance and Administration Committee	NEW Policy to provide to set forth rules and expectations for conduct and participation of trustees during meetings of the Board and Standing Committees of the Board.