

**CITY OF DETROIT GENERAL**  
**RETIREE HEALTH CARE PLAN AND TRUST**

**RULES OF PROCEDURE**

Adopted: December 10, 2014

Revised: February 14, 2017

**I. INTRODUCTION**

The City of Detroit General Retiree Health Care Trust (the “Trust”) is established under the Plan for the Adjustment of Debts of the City of Detroit as a Voluntary Employee Beneficiary Association (VEBA) in accordance with Section 501(c)(9) of the Internal Revenue Code, as amended. The Trust is established for the purpose of providing life, sickness, accident, and other similar benefits, directly, through the purchase of insurance, or by reimbursement of expenses, to Participants and their eligible beneficiaries in accordance with the terms of the plan established by the Board of Trustees (hereinafter the “Plan”) and consistent with Section 501(c)(9) of the Code.

The Board of Trustees of the Trust is vested with the authority and responsibility for the establishment, operation, management and administration of benefits to be provided by the Plan, and for the management and investment of Trust assets for the exclusive purpose of providing benefits to participants and beneficiaries of the Plan and Trust and defraying reasonable expenses. The Board of Trustees must act with the care, skill, prudence, and diligence then prevailing 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. The Board may adopt such rules and regulations and take all actions it deems necessary for the administration of the Plan and Trust, and to interpret the provisions of the Plan and Trust.

**II. PURPOSE**

These Rules of Procedure are adopted by the Board in accordance with Article VIII, Section 8.6 of the Trust document for the purpose of establishing clear and concise framework for the conduct of business by the Board. The following principles are intended to be addressed:

1. Establish the manner in which the Trustees will conduct themselves when attending to Board business so as to allow the Board to carry out its responsibilities as effectively and efficiently as possible, and in accordance with applicable laws;
2. Facilitate effective communication among the Trustees, staff, Participants, and third-parties;
3. Establish guidelines by which service providers will be selected, reviewed and retained;
4. Establish Board expectations concerning routine reports it is to receive from various sources;
5. Ensure that all policies adopted by and actions taken by the Board are consistent with applicable law and the fiduciary duties of the Board;

6. Ensure that all Trustees are provided with adequate opportunity and assistance to acquire the knowledge they need to carry out their duties;
7. Provide a process whereby the Trustees may conduct a self-analysis to ensure the continuous improvement of the Board's effectiveness; and
8. Ensure that the Board engages in a planning process to meet the needs of the Plan and Trust.

### **III. DEFINITIONS**

**“Board” or “Board of Trustees”** shall mean the Board of Trustees of the City of Detroit General Retiree Health Care Trust.

**“Code”** means the Internal Revenue Code of 1986, as amended.

**“General Counsel”** shall mean the legal counsel hired by the Board to advise and counsel the Board with regard to the proper administration, management and operation of the Plan and Trust.

**“Plan”** shall mean the Plan as adopted by the Board pursuant to Section 9.2 of the Trust document to offer life, sickness, accident or other similar benefits to Participants in accordance with Section 501(c)(9) of the Code.

**“Plan of Adjustment”** means the Plan for the Adjustment of Debts of the City of Detroit, confirmed by the United States Bankruptcy Court for the Eastern District of Michigan on November 7, 2014, and effective as of December 10, 2014.

**“RHC”** shall mean Retiree Health Care.

**“Rules of Procedure”** shall mean the City of Detroit General Retiree Health Care Plan and Trust Rules of Procedure as adopted by the Board pursuant to Section 8.6 of the Trust document and as more fully set out herein.

**“Service provider”** shall mean any consultant, manager, advisor, custodian or other individual or entity providing services to the Board.

**“TPA”** shall mean the Third Party Administrator retained by the Board to assist in the day-to-day administration and operation of the Plan and Trust.

**“Trust”** shall mean the City of Detroit General Retiree Health Care Trust established under the Plan for the Adjustment of Debts of the City of Detroit, confirmed by the United States Bankruptcy Court for the Eastern District of Michigan on November 7, 2014, and effective as of December 10, 2014.

**“Trustee”** shall mean any member of the Board of Trustees.

## **IV. GENERAL RULES & REGULATIONS**

### **A. Principal Office**

The Board's principal office shall be the offices of BeneSys, Inc., 700 Tower Drive, Suite 300, Troy, Michigan 48098-2808. Its mailing address shall be P.O. Box 4955, Troy, Michigan 48099-4955. All meetings of the Board shall be held at the offices of the Allen Law Group, 2500 Fisher Building, 3011 West Grand Boulevard Detroit, Michigan 48202, unless otherwise determined by the Board in its sole discretion.

### **B. Board Officers**

The Board shall annually elect from its members a Chairperson, Vice Chairperson and Secretary to serve one (1) year terms.

### **C. Recording Secretary**

The Board may retain the services of a Recording Secretary to transcribe official minutes of the Board's meetings.

### **D. Quorum**

Five (5) members of the Board shall constitute a quorum for the transaction of business. As specified in Article IV, Section E., below, a majority vote of the seven (7) Board members shall be required for a decision by the Board at a meeting in which a quorum exists.

### **E. Majority Rule**

All meetings governed by these rules of procedure must follow the mandate of the majority (i.e., a concurring vote of four (4) or more Trustees). Under no circumstances may a Board member suspend the principle of majority rule. The majority of the eligible votes cast, assuming a quorum is present, represent the will of the majority.

### **F. Minority Rights**

Board members voting with the minority retain all rights and privileges of membership and may not be discriminated against in any way because of their votes. They may propose a motion and speak and vote for or against a motion like any other Board member.

### **G. Freedom of Discussion**

No Board member may have his or her right to "be heard" restricted, except by rules that similarly limit the rights of all Board members. Accordingly, any motion to "close debate" and/or "call for a vote" is misused if it is intended to prevent other Board members from stating their views. All Board members and those individuals present at a meeting of the Board shall conduct themselves accordingly.

## **H. Committees**

The Board may establish such committees of the whole as it deems necessary to facilitate the accomplishment of Trust business. All committees established by the Board shall conduct business solely in an advisory capacity without the ability to act on the Board's behalf. The Board shall retain all authority to act upon the recommendations of its committees. Committees shall operate in accordance with written bylaws as approved and adopted by the Board.

## **V. BOARD OPERATIONS**

### **A. Meetings of the Board of Trustees**

#### **1. Regular Meeting Schedule**

- (a) Regular meetings of the Board of Trustees are scheduled bi-weekly for the second and fourth Tuesdays of each month and begin at 1:00 p.m. In the event there is no quorum present by 1:15 p.m. for the regularly scheduled meeting, the Board members present may cancel the meeting for "lack of quorum". Regular meetings may be scheduled at other days and times as decided by the Board during the annual adoption of the calendar year meeting schedule. Special meetings may be scheduled by the Board as necessary. Meetings are not held on state or national holidays, or when determined upon a majority vote of the Board. All meetings of the Board shall be posted and held in accordance with the Open Meetings Act.
- (b) The Chairperson shall preside at all meetings of the Board. In the Chairperson's absence, the Vice Chairperson shall preside and if both are absent, the Secretary shall preside.
- (c) All Board members are expected to attend regularly scheduled meetings. A member's absence is unexcused if the member fails to notify the Board Secretary (or the Board Chairperson if the absent member is the Board Secretary) in advance of a meeting that the member will not be in attendance at that meeting.

#### **2. Public Notice**

- (a) Notice of the regular meeting schedule is to be posted on the RHC Trust's webpage as well as on or adjacent to the front door of the offices of the Allen Law Group within ten (10) days after the first meeting of the Board of Trustees in each calendar or fiscal year.
- (b) The schedule of regular meetings or the regular meeting date may be changed by the Board as provided in the Open Meetings Act.
- (c) Changes to the meeting schedule, including cancellations, will be provided to Board members and posted within three (3) days of the date of the scheduled meeting.

### **3. Special Meetings**

- (a) Special meetings of the Board may be called by the Chairperson of the Board or by two members of the Board by providing the other Board members a written or electronic notice of the date, time, and place of the special meeting.
- (b) Notice to Board Members. The notice may be served by delivering the notice to the Board members personally, via electronic mail, facsimile, or by mail addressed to the member at the member's address on file with the Board, at least forty-eight (48) hours before the meeting is to take place.
- (c) Public Notice. Public notice shall be posted on or adjacent to the front door of the offices of the Allen Law Group and on the RHC Trust webpage at least eighteen (18) hours prior to the date and time of the special meeting.

### **4. Emergency Meetings**

The Board may meet in emergency session in the event of severe and imminent threat to the health, safety or welfare of the Trust, when two-thirds (2/3) of the Board members decide that delay would be detrimental to the efforts to lessen or respond to the threat. Public Notice of the emergency meeting, documentation as to the circumstances that necessitated the meeting and correspondence to the Wayne County Board of Commissioners shall be in accordance with the provisions of the Open Meetings Act.

### **5. Committee or Work Session Meetings**

Committee or Work Session meetings of the Board shall be held as called by the Board Chairperson or the Chair of the committee/work-group.

### **6. Social or Educational Events**

A quorum of the Board may not meet outside a properly posted meeting and/or deliberate on any issue that is or may come before the Board, with the following exceptions:

- (a) Social or unrelated gatherings, provided Plan and Trust related business is not discussed; and
- (b) Attendance at informational sessions, seminars, conferences and educational events, provided that Plan and Trust related business is not discussed.

### **7. Use of Electronic Mail, Text Messaging, Social Networking Software, Facsimile and Telephone**

A quorum of the Board may not use electronic messaging to deliberate on any substantive issue that is or may become before the Board.

## **B. Meeting Materials**

### **1. Meeting Agenda - In General**

- (a) Preparation. The RHC Trust's TPA shall prepare the proposed meeting agenda of every regular and special meeting of the Board of Trustees, to be approved by the Board Chairperson prior to distribution. The Order of Business and framework of the Agenda shall be consistent with the Board's adopted Agenda Outline, a copy of which is attached hereto as "**Attachment A**".
- (b) Board Members. Any Board member desiring to add additional items to the proposed agenda must submit them in writing to the Board Chairperson no later than three (3) days prior to the scheduled meeting. Any Board member desiring to add the appearance or presentation of any service provider (whether current or prospective) to a future Board agenda must make such request to the Board for consideration during the Trustee Comment/Open Forum portion of a meeting, and such request must be approved by a majority of the Board.
- (c) Plan Members. Plan participants wishing to have an agenda item scheduled may make their request in writing to the Board Chairperson at least one (1) week in advance of a regularly scheduled meeting. The Board Chairperson shall decide whether the subject is one which can and should be considered as part of a Board meeting agenda, and may schedule the item at a date and time as deemed appropriate.
- (d) Existing Service Providers. Existing Service Providers desiring to appear before the Board must submit a written or email request to the Board Chairperson with an explanation as to the purpose of the appearance/presentation. The Board Chairperson shall decide whether the request and/or subject matter is one which can and should be considered as part of a Board meeting agenda. In the event the request is approved, the Board Chairperson shall schedule the appearance as appropriate in light of the Board's presentation schedule. In the event the Board Chairperson denies the request of an existing Service Provider for an appearance before the Board, the Board Chairperson shall notify the Board of the denial and the basis for the denial during the next regularly scheduled Board meeting.
- (e) Unsolicited Requests. Unsolicited requests for an appearance to have an agenda item scheduled before the Board shall be submitted in writing to the Board Chairperson. The Board Chairperson shall decide whether the subject matter or the appearance is one which can and should be considered as part of a Board meeting agenda. At the discretion of the Board Chairperson such unsolicited requests shall be presented to the Board for consideration and approval prior to any such request being added as an agenda item. Any Board member desiring to add the appearance of an unsolicited request may make such request to the Board as set forth in subparagraph (b) above.
- (f) Draft Agendas and Attachments. The TPA shall forward via email a draft copy of the Agenda and accompanying materials to all Board members, General Counsel, and the Investment Consultant no less than 2 days prior to the scheduled meeting. A final draft

agenda and the available accompanying materials shall be forwarded by the TPA to the above individuals via email no less than 24 hours prior to the scheduled meeting. A hard copy of the Agenda and accompanying materials shall be placed at each Trustee's seat in the Board's Conference Room prior to the start of the scheduled meeting.

All materials received after the foregoing timeframes will be provided to the Board members the morning of the regular meeting. The Board may defer consideration of any agenda item for which all relevant information has not been provided in accordance with these Rules of Procedure.

For distribution to Board members and staff, the Board requires that ten (10) copies of written material be provided with an electronic pdf copy 48 hours in advance. All correspondence received by the Board is made part of the record of the meeting.

## **2. Meeting Minutes**

### **(a) Keeping of Minutes.**

The TPA shall keep or cause to be kept minutes of all meetings in the form and time frame as prescribed by the Board. The proposed minutes shall be furnished to each member of the Board prior to the meeting at which they are to be approved. The official minutes shall be maintained in an official minute book located in the offices of the Board and authenticated by the TPA.

### **(b) Requirements.**

The minutes shall include the date, time, place, members present, members absent, all decisions made at meetings and the purpose(s) for which closed sessions are called, all roll call votes and a reference to reports presented, a record of those speaking at the public comment session and the topic on which they spoke, and items discussed when no action is taken.

### **(c) Corrections.**

Corrections in the minutes may be made at the meeting at which they are approved. The Chairperson shall declare the minutes approved as presented unless objections are raised or corrections made.

### **(d) Dissemination.**

- i. The proposed minutes of the Board shall be available for inspection at the Board's office during normal business hours, and may be posted online at such time as the Board has established its web site.
- ii. Copies of the minutes shall be available upon request at a reasonable estimated cost to the requesting party in accordance with the Freedom of Information Act.

- iii. Proposed minutes shall be available at the Board's office within eight (8) business days of the meeting and official minutes within five (5) days of the meeting at which they are approved. The requirements of this subsection do not apply to minutes posted online as long as copies are provided at the Board's office.
- iv. Family Educational Rights and Privacy Act of 1974. The Board shall not include in or with its minutes any personally identifiable information that, if released, would prevent the Plan and Trust from complying with Section 444 of Subpart 4 of part C of the General Education Provisions Act, 20 U.S.C. § 1232g.

## **C. Conduct of Meetings**

### **1. Parliamentary Procedure**

Parliamentary procedure exists to facilitate the transaction of business and to promote cooperation and harmony. Fundamentally, parliamentary procedure defines how groups of people, no matter how formal or informal, can most effectively meet and make decisions in a fair, consistent manner and make good use of everyone's time. The purpose of the following procedural rules is to improve the ability of the Board to conduct meetings according to correct procedure and to promote proper decision-making after full, fair, and free discussion of the issues. The Board intends these rules to establish a framework for the orderly conduct of meetings consistent with the basic tenant of parliamentary procedure; to enforce the will of the majority while protecting the rights of the minority.

### **2. Order of Business**

- (a) The Chairperson, upon taking the chair, shall call the Board members to order on the appearance of a quorum. The order of business for regular meetings shall be consistent with the Board's established Agenda Outline ("Attachment A") which is summarized as follows:

- I. Call to Order; Roll Call
- II. Approval of the Agenda
- III. Public Comment
- IV. Regular Agenda
- V. Reports to the Board
- VI. Unfinished Business
- VII. New Business
- VIII. Trustee Comment/Open Forum
- IX. Adjournment

- (b) The order of business for special meetings of the Board shall be in accordance with the foregoing, except those items which are not necessary for the completion of the meeting may be left off the agenda.

### **3. Additions to the Agenda at the Meeting**

- (a) The addition of items to the Agenda may be approved by a majority of the Board members during the meeting for which the additional item is proposed. Items for action should be considered only in cases where a delay of action could be detrimental to the Plan and Trust, and for which sufficient background information is available on which to base a decision.
- (b) Matters that come before the Board as a result of the public comment portion of the meeting, but which are not on the prepared Agenda, may be heard, taken under advisement, and/or placed on the Agenda for a future meeting for appropriate Board action.

### **4. Unfinished Business**

- (a) Unfinished business (sometimes referred to as “Old Business”) refers to matters carried over from a previous meeting. Unfinished business items typically fall into one of several categories and may include:
  - i. Any matter that was pending when the previous meeting adjourned;
  - ii. Any matters on the previous meeting’s agenda that were not reached; or
  - iii. Any matters that were unresolved, needed additional documentation or postponed to the present meeting.

### **5. New Business**

Much of the work in a meeting is accomplished under the agenda heading of new business. In this category of business, Board members will address any new items of consideration and proceed in accordance with their fiduciary duties and responsibilities.

### **6. Reports to the Board**

The Board routinely receives and hears reports from designated members of its staff and representatives from various service providers. Reports are generally for informational purposes only. In such instances, no action is necessary and the Board may simply receive and file any documentation received. However, reports that recommend or request a specific action may call for a motion. In these instances the Board shall proceed in accordance with its rules regarding motion practice.

### **7. Public Comment**

- (a) It is the policy of the Board to welcome plan participants and beneficiaries, to observe Board meetings to learn about the operations and activities of the Plan and Trust, and to share comments relating to the Plan and Trust’s operations and activities. The purpose of public comment is to alert the Board to topics not on the agenda or to provide the speaker an opportunity to address an item on the Board’s Agenda. Speakers shall be limited to two (2) minutes, and only one speaker will be heard on each topic. Groups appearing before the Board shall designate a single speaker to address the Board on the group’s behalf. The

Board shall retain the right to terminate public comment at any time during a meeting if these Rules of Procedure are not followed.

- (b) Members of the public may be recognized by the Chair (or upon the request of a Board member acting through the Chair) to speak on a specific Agenda item outside of the “Public Comment” portion of the Agenda provided such Agenda item has a direct implication to the individual.
- (c) Decorum. Any person causing a breach of the peace may be removed from any BOARD meeting. The Chairperson shall request the assistance of law enforcement officers in the removal of any disorderly individual who refuses to leave upon request.
- (d) Best Practices for Meeting Participation. The Board Conference Room is limited in size and seating. Plan participants planning to attend a meeting are encouraged to contact the Board Chairperson at least one week prior to the meeting so the Board may plan accordingly. Additionally, members of the public requiring accommodations are advised to contact the Board Chairperson as soon as possible prior to the meeting to coordinate accessibility, seating and placement of equipment. The Board has adopted written Meeting Participant Guidelines as well as a Public Comment Form to assist in facilitation of the Public Comment portion of its meetings.
- (e) Public Comment. The following rules and procedures apply to public comment during all meetings:
  - i. The Board shall reserve a reasonable time for public comment, which generally shall be limited to thirty (30) minutes.
  - ii. Board members may have the privilege of questioning speakers, but shall not be obligated to answer questions or make statements or commitments on issues brought by the public.
  - iii. A person desiring to speak during the public comment portion of the meeting shall be recognized by the Chairperson.
  - iv. Speakers shall direct their comments to the Board and not to individual Trustees, staff or other audience members.
  - v. Each speaker shall be allowed to speak once per Board meeting and shall be limited to two (2) minutes unless an extension is approved by a majority of the Board.
  - vi. If the number of speakers desiring to be heard is so extensive that the time limit for the public comment portion of the meeting would be inadequate, the Board may vote to shorten the time limit allowed to each speaker, but the limit shall not be less than one (1) minute.
  - vii. The Chairperson may extend the time limit if necessary so that no one is denied the right to address the Board.
  - viii. If a delegation is present to discuss an agenda item, a single spokesperson should be designated to make the presentation for the group.

(f) Prohibited Conduct:

- i. Complaints or attacks about a Board member or employee which would constitute an unwarranted invasion of privacy or which are unrelated to the way in which a member or employee performs related duties shall not be permitted unless the Board otherwise allows such comments.
- ii. The Chairperson, in consultation with General Counsel, shall judge the appropriateness of such complaints to be aired publicly.
- iii. If it is judged that a complaint is not appropriate for open discussion, the Chairperson shall judge whether it justifies Board consideration at a future closed session of the Board as requested by the individual complained against.
- iv. If the complaint is to be considered later, the complainant shall be asked to reduce it to writing and formally present it to the Board for proper investigation.
- v. Speakers are expected to express themselves responsibly and courteously and with due respect for the fact their views and opinions may not be shared by all present. The following are examples of irresponsible or discourteous expression:
  - Denigrating Board members, staff, or other audience members;
  - Speculating on the motives of Board members, staff, or other audience members; and
  - Complaints about Board Members or staff that have not been brought to the Board's attention through appropriate channels.
- vi. Obscene, vulgar, abusive or threatening language will not be tolerated. Individuals who use such language will be asked to leave the meeting.

## **8. Adjournment**

At such time as there is no further business to come before the Board, the Board Chair can adjourn the meeting without a motion by declaring, "*There being no further business, the meeting is adjourned.*"

## **D. Motion Practice**

### **1. Generally**

- (a) A motion is a form of expression used to present ideas to the Board for formal consideration. Before the Board can take any action on an issue, a motion must first be passed. The motion process shall generally proceed in accordance with the following six (6) steps:
  - i. A Board member makes a motion;
  - ii. Another Board member seconds the motion;

- iii. The Chair re-states the motion (or requests that the Recording Secretary restate the motion), formally placing it before the Board;
- iv. The Board members debate/discuss the motion;
- v. The Chair puts the motion to a vote; and
- vi. The Recording Secretary announces the results of the vote.

## **2. Making a Motion**

Upon recognition by the Chair, a Board member may make a motion by specifically stating what action the member wishes the Board to take. It is preferred that all motions be made by using the phrase “I move that . . .”

## **3. Seconding the Motion**

Once a motion has been made, another Board member must second the motion. A second is required to ensure that at least two Board members want to discuss the issue before the Board addresses it. If no Board member is willing to second a motion, the motion dies for lack of a second and the Board may proceed with another motion on the subject matter. If none are presented, the Board Chair may proceed with the next item of business.

## **4. Restating the Motion**

A motion that has been made and seconded shall be restated by the Chair, formally placing it before the Board for discussion. The purpose of this step is to ensure that all Board members understand the motion to be discussed. If the Chair is unable to restate the motion as initially made, the Chair may ask the Recording Secretary or the maker of the motion to restate it.

## **5. Withdrawing a Motion**

The maker of a motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn unless the person who previously seconded the motion indicates to the Chair their intent to now be the maker of the motion, and a new second to the motion is obtained. Upon the withdrawal of a motion by both the maker and the person seconding the motion, any other person may make the motion upon being properly recognized by the Chair. A motion that is withdrawn (and not reintroduced) shall not be recorded in the Board’s official minutes of the meeting.

## **6. Discussing the Motion**

- (a) At this point, the motion shall be considered pending and may be amended, postponed, set aside, sent to committee, etc. If the Board is dissatisfied with the wording of a pending motion, the pending motion may be amended prior to a vote being taken on it.
- (b) Only one Board member at a time may speak on a motion. All Board members shall have the opportunity to speak on a motion, however, speaking order shall be determined in

accordance with the order members are assigned the floor by the Chair. A member shall not speak until called upon by the Chair. Board members causing disruptions while another member is speaking shall be called to order by the Chair.

- (c) Debate/Discussion shall be limited to the specific motion that is being considered. No outside topics shall be discussed until the pending motion has been voted on. The Chair shall have the authority to keep the discussion on track and limit a Board member's comments to the pending motion. The Chair does not have the authority to end discussion when comments are still warranted.

## **7. Voting on a Motion**

- (a) Once discussion on an issue has concluded, the Chair shall call the motion to a vote. Only Board members participating at a legally called meeting are eligible to vote on motions made at that meeting. The Chair shall have discretion in the method of voting used on a particular motion, including, but not limited to:

- i. General consent;
- ii. Voice vote;
- iii. Show of hands vote; or
- iv. Roll call vote (always required for Closed Sessions of the Board).

- (b) Unless the general consent method is applicable (i.e., there was no opposition to the issue), the Chair must always call for votes in favor and votes against the motion, even if it is obvious how the vote will result.

- (c) To the extent that a vote is not unanimous, a roll call vote will be taken by the Board Secretary. Any Board Member may request a Roll Call vote on any matter pending before the Board.

- (d) The Board Secretary is responsible for determining whether the motion passed or failed and announcing the results to the Board. If the Chair, the Board Secretary, or any Board member is uncertain regarding the results of a vote, the Chair or any Board member may call for a revote.

## **8. Announcing the Result**

- (a) The Board Secretary shall be responsible for the complete announcement of the results of the vote, including the following elements:

- i. which side has the vote; and
- ii. whether the motion passed or failed.

## 9. Special Motion Practice

### (a) Motions by the Chairperson

The Board Chairperson may “entertain” a motion from other Board members, but cannot serve as the maker of any motion before the Board. The Board Chairperson may second any motion made by another Board member.

### (b) The “Friendly Amendment”

During discussion on a motion that is on the floor, Board members may suggest a “friendly amendment” as a practical tool to avoid a formal “motion to amend”. This suggestion is appropriate when it appears that a change to the pending motion is desirable or necessary to win the support of the majority. It is accomplished when a Board member who has the floor states “I want to suggest a friendly amendment to the motion” and states the suggested amendment. If both the maker of the motion and the person who seconded the motion accept the friendly amendment, then that becomes the motion on the floor. If either object, then a more formal “motion to amend” is in order.

### (c) Multiple Motions on the Floor

There can be no more than three (3) motions on the floor at the same time. The Chair shall reject any additional motions until the Board has disposed of at least one of the pending motions. The Chair shall proceed to obtain a vote first, on the last motion that was made.

### (d) Call for “Point of Order”

A call of “Point of Order” is the procedure followed to call the attention of the Chair to a violation of the rules, an omission or a mistake in the proceedings, or any unusual situation requiring immediate attention. For example: The Chair moves on to a vote on a motion that is debatable and not all Board members have been allowed to speak on the motion. A Point of Order is not debatable, not amendable, and requires no vote since the Chair decides the point at issue. It is in order at any time. A member may appeal the ruling of the Chair. The Chair may refer the decision to the full Board for a decision by majority vote.

### (e) Call for “Orders of the Day”

This is simply another way of saying, “return to the agenda.” It is not debatable, does not require a vote and the Chair simply reminds the speaker to return to the agenda. If the Chair fails to do so, the Chair’s determination may be appealed to the full Board.

### (f) Motion to Appeal

This motion is used to appeal the ruling of the Chair and subjects the Chair’s ruling to examination by the Board. Its purpose is to monitor the appropriateness and accuracy of the Chair’s ruling and to prevent the arbitrary exercise of power. A “Motion to Appeal” is

debatable, not amendable and must be raised immediately after the ruling in question is made by the Chair. The mover may interrupt a speaker to do so. An affirmative vote to support the Chair's ruling is requested first, followed the negative vote to reverse the ruling. A majority vote in the negative is required to overrule the Chair's ruling, a tie vote sustains the Chair's ruling.

(g) Motion to Table

This ends discussion on the agenda item, is not debatable or amendable and is used to set aside the pending motion to attend to other business. If the motion is to table to a date certain, it is placed on the agenda and comes back before the Board at that time. If the motion contains no specific time period or condition, a "motion to take it off the table" and bring it back to the Board is necessary before any further discussion or consideration is appropriate. The "motion to table" is often used improperly to kill a motion or to postpone a motion to the next meeting. In most instances a "motion to postpone" (discussed below) is appropriate.

(h) Motion to Postpone

- i. A "Motion to Postpone" is to postpone any further action or discussion on a motion for a time certain or indefinitely. This motion is debatable and is amendable.
- ii. A "motion to postpone to a date certain" (e.g., the next meeting, until receipt of a report, etc.) is appropriate if the Board needs more time, additional information or further due diligence on a motion or matter before the Board. A motion to postpone to a date certain automatically comes up at the next meeting as an item of "Unfinished Business" and is properly before the Board on the date specified in the motion. A motion or matter which has previously been postponed, does NOT need a motion to remove it "from the table" for it to be considered by the Board.
- iii. A "motion to postpone indefinitely" is used, in effect, to kill a main motion without the Board having to take a vote on the motion. In order to protect the rights of the individual Board members, all members should be allowed to fully discuss this motion before it is put to a vote.

(i) Motions to "Call the Question" or "Limit Debate"

Motions to "call the question"; "move the question"; "move the previous question"; or, "to limit debate"; are not appropriate for consideration and should not be recognized by the Chair unless all Board members have been granted the opportunity to speak at least once on a motion. These motions effectively cut off the ability of the minority to discuss an item and require a two-thirds vote to pass.

(j) Motion to Reconsider

A "Motion to Reconsider" is to call back for further consideration by the Board an action previously taken on a main motion at the same meeting that the original motion was made. It can only be made by a Board member that voted on the prevailing side. It is debatable,

not amendable, and requires a majority vote to pass. Its consideration may not be referred to a committee or postponed. No vote on a main motion may be reconsidered, however, if some irreversible action has been already been taken on it.

(k) Motion to Rescind

A “Motion to Rescind” is to nullify a decision or action that cannot be changed by a Motion to Reconsider. It is the appropriate form of action when the Board wishes to reconsider an action taken at a previous meeting. Its purpose is to cancel, or make void, the results of a motion previously passed. A Motion to Rescind is a main motion and is in order only when no other main motion is pending. It is debatable, may be amended, and requires a majority vote to pass provided all Board members have been given advance notice by placement of the issue on the Board’s draft Agenda distributed prior to the meeting; otherwise, a two-thirds vote is required if no advance notice given. It makes no difference how long ago the main motion to be rescinded was passed. Motions may not be rescinded, however, if irreversible actions have already been taken on them. However, in such circumstances, unexecuted portions of a motion may be rescinded.

(l) Motion to Suspend the Rules

This motion allows the Board to suspend these Rules of Procedure in a given situation for a particular purpose. Its purpose is to allow the Board to violate its own rules or procedures when circumstances warrant. It is only applicable to these procedural rules, and does not apply to plan provisions and applicable law. It is debatable, but requires a two-thirds vote to pass as it effectively operates as an amendment of these Rules of Procedure (albeit for a single instance) without advance notice to the Board members by placement on the draft Agenda.

## **E. Closed Session**

### **1. Purposes**

(a) The Board may meet in closed session only for the following purposes:

- i. To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of a public officer, employee, staff member, or individual agent, if the named person requests a closed hearing.
- ii. To consider the purchase or lease of real property up to the time and option to purchase or lease that real property is obtained.
- iii. To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only when an open meeting would have a detrimental financial effect on the litigating or settlement position of the Board.
- iv. To review the specific content of an application for employment or appointment to public office when the candidate requests that the application remain confidential.

- v. To consider material exempt from discussion or disclosure by state or federal statute.
- vi. As otherwise provided by law, including, but not limited to, complying with the Board's attorney-client privilege or discussing confidential medical information.

## **2. Procedures.**

- (a) A two-thirds (2/3) roll call vote of Board members elected or appointed and serving is required to enter into a closed session, unless the closed session is being entered for purposes as set forth above in subparagraph (a)(i) of Section V.E.1. above (e.g., personnel related matters).
- (b) The roll call vote and the purpose or purposes for calling the closed session shall be entered into the minutes of the meeting at which the vote is taken.
- (c) The Board Secretary shall record a separate set of minutes at the closed session.
  - i. The minutes shall include the time, date and place of the meeting; members present or absent; the purpose(s) for which the closed session has been called; a brief summary of the discussion and an indication that only matters for which the meeting was called were discussed.
  - ii. These minutes shall be retained exclusively by the Board Secretary, are not available for dissemination unless otherwise provided by law.
  - iii. These minutes may be destroyed one (1) year and one (1) day after approval of the minutes of the regular meeting at which the closed session was approved.
- (d) No vote shall be taken during closed session on matters considered in closed session. Any action taken on such matters must be approved in the open portion of a meeting and recorded appropriately.
- (e) As a matter of practice, the Board shall convene in open session prior to adjourning to closed session.

## **F. Retention of Professional Advisors**

The Board shall have the authority, by written contract, to retain the services of independent professional advisors as are deemed necessary for the Board to fulfill its fiduciary duties and responsibilities.

## **VI. BOARD COMMUNICATIONS**

### **A. With All Parties**

1. A Board member shall be respectful of the Board and its decisions, and of committees and their recommendations, in all external communications, even if he or she disagrees with such decisions or recommendations.
2. A Board member shall not correspond with a non-affiliated person or entity using Plan and Trust letterhead or as a spokesperson on behalf of the Board unless the communication is authorized by the Board. The Board member when speaking on their own behalf shall not represent themselves as speaking on behalf of the Board.

### **B. With Service Providers and Other Non-Affiliated Individuals**

1. A Board member shall be respectful of the Board and its decisions, and of committees and their recommendations, in all external communications, even if he or she disagrees with such decisions or recommendations.
2. As a means to provide correct, timely and uniform information regarding Plan and Trust administration, the provision of benefits, and related matters, inquiries on such matters from service providers, the media, and other non-affiliated entities and individuals should be directed to the Board Secretary. If Board members receive inquiries from non-affiliated entities and individuals regarding the Plan and Trust and choose to respond to such inquiries, such Board members shall clarify that they are not speaking on behalf of the Board, unless the communication is specifically authorized by the Board.
3. A Board member shall not correspond with a non-affiliated person or entity using Plan and Trust letterhead or as a spokesperson on behalf of the Board unless the communication is authorized by the Board.
4. Copies of all written communications from a Board member to a current service provider or person or entity related to a current service provider, relating to Board business (other than purely personal or social correspondence) shall be provided to the Board Secretary for possible subsequent distribution to all members of the Board.
5. A copy of any written business related communication (other than routine announcements, generally distributed newsletters, and similar material) received by a Board member from a current service provider, and not received by any other Board member, shall be forwarded to the Board Secretary for possible subsequent distribution to all members of the Board.

### **C. With the Electorate**

1. The Board may publicly express an opinion with regard to the merits of a proposed ballot measure or legislation that is reasonably expected to impact Plan members or their beneficiaries with respect to their benefit(s) or the operation of the Plan and Trust. The Board may provide information to its membership regarding the measure that is fair and impartial, avoids advocacy of any particular vote, and is provided to its membership as part of normal communications as to which the Board is not expending additional funds. The Board may not, however, expend Trust funds or other resources (such as staff time) to mount a campaign, or otherwise advocate, on any measure before the electorate or on behalf of any particular candidate on a ballot. By way of example, the Board could provide notification to its membership of a proposed piece of legislation which would modify benefits or services provided to members or retirees. Such notification, however, shall only provide information regarding the proposed legislation and shall not provide adversarial or supportive commentary.
2. In addition, unless authorized by the Board, individual Board members shall not use their position as a member of the Board when expressing an opinion regarding any ballot measure or candidate for office, unless the individual specifically identifies his or her opinion as personal and not that of the Board. The Board shall consult with its General Counsel prior to speaking officially, or expending Trust resources, on any items that will be brought before the electorate so as to avoid any potential misuse of trust funds.

### **D. With Plan Membership**

1. Board members shall be aware of the risk of communicating inaccurate information to plan members and the possible harm to a plan member that may result from any such miscommunications.
2. Board members shall mitigate the risk of miscommunication with plan members by refraining from providing specific detail, advice or counsel with respect to the rights or benefits to which a plan member may be entitled under the Plan. Board members are expected to and may provide general information to Plan members. Where explicit advice or counsel, with respect to Plan provisions, policies or benefits is needed, Board members will refer inquiries to the General Counsel or appropriate designee.

## **VII. ADMINISTRATION**

### **A. Administrative Policies and Procedures**

1. The Board shall establish and approve all policies, procedures, and forms with respect to the proper administration of the Plan and Trust.

## **B. Authorized Signers**

1. All incumbent members of the Board shall be authorized to execute agreements, contracts, and other legally binding documentation on behalf of the Trust. The Board shall adopt and, from time to time, update a resolution identifying the incumbent members of the Board.
2. Two signatures shall be required on all legally binding documentation presented for execution by the Board.

## **VIII. APPEAL PROCEDURES**

All decisions of the Board regarding benefits provided under the Plan shall be subject to an appeal process as provided herein or established by the Board in exigent circumstances.

### **A. Hearings**

All hearings before the Board shall be conducted in accordance with these procedures. The Board shall serve as a quasi-judicial body in all such hearings. The Board may schedule an administrative hearing for review and consideration of any matter before the Board.

### **B. Notice of Denial**

The Board Secretary shall notify a benefit claimant in writing within thirty (30) days of a denial of a claim for such benefits by the Board. The notification shall contain the basis for denial.

### **C. Request for Hearings**

A benefit claimant may appeal the denial of claim for benefits and request an appeal hearing before the Board. The appeal shall be in writing and filed with the Board within ninety (90) days of the date of notification of denial. The request shall include the member's, retiree's or beneficiary's full name, address and contain a statement of the claimant's reasons for believing the denial to be improper.

### **D. Notice of Hearing**

Any member, retiree or beneficiary requesting a hearing shall be given an opportunity for a hearing which shall be scheduled by the Board within sixty (60) days of receipt of the request for appeal. Unless otherwise specified, the hearing shall be held at the normal meeting place of the Board. Notice of any hearing scheduled by the Board shall be by certified and first class mail to all appropriate parties at least two (2) weeks prior to the date of the hearing.

### **E. Representation of Parties**

Any member, retiree, or beneficiary may be represented by an attorney or other representative or may appear in person. A representative with appropriate authority may appear in the absence of the interested party. A representative of a party shall be deemed to control all matters respecting

the interests of that party in the proceedings. The Board's General Counsel shall be present during any appeal to the Board.

#### **F. Defaults**

If a party fails to appear at the hearing after service of notice by certified mail, the Board, if no adjournment was granted, may proceed with the hearing and make its decision in the absence of the party.

#### **G. Adjournment/Continuance**

No hearing shall be adjourned or continued, except upon approval of the Board Chairperson or the Board's Vice Chairperson in the Board Chairperson's absence. All motions and requests for an adjournment, or continuance, shall be accompanied by a statement of the reasons therefore and filed with the Board Secretary. No motion or request for an adjournment or continuance will be considered unless same is filed with the Board Secretary at least five (5) days prior to the date assigned for the hearing, except that the Board may accept such request during a hearing or may waive the five (5) day notification if proper showing is made that for reasons not within the control of the person or parties making the motion or request, the motion or request could not be filed with same time limit.

#### **H. Evidence**

1. The petitioner and/or representatives shall be given an opportunity to present oral and written arguments and an opportunity to present evidence on issues of fact. Written arguments shall be given to the Board at least (ten) 10 days in advance of the hearing. A representative of the Board may cross-examine the petitioner and any witnesses and may submit rebuttal evidence.
2. In a hearing the rules of evidence as applied in a non-jury civil case in circuit court shall be followed as far as practicable, but the Board may admit and give probative effect to evidence of a type commonly relied upon by reasonably prudent individuals in the conduct of their affairs. Irrelevant, immaterial or unduly repetitious evidence may be excluded. Effect shall be given to the rules of privilege recognized by law. Objections to offers of evidence may be made and shall be noted in the record. Evidence at a hearing, including records and documents in possession of the Board of which it desires to avail itself, shall be offered and made a part of the record.
3. Hearings shall be recorded, but need not be transcribed, unless requested by a party who shall pay for the transcription of the portion requested except as otherwise ordered by the Board.

#### **I. Factfinder**

1. The Board may, in its sole discretion, appoint a Factfinder to make findings of fact surrounding the question(s) in dispute. The Factfinder shall be a disinterested, neutral person appointed by Board resolution based upon a list of names considered by the Board.

The Factfinder will report his/her findings to the Board in written form for final deliberation and decision.

2. The Factfinder will base his/her factual determinations on any and all of the following:
  - (a) Testimony of the parties or their witnesses; and
  - (b) Documentary evidence, if any.
3. The conclusions of fact made by the Factfinder may not be conclusive and on good cause shown, be subject to rebuttal at final hearing by the Board.
4. The Factfinder will record the proceedings.

#### **J. Official Notice of Facts**

The Board may take official notice of judicially recognizable facts, and may take notice of general, technical, or scientific facts within the Board's specialized knowledge.

#### **K. Presiding Officer; Power and Duties**

1. The Chairperson shall be the presiding officer in the hearing. In the Chairperson's absence, the Vice-Chairperson shall be the presiding officer.
2. A presiding officer may do all of the following:
  - (a) Administer oaths and affirmations;
  - (b) Sign and issue subpoenas in the name of the Board, requiring attendance and giving of testimony by witnesses and the production of books, papers, and other documentary evidence;
  - (c) Provide for the taking of testimony by deposition;
  - (d) Regulate the course of the hearings, set the time and place for continued hearings, and fix the time for filing documents; and
  - (e) Direct the member, retirant, or beneficiary to appear and to confer with representatives of the Board to consider simplification of the issues.
3. The presiding officer or his/her designee shall notify the member, retirant, beneficiary, or his/her representatives of any continuance to a hearing.

#### **L. Final Decisions**

A final decision or order of the Board in a hearing shall be made, within a reasonable period, in writing. A decision or order shall not be made except upon consideration of the record as a whole or such portion thereof as may be cited by any party to the proceedings and as supported by and in

accordance with the competent material and substantial evidence standard. A copy of the decision or order shall be delivered by certified and first class mail within seven (7) days of its entry to the member, retirant, beneficiary or his/her representatives.

#### **M. Rehearing/Review**

1. The Board by a majority vote may order a rehearing in a contested case on its own motion or on request of a party.
2. A request for a rehearing shall be filed within fifteen (15) days after the date of mailing notice of the final order of the Board. A rehearing shall be noticed and conducted in the same manner as an original hearing. The evidence received at the rehearing shall be included in the record for the Board's reconsideration and for judicial review. A decision or order may be amended or vacated after the rehearing.

#### **IX. NON-COMPLIANCE**

Violation of these Rules of Procedure may result in the removal of the offending member from the position of Chair, Vice-Chair or Secretary of the Board, or from any other assignment on behalf of the Board, and may also subject the offender to censure by the Board.

#### **X. POLICY REVIEW**

The Board shall review these Rules of Procedure at least every three (3) years to assure its efficacy and relevance. The Board may amend this policy, from time to time, as it deems necessary.

[ATTACHMENT A]

**AGENDA**

City of Detroit General  
Retiree Health Care Plan and Trust  
Meeting No.\_\_\_\_\_

(Date)

- I. Call to Order/Roll Call**
- II. Approval of Agenda**
- III. Public Comment**
- IV. Regular Agenda**
  - A. Minutes
    - 1. For Distribution
    - 2. For Approval
    - 3. Pending/Unavailable
  - B. Confirmations – Receipts/Disbursements
  - C. *[Disbursement of Fees and Expenses]*
- V. Reports**
  - A. Benefits Consultant's Report
  - B. Investment Consultant's Report
  - C. General Counsel's Report
  - D. Special Legal Counsel Reports
  - E. Other Consultants/Advisors
- VI. Unfinished Business**
- VII. New Business**
- VIII. Trustee Comment/Open Forum**
- IX. Adjournment**