



HPRS Governance Manual

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Introduction

The Board of the Highway Patrol Retirement System is committed to excellence in Board governance. Accordingly, this Trustee Training Manual has been developed to assist both new and seasoned Board members in fulfilling their fiduciary duties on behalf of the System, its members, and beneficiaries. Board member fiduciary duties include the following:

- **Duty of loyalty** – The obligation to act for the exclusive benefit of the plan participants and beneficiaries. Regardless of how they have been selected, Board members must put the interest of all plan participants and beneficiaries above their own interests or those of any third parties.

- **Duty of care** – The responsibility to administer the plan efficiently and properly. The duty of care includes consideration and monitoring of the financial sustainability of funding practices and the effective administration of System benefits in compliance with applicable law.

- **Duty of prudence** – The obligation to act prudently in exercising power or discretion over the interests that are the subject of the fiduciary relationship. The general standard is that a Board member should act in a manner consistent with a reasonably prudent person exercising care, skill, and caution. In addition to guidance on best-practices, this manual incorporates System values, policies, and rules and regulations as well as pertinent requirements of the laws affecting the Retirement Board and its functions.

The Administration Committee of the Retirement Board shall have the responsibility for ensuring this Manual remains relevant and shall do so with the assistance of Retirement Board members.

Brief Overview of the Retirement System

In 1941, the Ohio General Assembly established the Highway Patrol Retirement System (HPRS) for troopers and communications personnel employed by the Highway Patrol. Today, membership in HPRS is limited to troopers with arrest authority and trooper cadets in training at the Highway Patrol Training Academy.

The system provides age and service, disability, survivor, and death benefits, as well as health care coverage for benefit recipients and eligible dependents.

For more information on the legal creation of HPRS, please visit: <http://codes.ohio.gov/orc/5505>.

Mission, Vision, and Values

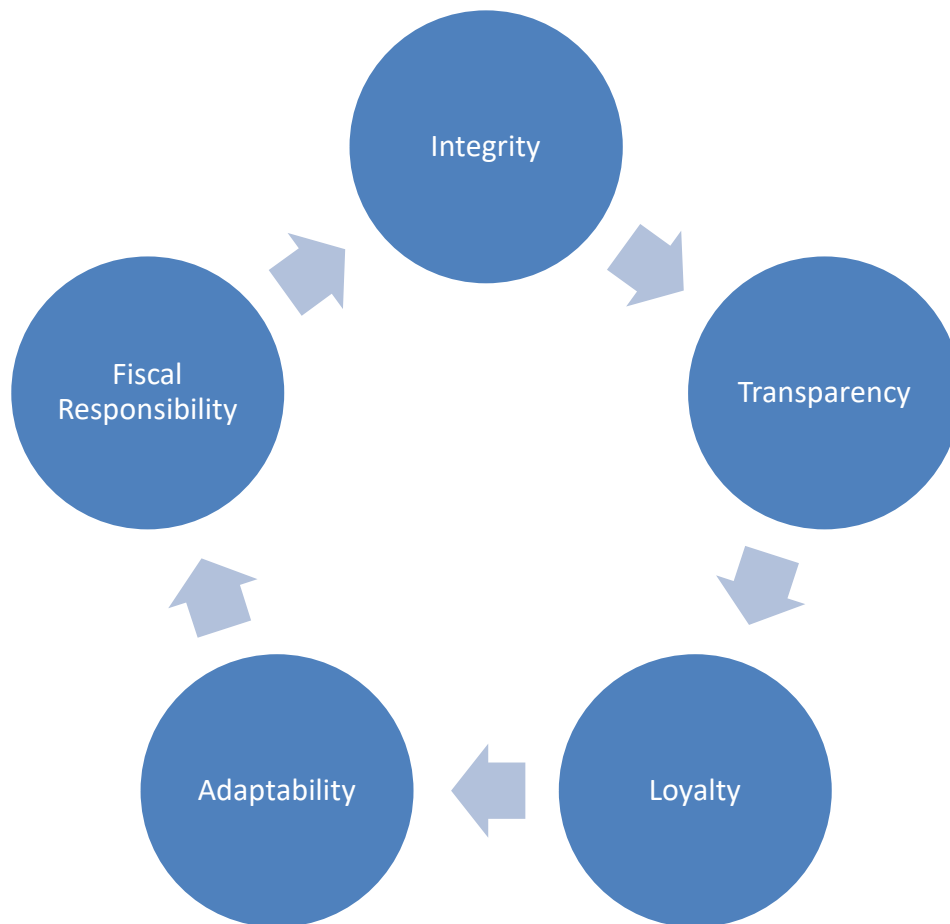
Mission Statement

The mission of the Highway Patrol Retirement System is to provide stable pension services that are fiscally responsible, prudently administered, and delivered with understanding and responsiveness to all members and beneficiaries.

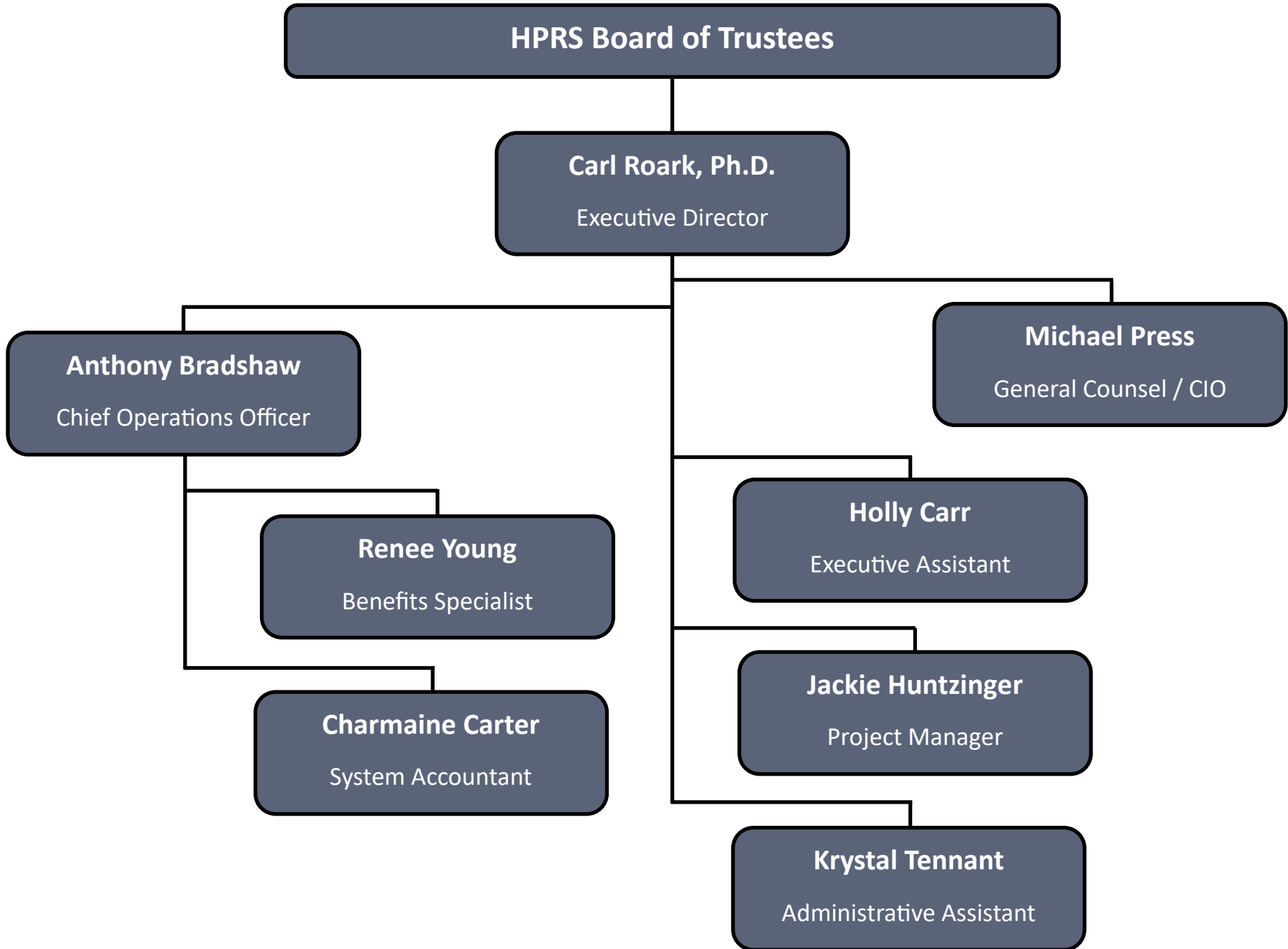
Vision Statement

To maintain a financially sound pension system that is a leader in the oversight of our investments and liabilities, providing for the long-term financial wellbeing of our retirement system.

Values



Highway Patrol Retirement System—Organizational Chart



Board of Trustees - Current



Ex-Officio

Col. Charles A. Jones, Superintendent

Elected - Active

Sgt. Derek L. Malone
(4-year term, 8/1/2021 - 7/31/2025)

Lt. Christian J. Niemeyer
(4-year term, 8/1/2022 - 7/31/2026)

Sgt. Brice A. Nihiser
(4-year term, 8/1/2021 - 7/31/2025)

Maj. Matthew L. Them (Chair)
(4-year term, 8/1/2024 - 7/31/2028)

Tpr. Cynthia D. Wilt
(4-year term, 8/1/2023 - 7/31/2027)

Elected - Retired

Maj. (ret.) Darryl Anderson (Vice-Chair)
(4-year term, 8/1/2022 - 7/31/2026)

Sgt. (ret.) Michael P. Kasler
(4-year term, 8/1/2021 - 7/31/2025)

Appointed

VACANT

**General Assembly's Investment Expert Appointee
(4-year term, 11/5/2020 - 11/4/2024; pursuant to ORC
Section 5505.04(A) (3), serves until successor sworn in)**

Craig A. Warnimont
Treasurer of State's Investment Designee
(4-year term, 8/8/2022 - 8/7/2026; pursuant to ORC
Section 3.01, serves until successor is sworn in)

Maj. (ret.) JP Allen
Governor's Investment Expert Appointee
(4-year term, 11/25/2020 - 9/26/2024; pursuant to ORC
Section 5505.04(A) (3), serves until successor sworn in)

Board Charter

Function and Composition

The Highway Patrol Retirement System Board, the governing body of the system, is responsible for the administration and management of HPRS. Among its many duties, the Board reviews and adopts policies concerning investments, members, contributors, and benefit recipients of HPRS, adopts administrative rules, conducts disability hearings, reports to the Ohio Retirement Study Council, adopts an annual administrative budget, certifies employer contribution rates, monitors the actuarial status of the system by reviewing annual actuarial reports, establishes a period of not more than 30 years to amortize the unfunded actuarial accrued pension liabilities (or adopts a plan to reach that goal), and administers and determines the level of HPRS health care benefits.

The HPRS Board is established by Ohio Revised Code §5505.04, which describes the Board's composition and qualifications. Board members serve four-year terms. The Board consists of eleven members, as follows: the superintendent of the state highway patrol, five employee-members elected by the members of the system; two retirant members elected by retirees and disability benefit recipients of the system; and three investment expert members appointed by the Governor, the Treasurer of State, and jointly by the Speaker of the Ohio House of Representatives and the President of the Ohio Senate.

The Board meets six times a year to review and formulate policies concerning members, contributors, benefit recipients and staff. Board members are not penalized for absences from their regular employment while attending authorized Board meetings. Although Board members receive no compensation, reimbursement is provided for necessary expenses incurred while serving the system.

Oath of Office

Prior to assuming office, each trustee is required to affirm the following oath:

I, _____, agree that I will support the Constitutions of the United States and the State of Ohio, that I will diligently and honestly administer the affairs of the Board, and at I will not knowingly violate or willfully permit the violation of any law applicable to Chapter 5505 of the Ohio Revised Code.

Meetings & Quorum

Attendance at Board and Committee meetings is an essential element of a trustee's fiduciary duty. Therefore, trustees are expected to attend all meetings unless there are extenuating circumstances that prevent attendance.

Ohio Revised Code §3.17 states:

"Any member of a board, commission, council, board of trustees of an institution of higher education, or other public body of the state, except a member of the general assembly or a judge of any court in the state, who fails to attend at least three-fifths of the regular and special meetings held by that board, commission, council, board of trustees, or public body during any two-year period forfeits the member's position on that board, commission, council, board of trustees, or public body."

Committees are smaller subsets of trustees that meet to deliberate on various items and make recommendations to the Board. Generally, Committee meetings operate in the same manner as Board meetings.

A quorum consists of a majority of the total number of trustees who are serving on the HPRS Board at the time of a meeting where official action is to be taken. A favorable vote consists of a majority of the total number of trustees present. An abstention from voting is not counted as either an affirmative or negative vote. A roll call vote will occur if there is a division in the vote. Any trustee may request a roll call on any vote.

Ohio Open Meetings Act

Meetings of the Board are governed by the Ohio Open Meetings Act and are generally open to the public. The Open Meetings Act is intended to require public bodies to take official action and to conduct deliberations on official business in open meetings. A public body has three basic responsibilities under the Act: openness, notice, and minutes. Ohio Revised Code §121.22(B)(2) defines a meeting as a prearranged gathering by a majority of membership of the public body for the purpose of discussing or conducting public business. Trustees must be present in person to vote, deliberate, or to be counted in a quorum. Conducting meetings via teleconference or videoconference is prohibited.

The minutes are the record of the proceedings of the Board. Draft copies of the prior meeting's written minutes are circulated to the Board in advance of each meeting. After approval, the minutes become part of the permanent record of the organization.

Ohio Revised Code §121.22(G) authorizes an executive session to allow the Board to privately discuss limited matters, including the following:

1. Personnel, to consider the appointment, employment, dismissal, discipline, promotion, or compensation of a public employee or official;
2. Property, to consider the purchase of property (real and personal property, whether it is tangible or intangible) and to consider the sale of property by competitive bid

- (real or personal property) if disclosure of the information would result in a competitive advantage to the other side;
3. Court action, with the public body's attorney to discuss pending or imminent court action;
 4. Collective bargaining, to prepare for, conduct or review collective bargaining strategy;
 5. Confidential matters, to discuss matters required to be kept confidential by federal law, federal rules, or state statutes; and
 6. Security arrangements, to discuss details of security arrangements and emergency response protocols where disclosure could be expected to jeopardize the security of the public body or public office.

The Board may exclude members of the public from the executive session, and it may invite specific guests of the Board or Committee to attend the executive session.

Robert's Rules of Order

When a question of parliamentary procedure arises, the most current edition of *Robert's Rules of Order* will be followed, unless it conflicts with HPRS's statutes and rules.

Meeting Agendas

The Executive Director, in coordination with the Board chair, will prepare and distribute a written agenda for each meeting of the Board. The agenda items and related materials for the Board meeting will generally be distributed to trustees at least seven calendar days in advance of the meeting. The agenda will be distributed to all active members of HPRS and by the system's public website, www.ohprs.org.

Board Communications

Board members will direct questions regarding the system's operations to the Executive Director. Board member requests for information that require a significant expenditure of staff time or the use of external resources should be formally requested at a Board or Committee meeting. In the spirit of open communication, trustees will share any information pertinent to the system with the Executive Director in a timely manner. The Executive Director will similarly share with the Board any information pertinent to the Board in a timely manner. The Executive Director will ensure that information that has been requested by the Board or by an individual trustee is made available to all trustees.

Trustees should refrain from providing specific advice or counsel with respect to the rights or benefits to which a member may be entitled under Chapter 5505 of the Revised Code. In cases where a member contacts a trustee with questions pertaining to personal situations or benefits matters, the member should be referred directly to the Executive Director and/or the appropriate staff member within HPRS to handle the issue. The trustee should be informed of the outcome of the contact.

A member who wishes to address the board while in session must submit a request in writing to the Executive Director no less than ten days prior to the scheduled meeting. The request must include the topic to be addressed, and comments will be limited to this topic.

In external communications, trustees should:

- Limit commentary to interested groups, or 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,
- Indicate when they are representing a personal position, opinion or analysis that is different from a Board-approved position, and
- Indicate if they are speaking in a capacity other than that of a trustee.

Media

The Executive Director will serve as the primary contact for media inquiries and as spokesperson for the system. On major Board policy issues or issues requiring a Board perspective, the Board Chair will serve as the spokesperson. The Executive Director will closely coordinate with the Chair on media inquiries and keep the Board informed on a timely basis. When contacted by the media, a trustee has the option of directing the inquiry to the Executive Director. If the trustee chooses to be interviewed by the media, the trustee should clarify that he or she is speaking as an individual trustee and not on behalf of the Board.

Written press releases concerning HPRS will be the responsibility of the Executive Director.

Vendors/Lobbyists/ Service Providers

Individual trustees shall refer proposals or other communications regarding potential or existing investments, business opportunities, or contracts with any outside service providers directly to the Executive Director or the designated staff, assigned by the Director.

A recap of all referrals made by trustees or other elected officials will be maintained, and a summary of the previous year's referrals presented at the first board meeting of the year.

Trustees are prohibited from accepting anything of value from potential or existing vendors, including any payment of travel expenses.

Material, Non-Public Information

It is possible that trustees could come into possession of material, non-public information through their service as an HPRS trustee. Trustees are prohibited from trading on this information. Should a trustee have any questions, he or she should contact the General Counsel.

External Groups

When a trustee accepts an invitation to make a presentation on public retirement topics to an external group, the trustee should have their presentation reviewed by the Executive Director for completeness and accuracy.

Board Evaluation Policy

The Board acknowledges its intention to establish and follow “best practices” in order to fulfill its fiduciary obligations. An annual Board and self-evaluation process will not only serve as a tool to ensure the Board is functioning at an optimal level but will improve the Board’s efficiency in time management. A self-evaluation will also encourage increased board member participation and develop closer working relationships among board members. The self-evaluation process provides all board members an opportunity to evaluate and discuss the Board’s performance with candor and from multiple perspectives.

Trustee Education Policy

Each Trustee is responsible for evaluating their educational needs and obtaining knowledge of specific subject matters. The Executive Director will assist them in obtaining information on conferences or seminars to meet their educational needs. An individualized training focus will be mutually agreed upon and put in place for each trustee. Trustees are required to attend ongoing educational sessions to stay current on fiduciary responsibilities.

The Executive Director shall arrange for an annual fiduciary education session, as well as ethics training for the Board and Staff.

Reimbursement of Education Expenses

Payment and/or reimbursement of travel-related expenses for Trustee orientation and education, and necessary meeting attendance, will be in accordance with HPRS Policy (See Appendix for additional policy information).

Basic Responsibilities of the Board

The Board should:

- Determine the HPRS mission and vision. It is the Board's responsibility to create and review a statement of mission and vision that articulates goals, means, and primary constituents served.
- Select the Executive Director after a carefully considered and executed search process.
- Establish an investment policy and performance benchmarks for the fund and monitor the overall risks and returns of the fund.
- Provide proper financial oversight. The Board approves the annual budget and ensures that proper financial controls are in place.
- Ensure legal and ethical integrity, adhere to fiduciary duties, and maintain accountability. The Board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
- Ensure effective organizational planning. The Board will actively participate in the strategic planning process and assist in monitoring the plan's goals.
- Establish the fund’s proxy voting and corporate governance policies.
- Participate in the orientation of new Board members by welcoming them to the Board, describing the Board’s culture, and discussing current issues facing the Board.
- Assess Board performance annually.

- Enhance the public standing of HPRS. The Board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.
- Determine, monitor, and strengthen the programs and services of HPRS. The Board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
- Ensure that high-quality, professional, personnel practices are in place, in compliance with applicable laws.
- Hire, review, and terminate (if necessary) investment consultants and actuaries.
- Review and approve all administrative code rules. At the discretion of the Chair or Executive Director, administrative code rules may be referred to the appropriate committee for their review and recommendation.
- Verify that procedures are in place to ensure the security of member-specific information and other confidential information.
- Appropriately manage the funding and design of health care benefits.
- Monitor and influence legislation and external factors that impact HPRS.
- Verify that a disaster recovery plan is in place to protect the beneficiaries of HPRS.
- Support the Executive Director and assess his or her performance. The Board should ensure that the Executive Director has the moral and professional support he or she needs to further the goals of HPRS.

Beyond the responsibilities listed above, all other responsibilities are delegated to the Executive Director.

Chair Job Responsibilities and Functions

Title: HPRS Board Chair

I. General Description

- A. Elected annually by members of the Highway Patrol Retirement Board
- B. Foster the highest level of honesty and integrity
- C. Conduct Board business efficiently and effectively
- D. Supervise the HPRS Executive Director
- E. Serve in a fiduciary capacity to all members of the retirement system
- F. Ensure the board's governance is of the highest possible standard

II. Responsibilities

- A. Chair meetings according to accepted rules of order for the purposes of
 - a. encouraging all members to participate in discussion;
 - b. arriving at decisions in an orderly, timely and democratic manner;
- B. After discussing committee assignments with each trustee and considering individual interests and skill sets, appoint all standing committee and special committee members. Board to approve all committee assignments.
- C. Provide leadership to ensure that trustees fulfill their duties and responsibilities for the proper governance of the board.
- D. Ensure compliance with all laws, rules, regulations, and policies.
- E. Foster a safe environment for open communication and inquiry.
- F. Call special board meetings, as necessary.
- G. Assist the HPRS Executive Director in preparing the agenda for board meetings.
- H. Periodically consult with board members on their roles and help them assess their performance.
- I. Oversee searches and participate in the hiring of Executive Director, Chief Financial Officer, and Chief Investment Officer.
- J. Ensure that periodic performance reviews of the executive director are conducted.
- K. Vote on matters before the board.
- L. Represent the system to external groups and serve as primary spokesperson for the board.
- M. Oversee and encourage the board's role in strategic planning.
- N. Monitor the pace of meetings and ensure discussions stay focused and within the allotted time.
- O. Help the board "speak in one voice" to best represent the membership as a whole.
- P. Certify any action taken by the board, when required, and execute documents on behalf of the board.

III. Necessary Skills and Knowledge

- A. Broad knowledge of legal, regulatory, and statutory authority pertaining to the operation of a public pension system.
- B. Personal qualities of integrity, credibility, and a passion for improving the lives of the system's beneficiaries.
- C. Complete understanding and acceptance of fiduciary responsibility.
- D. Thorough knowledge of organizational structure and principles of management.
- E. Understanding and working knowledge of investment practices, actuarial principles, and relevant health care issues.
- F. Ability to prioritize and multi-task.
- G. Ability to communicate effectively.

IV. Special Provisions

- A. Maintain appropriate confidentiality on all matters before the board.

Vice-Chair Job Responsibilities and Functions

Title: HPRS Board Vice-Chair

I. General Description

- A. Member of the Highway Patrol Retirement Board.
- B. Elected annually by the members of the board.
- C. Foster the highest level of honesty and integrity.
- D. Serve in a fiduciary capacity to all members of the retirement system.

II. Responsibilities

- A. Chair meetings and perform chair responsibilities in the absence of the board chair according to accepted rules of order for the purposes of;
 - a. encouraging all members to participate in discussion,
 - b. arrives at decisions in an orderly, timely and democratic manner (see Chair description)
- B. Work closely with the chair, trustees, and system staff.
- C. Provide leadership to ensure that trustees fulfill their duties and responsibilities for the proper governance of the board.
- D. Serve on committees as assigned.
- E. Ensure compliance with all laws, rules, regulations, and policies.
- F. Foster a safe environment for open communication and inquiry.
- G. Perform other duties as assigned by the board.
- H. Periodically consult with board members on their roles and help them assess their performance.
- I. Vote on matters before the board.
- J. Serve as primary spokesperson for the board in the absence of the chair.

III. Necessary Skills and Knowledge

- A. Knowledge of legal, regulatory, and statutory authority pertaining to the operation of a public pension system.
- B. Personal qualities of integrity, credibility, and a passion for improving the lives of the system's beneficiaries
- C. Complete understanding and acceptance of fiduciary responsibility.
- D. Knowledge of organizational structure and principles of management.
- E. Understanding and working knowledge of investment practices, actuarial principles, and relevant health care issues.
- F. Ability to prioritize and multi-task.
- G. Ability to communicate effectively.

IV. Special Provisions

- A. Maintain appropriate confidentiality on all matters before the board.

Trustee Job Responsibilities and Functions

Title: HPRS Board Trustee

I. General Description

- A. Elected or appointed as a member of the Highway Patrol Retirement Board.
- B. Foster the highest level of honesty and integrity.
- C. Serve in a fiduciary capacity to all members of the retirement system.

II. Responsibilities

- A. Be informed about the mission and policies of HPRS.
- B. Attend board and committee meetings and vote when the Chair calls for a vote.
- C. Review agenda and supporting materials prior to Board and Committee meetings.
- D. Serve on committees as assigned.
- E. Keep informed and up to date on developments in the pension and public fund arena.
- F. Follow conflict of interest, disclosure, and confidentiality policies.
- G. Counsel with the Executive Director as appropriate and support him or her.
- H. Assist the Board in carrying out its fiduciary responsibilities.
- I. Meet high ethical standards to avoid even the appearance of impropriety.
- J. Coordinate individual requests for HPRS staff work through the board chair or the chair of a standing or special committee.

III. Necessary Skills and Knowledge

- A. Awareness of legal, regulatory, and statutory authority pertaining to the operation of a public pension system.
- B. Personal qualities of integrity, credibility, and a passion for improving the lives of the system's beneficiaries.
- C. Complete understanding and acceptance of fiduciary responsibility.
- D. Understanding of Robert's Rules of Order.
- E. Basic understanding of investment practices, actuarial principles, and relevant health care issues.
- F. Comprehensive knowledge of investment practices, actuarial principles, and health care issues (Governor's appointments only).
- G. Ability to prioritize and multi-task.
- H. Ability to communicate effectively.

IV. Special Provisions

- A. Maintain appropriate confidentiality on all matters before the board.

Responsibilities of Committee Chairs

Each Committee Chair will:

- Chair Committee meetings and provide leadership to the Committee.
- Develop and review Committee meeting agendas with the Executive Director, with input from the Committee.
- Report to the Board on the Committee's decisions, policies, and recommendations.

Committees of the Retirement Board

Ohio Administrative Code Rule 5505-9-08 authorizes Committees of the Retirement Board.

The five standing committees and the relevant areas of responsibility are as follows:

- (1) **Health, Wellness, and Disability** – disability retirement benefits
- (2) **Administration** – administration of system operations, including payroll and facilities
- (3) **Investment** – investment functions of the system, including internal and external investment management and investment consulting
- (4) **Audit** – annual financial audit, internal audit, fiduciary audit
- (5) **Health Care Funding** - health care solvency and plan design

The Board Chair will appoint five or more trustees to each of the above-listed committees, subject to approval by the board. In addition, the Board Chair may form or dissolve any special committees, the size of which shall be at the direction of the Board Chair.

Each committee Chair and/or Vice-Chair will report committee actions and present recommendations to the Board for further action.

The Board and Committee schedules are as follows:

Please see <https://www.ohprs.org/ohprs/boardMeetingDates.jsp> for the most up-to-date meeting times.

Special meetings may be held at the call of the chair, or in the event of the chair's incapacity, at the call of the vice-chair.

All meeting dates and times are subject to revision. Unless otherwise noted, all meetings will be at 1900 Polaris Parkway, Suite 201, Columbus, OH 43240. Meeting revisions are posted at www.ohprs.org.

Administration Committee Charter and Work Plan

MEMBERS

Sgt. Brice Nihiser, Chair

Sgt. Derek Malone, Vice-Chair

Sgt. (ret.) Michael Kasler, Lt. Christian Niemeyer, Tpr. Cynthia Wilt

STATUS

The Administration Committee is a standing committee of the Highway Patrol Retirement System (HPRS) authorized by Ohio Administrative Code Rule 5505-9-08.

ELECTION OF STANDING COMMITTEE OFFICERS

The chair and vice-chair of the Administration Committee are elected by the appointed trustees assigned to the committee. Pursuant to Ohio Administrative Code 5505-9-08, the committee chair and vice-chair will be elected annually at the first regular committee meeting following the first regular board meeting after July 31st.

MEMBERSHIP

The Administration Committee will consist of five or more trustees who are appointed by the board chair and approved by the board. Members will serve on their appointed committees until reassigned or removed by the board chair, subject to approval by the board.

PURPOSE

The Administration Committee is responsible for administration of the system's operations, including payroll, and reporting committee actions and presenting recommendations to the board for further action.

Activities, actions, motions, and/or other recommendations of the Administration Committee will be presented as recommendations to the board for further action.

RESPONSIBILITIES AND DUTIES

The Administration Committee has all the power and authority of the board with respect to review and examination of all issues and concerns in the Administration Committee's scope of authority as delegated by the board, with the objective of making recommendations to the board, regarding the overseeing, reviewing, maintaining, and amending the pension and retirement plans of the HPRS.

MEETINGS

Administration Committee meetings will occur on the third Wednesday of even-numbered months, unless otherwise rescheduled.

A quorum is required for an Administration Committee meeting to proceed.

Unless otherwise noted, meetings will be held in the HPRS board room. Meeting times are subject to change, with the changes posted on www.ohprs.org.

AGENDAS

Administration Committee agendas will be a collaborative effort of the chair, vice-chair, and executive director. The chair will give notice of the agenda to the executive director who will then publish the agenda to the committee members seven days in advance of the meeting. Administration Committee agendas will also be published at www.ohprs.org and posted on the Patrol Information Portal (VRC) seven days in advance of the meeting.

ATTENDANCE

Committee members are expected to attend all meetings. Committee members are required to contact the committee chair for an excused absence for committee meetings not attended.

REPORTS

The Administration Committee chair will appoint a member of the committee or a staff member of HPRS to record the minutes of all committee meetings. The delegated recorder will reduce the notes to a written document no more than seven days after the meeting and forward the draft minutes to all members of the committee for review and comment. After review and comment, the document will be presented to the committee for approval at the next meeting. After the draft minutes are approved, the chair will sign the document. The approved minutes will be posted on the HPRS website and recorded permanently in HPRS records.

2025 ADMINISTRATION COMMITTEE WORK PLAN

1. Review and make recommendations relating to applicable administrative rules to ensure the proper administration of the HPRS retirement plan.
2. Review the 2023 fiduciary audit and oversee the HPRS staff's implementation of recommended changes. To the extent it is applicable, make recommendations to the Board.
3. Oversee the delivery of services to members and beneficiaries and make recommendations to improve the quality-of-service delivery.
4. Ensure that HPRS's operations are conducted in an efficient and effective manner providing quality service to active members, retirees, beneficiaries, and eligible dependents in accordance with governing laws and regulations.
5. Survey the system's membership (active and retired) regarding satisfaction levels.
6. Review and recommend to the board of trustees, as appropriate, all system purchases in excess of \$ 25,000 that were not approved by the Board in the annual budget.

Audit Committee Charter and Work Plan

MEMBERS

Sgt. Derek Malone, Chair

Tpr. Cynthia Wilt, Vice-Chair

Col. Charles Jones, Sgt. (ret.) Michael Kasler, Sgt. Brice Nihiser

STATUS

The Audit Committee is a standing committee of the Highway Patrol Retirement System (HPRS) authorized by Ohio Administrative Code Rule 5505-9-08.

ELECTION OF STANDING COMMITTEE OFFICERS

The chair and vice-chair of the Audit Committee are elected by the appointed trustees assigned to the committee. Pursuant to Ohio Administrative Code 5505-9-08, the committee chair and vice-chair will be elected annually at the first regular committee meeting following the first regular board meeting after July 31st.

MEMBERSHIP

The Audit Committee will consist of five or more trustees who are appointed by the board chair and approved by the board. Per Ohio Revised Code 5505.111, the Audit Committee must consist of one retirant member, one employee member, and one ex officio member. Members will serve on their appointed committees until reassigned or removed by the board chair, subject to approval by the board.

PURPOSE

The Audit Committee is responsible for the annual financial audit, ongoing internal audits, any fiduciary audit(s), and any other activities where auditing is deemed required or appropriate.

Activities, actions, motions, and/or other recommendations of the Audit Committee will be presented as recommendations to the board for further action.

RESPONSIBILITIES AND DUTIES

The Audit Committee has all of the power and authority of the board with respect to review and examination of all issues and concerns in the Audit Committee's scope of authority as delegated by the board, with the objective of making recommendations to the board regarding the oversight, review, maintenance and amendment of the pension and retirement plans of the HPRS. The Audit Committee must approve the internal audit plan each year.

MEETINGS

Audit Committee meetings will occur on the third Thursday of even-numbered months, unless otherwise rescheduled.

A quorum is required for an Audit Committee meeting to proceed.

Unless otherwise noted, meetings will be held in the HPRS board room. Meeting times are subject to change, with the changes posted on www.ohprs.org.

AGENDAS

Audit Committee agendas will be a collaborative effort of the chair, vice-chair, and executive director. The chair will give notice of the agenda to the executive director who will then publish the agenda to the committee members seven days in advance of the meeting. Audit Committee agendas will also be published at www.ohprs.org and posted on the Patrol Information Portal (VRC) seven days in advance of the meeting.

ATTENDANCE

Committee members are expected to attend all meetings. Committee members are required to contact the committee chair for an excused absence for committee meetings not attended.

REPORTS

The Audit Committee chair will appoint a member of the committee or employee staff member of HPRS to record the minutes of all committee meetings. The delegated recorder will reduce the notes to a written document no more than seven days after the meeting and forward the document to all members of the committee for review and comment. After review and comment, the document will be presented to the committee for approval at the next meeting. After the draft minutes are approved, the chair will sign the approved minutes. The minutes will be posted on the HPRS website and recorded permanently in HPRS records.

2025 AUDIT COMMITTEE WORK PLAN

1. Review the annual internal audit risk assessment report and propose to the board areas for additional internal audits with a focus on the identification of weaknesses within internal controls needed for corrective action.
2. Review all completed internal audit reports and consult with the internal auditors, as necessary, prior to reporting the findings of the internal audit to the board of trustees.
3. Review the system's annual financial audit and report the findings to the board of trustees.
4. Conduct meetings with internal and external auditors without staff present, whenever deemed necessary by the Committee.
5. Monitor the system's cybersecurity and other information technology risks, controls and procedures, including the system's plans to mitigate cybersecurity risks and to respond to data breaches.
6. Review trustee training and expense reimbursements to ensure they are made in accordance with policy and any other activity of HPRS where auditing is deemed appropriate.
7. Review and approve the system's internal controls manual on an annual basis.

Health Care Funding Committee Charter and Work Plan

MEMBERS

Sgt. (ret.) Michael Kasler, Chair

Sgt. Derek Malone, Vice-Chair

Maj. (ret.) Darryl Anderson, Lt. Christian Niemeyer, Maj. Matthew Them

STATUS

The Health Care Funding Committee is a standing committee of the Highway Patrol Retirement System (HPRS) authorized by Ohio Administrative Code Rule 5505-9-08.

ELECTION OF STANDING COMMITTEE OFFICERS

The chair and vice-chair of the Health Care Funding Committee are elected by the appointed trustees assigned to the committee. Pursuant to Ohio Administrative Code 5505-9-08, the committee chair and vice-chair will be elected annually at the first regular committee meeting following the first regular board meeting after July 31st.

MEMBERSHIP

The Health Care Funding Committee will consist of five or more trustees who are appointed by the board chair and approved by the board. Members will serve on their appointed committees until reassigned or removed by the board chair, subject to approval by the board.

PURPOSE

The Health Care Funding Committee is responsible for health care solvency and plan design. The committee will report its actions to the board and present recommendations for further board action.

Activities, actions, motions, and/or other recommendations of the Health Care Funding Committee will be presented as recommendations to the board for further action.

RESPONSIBILITIES AND DUTIES

The Health Care Funding Committee has all the power and authority of the board with respect to review and examination of all issues and concerns in the Health Care Funding Committee's scope of authority as delegated by the board, with the objective of making recommendations to the board regarding the oversight, review, maintenance, and amendment of the pension and retirement plans of the HPRS.

MEETINGS

Health Care Funding Committee meetings will follow the Health, Wellness, & Disability Committee meeting on the third Wednesday of the month, unless otherwise rescheduled.

A quorum is required for a Health Care Funding Committee meeting to proceed.

Unless otherwise noted the meetings will be held in the HPRS board room. Meeting times are subject to change with the changes posted on www.ohprs.org.

AGENDAS

Health Care Funding Committee agendas will be a collaborative effort of the chair, vice-chair, and executive director. The chair will give notice of the agenda to the executive director who will then publish the agenda to the committee members seven days in advance of the meeting. Health Care Funding Committee agendas will also be published at www.ohprs.org and posted on the Patrol Information Portal (VRC) seven days in advance of the meeting.

ATTENDANCE

Committee members are expected to attend all standing committee meetings. Committee members are required to contact the committee chair for an excused absence for committee meetings not attended.

REPORTS

The Health Care Funding Committee Chair will appoint a member of the committee or a staff member of HPRS to record the minutes of all committee meetings. The delegated recorder will reduce the notes to a written document no more than seven days after the meeting and forward the draft minutes to all members of the committee for review and comment. After review and comment, the document will be presented to the committee for approval at the next meeting. After the draft minutes are approved, the chair will sign the document. The approved minutes will be posted on the HPRS website and recorded permanently in HPRS records.

2025 HEALTH CARE FUNDING COMMITTEE WORK PLAN

1. Monitor all policies impacting the health care plan sponsored by HPRS.
2. Review the plan design and contribution structure of the health care plan and determine any plan design changes and contributions paid by retirees and beneficiaries based on health care costs and funding needs.
3. In conjunction with HPRS's actuary, and in consultation with HPRS's health care advisors and the Investment Committee, make recommendations to the board for adjustments in the funding structure necessary to ensure the financial and independent stability of the health care fund.
4. Review and make recommendations regarding administrative rules to ensure the proper administration of the health care plan sponsored by HPRS.

Health, Wellness, & Disability Committee Charter and Work Plan

MEMBERS

Tpr. Cynthia Wilt, Chair

Sgt. Brice Nihiser, Vice-Chair

Maj. (ret.) JP Allen, Maj. (ret.) Darryl Anderson, Maj. Matthew Them

STATUS

The Health, Wellness, & Disability Committee is a standing committee of the Highway Patrol Retirement System (HPRS) authorized by Ohio Administrative Code Rule 5505-9-08.

ELECTION OF STANDING COMMITTEE OFFICERS

The chair and vice-chair of the Health, Wellness, & Disability Committee are elected by the appointed trustees assigned to the committee. Pursuant to Ohio Administrative Code 5505-9-08, the committee chair and vice-chair will be elected annually at the first regular committee meeting following the first regular board meeting after July 31st.

MEMBERSHIP

The Health, Wellness, & Disability Committee will consist of five or more trustees who are appointed by the board chair and approved by the board. Members will serve on their appointed committees until reassigned or removed by the board chair, subject to approval by the board.

PURPOSE

The Health, Wellness, & Disability Committee is responsible for hearing disability applications, reviewing revised code and administrative code changes related to the disability process, and making recommendations to the board.

Activities, actions, motions, and/or other recommendations of the Health, Wellness, & Disability Committee will be presented as recommendations to the board for further action.

RESPONSIBILITIES AND DUTIES

The Health, Wellness, & Disability Committee has all the power and authority of the board with respect to review and examination of all issues and concerns in the Health, Wellness, & Disability Committee's scope of authority as delegated by the board, with the objective of making recommendations to the board regarding the oversight, review, maintenance and amendment of the pension and retirement plans of the HPRS.

MEETINGS

Health, Wellness, & Disability Committee meetings are held monthly on the third Wednesday, unless otherwise rescheduled. In odd-numbered months, the meeting will begin at 1:00 p.m. In even-numbered months, the meeting will begin after the Administration Committee meeting has concluded.

A quorum is required for a Health, Wellness, & Disability Committee meeting to proceed.

Unless otherwise noted the meetings will be held in the HPRS board room. Meeting times are subject to change, with the changes posted on www.ohprs.org.

AGENDAS

Health, Wellness, & Disability Committee agendas will be a collaborative effort of the chair, vice-chair, and executive director. The chair will give notice of the agenda to the executive director who will then publish the agenda to the standing committee members seven days in advance of the meeting. Health, Wellness, & Disability Committee agendas will also be published at www.ohprs.org and posted on the Patrol Information Portal (VRC) seven days in advance of the meeting.

ATTENDANCE

Committee members are expected to attend all meetings. Committee members are required to contact the committee chair for an excused absence for committee meetings not attended.

REPORTS

The Health, Wellness, & Disability Committee Chair will appoint a member of the committee or a staff member of HPRS to record the minutes of all committee meetings. The delegated recorder will reduce the notes to a written document no more than seven days after the meeting and forward the draft minutes to all members of the committee for review and comment. After review and comment, the document will be presented to the committee for approval at the next meeting. After the draft minutes are approved, the chair will sign the document. The approved minutes will be posted on the HPRS website and recorded permanently in HPRS records.

2025 HEALTH, WELLNESS, & DISABILITY COMMITTEE WORK PLAN

1. Review medical evidence and information provided by disability applicants and HPRS physicians and make recommendations to the board of trustees according to the provisions of the Ohio Revised Code, the Ohio Administrative Code, and board policies relating to the granting, denial or termination of disability benefits or reconsideration of benefits.

Investment Committee Charter and Work Plan

MEMBERS

Maj. (ret.) Darryl Anderson, Chair

Maj. Matthew Them, Vice-Chair

Maj. (ret.) JP Allen, Sgt. Brice Nihiser, Vacant, Craig Warnimont

STATUS

The Investment Committee is a standing committee of the Highway Patrol Retirement System (HPRS) authorized by Ohio Administrative Code Rule 5505-9-08.

ELECTION OF STANDING COMMITTEE OFFICERS

The chair and vice-chair of the Investment Committee are elected by the appointed trustees assigned to the committee. Pursuant to Ohio Administrative Code 5505-9-08, the committee chair and vice-chair will be elected annually at the first regular committee meeting following the first regular board meeting after July 31st.

MEMBERSHIP

The Investment Committee will consist of five or more trustees who are appointed by the board chair and approved by the board. Members will serve on their appointed committees until reassigned or removed by the board chair, subject to approval by the board.

PURPOSE

The Investment Committee is responsible for investment functions of the system, including internal and external investment management and investment consulting, annually evaluating the system's investment consultant, reporting committee actions, and presenting recommendations to the board for further action.

RESPONSIBILITIES AND DUTIES

The Investment Committee has all the power and authority of the board with respect to review and examination of all issues and concerns in the Investment Committee's scope of authority delegated by the board, with the objective of making recommendations to the board regarding the oversight, review, maintenance, and amendment of the pension and retirement plans of the HPRS.

The authority to select investment managers is delegated to an Investment Task Force, the creation of which shall be defined by policy.

MEETINGS

Investment Committee meetings are held immediately following the Audit Committee meeting on the third Thursday of even-numbered months, unless otherwise rescheduled.

A quorum is required for an Investment Committee meeting to proceed.

Unless otherwise noted the meetings will be held in the HPRS board room. Meeting times are subject to change with the changes posted on www.ohprs.org.

AGENDAS

Investment Committee agendas will be a collaborative effort of the chair, vice-chair, and executive director. The chair will give notice of the agenda to the executive director who will then publish the agenda to the standing committee members seven days in advance of the meeting. Investment Committee agendas will also be published at www.ohprs.org and posted on the Patrol Information Portal (VRC) seven days in advance of the meeting.

ATTENDANCE

Committee members are expected to attend all committee meetings. Committee members are required to contact the committee chair for an excused absence for committee meetings not attended.

REPORTS

The Investment Committee chair will appoint a member of the committee or a staff member of HPRS to record the minutes of all committee meetings. The delegated recorder will reduce the notes to a written document no more than seven days after the meeting and forward the draft minutes to all members of the committee for review and comment. After review and comment, the document will be presented to the committee for approval at the next meeting. After the draft minutes are approved, the chair will sign the document. The approved minutes will be posted on the HPRS website and recorded permanently in HPRS records.

2025 INVESTMENT COMMITTEE WORK PLAN

1. Monitor investment activity for compliance with board policy and adherence by investment managers to strategy and direction.
2. Review on a continuing basis, the current investment objectives, guidelines, and policies of HPRS, and any proposed changes by the staff.
3. Complete the annual evaluation of the system's investment consultant and report the results to the board of trustees.
4. Develop Statement of Investment Beliefs.
5. Conduct a minimum of four (4) on-site reviews of existing managers in 2025.
6. Conduct a minimum of four (4) manager reviews at HPRS Investment Committee meetings during 2025.
7. Monitor the funding of the pension benefits and health care plan to ensure the financial stability of the fund.
8. In conjunction with HPRS's actuary and in consultation with HPRS's health care advisors and the Health Care Funding Committee, make recommendations to the board for adjustments in the funding structure necessary to ensure the financial and independent stability of the plan.
9. Monitor the investment consultant's ability to evaluate the performance of managers in the portfolio and to provide relevant updates and analysis of any factor(s) that would indicate that the manager(s) may or may not continue to be appropriate.

Job Description – Executive Director

General

The Executive Director is –

- Employed by, and is directly responsible to, the Retirement Board.
- Responsible for the administration and operation of the system.

Responsibilities

The Executive Director –

- Manage the day-to-day activities of the system, including recruiting, hiring, supervision, evaluation, and termination of personnel.
- Implement the decisions of the Board.
- Prepare reports and documents required for the operation of the system and as required by law.
- Communicate with members, retirees, and survivors as necessary to conduct the business of the system.
- Publish retiree and active member newsletters.
- Research and develop recommendations regarding issues that may affect the system.
- Monitor legislative actions that may affect the system.
- Develop and maintain job descriptions for all system employees.
- Maintain and revise policy and procedure manuals for the administrative functions of the system.
- Coordinate, prepare, and distribute agendas and minutes for Board and Committee meetings.
- Develop and recommend Ohio Revised Code revisions for review and approval by the Board.
- Develop and recommend Administrative Code revisions for review and approval by the Board.
- Communicate with potential legislative sponsors and other legislators and provide testimony at Committee hearings.
- Participate as a non-voting member and represent the system before the Ohio Retirement Study Council (ORSC).
- Respond to inquiries from the media, public officials, and public records requests.
- Represent the system at meetings and other business-related functions.
- Communicate with contracted professional service providers, including consultants, investment managers, actuaries, and auditors.
- Develop forms necessary for system operation.
- Ensure compliance with all legal requirements.
- Along with the Chief Operations Officer, coordinate an annual financial audit and publication of the Annual Comprehensive Financial Report (ACFR).
- Identify and coordinate continuing education opportunities for trustees and staff.
- Provide periodic educational instruction to cadets and members nearing retirement.

- Monitor compliance with the Ohio Ethics Commission.
- Prepare and submit quarterly and annual filings with the Joint Legislative Ethics Committee (JLEC).
- Perform other duties as directed by the Board.

Necessary Skills and Knowledge

The Executive Director must have –

- A thorough knowledge of management principles.
- A thorough knowledge of Chapter 5505 of the Ohio Revised Code and Ohio Administrative Code.
- A thorough knowledge of all policies and procedures of the system.
- The ability to organize and conduct meetings.
- The ability to effectively communicate, verbally and in writing.
- The ability to analyze and research problems and to develop and implement improvements in the administration of the system.
- The ability to evaluate legal issues and determine appropriate actions.

Job Description – Chief Investment Officer

General

The Chief Investment Officer is –

- Employed by the Board of the Highway Patrol Retirement System.
- Supervised by the Executive Director.
- Responsible for the investments of the system.

Responsibilities

The Chief Investment Officer –

- Manage the investment portfolio consistent with the guidance and recommendations of the investment consultant.
- Implement the decisions of the Board.
- Along with the investment consultant, monitor the actions of the investment managers.
- Along with the investment consultant, propose strategic asset allocation for the System.
- Along with the investment consultant, interview, evaluate, and determine suitability of potential investment managers.
- Along with the investment consultant, monitor the System's watch list and recommend managers to be terminated, when appropriate.
- Travel for due diligence trips, both in the hiring process and to monitor existing managers.
- Provide education to the Investment Committee and Board.
- Provide guidance and direction to investment managers and consultants.
- Prepare investment reports required for the operation of the system.
- Rebalance the portfolio consistent with Board policy.
- Ensure sufficient liquidity to meet monthly obligations.
- Along with the Chief Operations Officer, communicate with the Treasurer of State and sub custodian.
- Prepare required reports for the Ohio Retirement Study Council (ORSC).
- Identify investment risks and opportunities for consideration by the Investment Committee.
- Monitor securities transactions in accordance with Ohio Revised Code Section 5505.065.
- Annually review the adequacy and effectiveness of procedures that are in place to monitor against misuse of nonpublic information.
- Monitor and evaluate the effectiveness of securities transactions through periodic trading execution studies.
- Implement the Board policy adopted under Ohio Revised Code Section 5505.068 relating to the selection of securities agents.
- Monitor compliance with all investment policies.
- Along with the investment consultant, issue and monitor Requests for Proposals (RFP's) for investment managers.

Necessary Skills and Knowledge

The Chief Investment Officer must have –

- A license through the Ohio Department of Commerce, Division of Securities, to serve as a state retirement system investment officer (SRSIO).
- A thorough knowledge of investment principles.
- A thorough knowledge of all investment policies and procedures of the system.
- The ability to organize and conduct meetings.
- The ability to think and plan strategically.
- Excellent communication skills, both verbal and written.
- The ability to analyze and research problems and to develop and implement improvements in the investment operations of the system.

EXHIBIT A – Robert’s Rules and Motion Practice Guide

To:	You say:	Interrupt Speaker	Second Needed	Debatable	Amendable	Vote Needed
Adjourn	"I move that we adjourn"	No	Yes	No	No	Majority
Recess	"I move that we recess until..."	No	Yes	No	Yes	Majority
Complain about noise, room temp., etc.	"Point of privilege"	Yes	No	No	No	Chair Decides
Suspend further consideration of something	"I move that we table it"	No	Yes	No	No	Majority
End debate	"I move the previous question"	No	Yes	No	No	2/3
Postpone consideration of something	"I move we postpone this matter until..."	No	Yes	Yes	Yes	Majority
Amend a motion	"I move that this motion be amended by..."	No	Yes	Yes	Yes	Majority
Introduce business (a primary motion)	"I move that..."	No	Yes	Yes	Yes	Majority

The above listed motions and points are listed in established order of precedence. When any one of them is pending, you may not introduce another that is listed below, but you may introduce another that is listed above it.

To:	You say:	Interrupt Speaker	Second Needed	Debatable	Amendable	Vote Needed
Object to procedure or personal affront	"Point of order"	Yes	No	No	No	Chair decides
Request information	"Point of information"	Yes	No	No	No	None
Ask for vote by actual count to verify voice vote	"I call for a division of the house"	Must be done before new motion	No	No	No	None unless someone
Object to considering some undiplomatic or improper matter	"I object to consideration of this question"	Yes	No	No	No	2/3
Take up matter previously tabled	"I move we take from the table..."	Yes	Yes	No	No	Majority
Reconsider something already disposed of	"I move we now (or later) reconsider our action relative to..."	Yes	Yes	Only if original motion was	No	Majority
Consider something out of its scheduled order	"I move we suspend the rules and consider..."	No	Yes	No	No	2/3
Vote on a ruling by the Chair	"I appeal the Chair's decision"	Yes	Yes	Yes	No	Majority

The motions, points and proposals listed above have no established order of preference; any of them may be introduced at any time except when meeting is considering one of the top three matters listed from the first chart (Motion to Adjourn, Recess or Point of Privilege).

PROCEDURE FOR HANDLING A MAIN MOTION

NOTE: Nothing goes to discussion without a motion being on the floor.

Obtaining and assigning the floor

A trustee raises hand when no one else has the floor

- The chair recognizes the trustee by name

How the Motion is Brought Before the Assembly

- The trustee makes the motion: I move that (or "to") ...
- Another trustee seconds the motion: "I second the motion" or "second".
- The chair states the motion: It is moved and seconded that ... Are you ready for the question?

Consideration of the Motion

1. Trustees can debate the motion.
2. Before speaking in debate, trustees obtain the floor.
3. The maker of the motion has first right to the floor if he claims it properly
4. Debate must be confined to the merits of the motion.
5. Debate can be closed only by order of the assembly (2/3 vote) or by the chair if no one seeks the floor for further debate.

The chair puts the motion to a vote

1. The chair asks: Are you ready for the question? If no one rises to claim the floor, the chair proceeds to take the vote.
2. The chair says: The question is on the adoption of the motion that ... As many as are in favor, say 'Aye'. (Pause for response.) Those opposed, say 'Nay'. (Pause for response.) Those abstained please say 'Aye'.

The chair announces the result of the vote

1. The ayes have it, the motion carries, and ... (indicating the effect of the vote) or
2. The nays have it and the motion fails

WHEN DEBATING YOUR MOTIONS

1. Listen to the other side
2. Focus on issues, not personalities
3. Avoid questioning motives
4. Be polite

HOW TO ACCOMPLISH WHAT YOU WANT TO DO IN MEETINGS

MAIN MOTION

You want to propose a new idea or action for the group.

- After recognition, make a main motion.
- Trustee: " Mr. (or Madam) Chair, I move that _____."

AMENDING A MOTION

You want to change some of the wording that is being discussed.

- After recognition, " Mr. (or Madam) Chair, I move that the motion be amended by adding the following words _____."
- After recognition, " Mr. (or Madam) Chair, I move that the motion be amended by striking out the following words ____."
- After recognition, " Mr. (or Madam) Chair, I move that the motion be amended by striking out the following words, _____, and adding in their place the following words _____."

REFER TO A COMMITTEE

You feel that an idea or proposal being discussed needs more study and investigation.

- After recognition, " Mr. (or Madam) Chair, I move that the question be referred to a committee made up of trustees Smith, Jones and Brown."

POSTPONE

You want the board to have more time to consider the question under discussion and you want to postpone it to a definite time or day, and have it come up for further consideration.

- After recognition, " Mr. (or Madam) Chair, I move to postpone the question until _____."

PREVIOUS QUESTION

You think discussion has gone on for too long and you want to stop discussion and vote.

- After recognition, " Mr. (or Madam) Chair, I move the previous question."

LIMIT DEBATE

You think discussion is getting long, but you want to give a reasonable length of time for consideration of the question.

- After recognition, " Mr. (or Madam) Chair, I move to limit discussion to two minutes per speaker."

POSTPONE INDEFINITELY

You want to kill a motion that is being discussed.

- After recognition, " Mr. (or Madam) Chair, I move to postpone the question indefinitely."

POSTPONE INDEFINITELY

You are against a motion just proposed and want to learn who is for and who is against the motion.

- After recognition, " Mr. (or Madam) Chair, I move to postpone the motion indefinitely."

RECESS

You want to take a break for a while.

- After recognition, " Mr. (or Madam) Chair, I move to recess for ten minutes."

ADJOURNMENT

You want the meeting to end.

- After recognition, " Mr. (or Madam) Chair, I move to adjourn."

PERMISSION TO WITHDRAW A MOTION

You have made a motion and after discussion, are sorry you made it.

- After recognition, " Mr. (or Madam) Chair, I ask permission to withdraw my motion."

CALL FOR ORDERS OF THE DAY

At the beginning of the meeting, the agenda was adopted. The chairman is not following the order of the approved agenda.

- Without recognition, "Call for orders of the day."

SUSPENDING THE RULES

The agenda has been approved and as the meeting progressed, it became obvious that an item you are interested in will not come up before adjournment.

- After recognition, "Mr. (or Madam) Chair, I move to suspend the rules and move item 5 to position 2."

POINT OF PERSONAL PRIVILEGE

The noise outside the meeting has become so great that you are having trouble hearing.

- Without recognition, "Point of personal privilege."
- Chair: "State your point."
- Member: "There is too much noise, I can't hear."

POINT OF ORDER

It is obvious that the meeting is not following proper rules.

- Without recognition, "Point of order."

POINT OF INFORMATION

You are wondering about some of the facts under discussion, such as the balance in the treasury when expenditures are being discussed.

- Without recognition, "Point of information."

POINT OF PARLIAMENTARY INQUIRY

You are confused about some of the parliamentary rules.

- Without recognition, "Point of parliamentary inquiry."

APPEAL FROM THE DECISION OF THE CHAIR

Without recognition, "I appeal from the decision of the chair."

EXHIBIT B – HPRS Travel Policy

7.3 Travel Policy

PURPOSE:

To ensure that travel by employees and members of the Board of the Highway Patrol Retirement System (HPRS) is reasonable and necessary and conducted in the most cost-effective manner possible.

SCOPE:

This policy applies to all HPRS employees and Board members.

OVERVIEW:

At times, it is necessary for employees and Board members to travel to other locations to conduct HPRS business or attend training. The Executive Director and the Board are charged with the responsibility to ensure that the travel is justified.

DEFINITIONS:

None.

POLICY:

It is the policy of the Ohio Highway Patrol Retirement System to ensure that all business-related travel is reasonable and necessary and complies with all applicable statutes, rules, and regulations. In all cases, travel expenses should be cost-effective and reflect the prudent expenditure of HPRS funds.

PROCEDURE:

- **Local travel:** Occasionally, it may be necessary for Board members and HPRS staff to use their personal vehicles to attend local job-related meetings or training that does not require an overnight stay. Reasonable and necessary travel expenses such as mileage and parking will be reimbursed according to the Reimbursement of Expenses Policy – 7.4.
- **Overnight in-state travel:** Prospective travelers should inform the Executive Director or Board Chair as soon as possible if an overnight stay may be necessary. The Board Chair will determine if in-state travel warrants an overnight stay for Board members, while the Executive Director will make the determination for HPRS staff. If it is determined that an overnight stay is warranted, the employee will be reimbursed for the cost of the lodging in addition to customary travel expenses (mileage, meals, etc.). (See Reimbursement of Expenses Policy – 7.4)

- **Out-of-State travel:** All out-of-state travel by trustees must receive prior approval from a majority of the Board of Trustees. Out-of-state travel by HPRS staff must receive prior approval from the Executive Director. Airfare should be purchased at the lowest rate considering the traveler's schedule and employment responsibilities. (See Reimbursement of Expenses Policy – 7.4; Ohio Administrative Code 5505-9-02.)
- Prior to approval of any out-of-state travel, a travel expense estimate will be completed and submitted to the Executive Director. The Executive Director shall review all travel expense estimates to ensure compliance with the Reimbursement of Expenses Policy – 7.4.
- Board members are permitted to attend up to three out-of-state meetings, conferences, or seminars per calendar year, as long as said meetings do not have a total cost to HPRS in excess of \$6,000.
- No more than three Board members should attend any one out-of-state meeting, conference, or seminar.
- Any costs incurred by any person or persons traveling with a Board or staff member are to be paid by the respective Board or staff member.

EXHIBIT C – HPRS Reimbursement of Expenses Policy

7.4 Reimbursement of Expenses Policy

PURPOSE:

To ensure that employees and members of the Board of the Highway Patrol Retirement System (HPRS) are reimbursed for any actual and necessary expenses incurred as the result of any necessary travel and attendance for any approved training or meeting.

SCOPE:

This policy applies to all HPRS employees and Board members.

OVERVIEW:

The use of personal funds for business expenses should occur only in those situations when routine purchasing practices are impractical or impossible. When it is necessary for employees and Board members to expend personal funds for HPRS-related expenses, these expenses should be reimbursed promptly with sufficient documentation.

DEFINITIONS:

None.

POLICY:

It is the policy of the Ohio Highway Patrol Retirement System to ensure that employees and Board members are not held personally responsible for expenses incurred on behalf of HPRS. Pursuant to OAC 5505-9-02, all claims for reimbursement of expenses shall be submitted in a timely manner and on a prescribed form, and shall be actual, necessary and within the bounds of prudent judgment.

PROCEDURE:

- Requests for reimbursement of expenses must be submitted to HPRS Administration on a prescribed form. The form can be found on the HPRS website (www.ohprs.org) under “Forms”. The reimbursement form is listed under “Other”.
- For Board members, expenses as a result of out of state travel are not eligible for reimbursement unless the travel received prior approval by a majority of trustees at a board meeting. For staff, the Executive Director must approve all out-of-state travel prior to departure and reimbursement.
- All requests will be reviewed by the Administrative Assistant for accuracy and appropriateness prior to submission to the Board Chair or the Executive Director.
- The Board Chair will review and approve all reimbursement requests submitted by Board members and the HPRS Executive Director. Requests submitted by HPRS staff members will be reviewed and approved by the Executive Director.

- Receipts or other proof of purchase must accompany all requests for reimbursement.

Reimbursable Expenses may include:

- Actual cost of lodging at the single occupancy rate
- Meals at actual cost, providing such costs is reasonable and necessary (does NOT include alcoholic beverages)
- Tips as customary and reasonable
- Airfare at the lowest rate with regard to a traveler's schedule and employment responsibilities, including any necessary fees and taxes
- Personal vehicle mileage at the prevailing rate established annually by the IRS for business travel
- Car rental when necessary and reasonable for business use
- Parking fees as necessary
- Public transportation as necessary

EXHIBIT D – HPRS Code of Conduct - Ethics Policy

7.8 Code of Conduct - Ethics

PURPOSE:

This Code of Conduct policy is to ensure the Highway Patrol Retirement System (HPRS) Board members, as fiduciaries, and HPRS employees discharge their duties solely in the interests of providing benefits to system participants and beneficiaries.

SCOPE:

All Board members, the HPRS Executive Director, the Chief Investment Officer, the Chief Operations Officer, and all other employees of HPRS are subject to the provisions of this policy. Trustees and employees of the System are to avoid any conflict of interest (actual or perceived), bias, favoritism or the appearance of impropriety. If avoidance is not possible, Board members and employees are to ensure they disclose conflicts promptly and recuse themselves from discussion or voting on matters where conflict exists. HPRS Trustees and employees are to uphold and follow all ethical standards and disclose requirements contained in Ohio Revised Code sections 102 & 2921.42 & 2921.43. Board members and employees are to abide by the protections to the public embodied in Ohio's ethics laws and the uniform Ohio Retirement system's Ethics Policy attached as Appendix A.

OVERVIEW:

Senate Bill 133 was passed into law in September 2004. This law required all state pension systems jointly to develop an ethics policy. This HPRS Code of Conduct policy will incorporate the jointly developed Ethics Policy in Appendix A. This Conduct policy provides additional direction based on recommendations contained in the Hewitt Ennis Knupp-"Independent Review and Evaluation of the Highway Patrol Retirement System", report completed in March, 2011.

DEFINITIONS:

Highway Patrol Retirement System (HPRS) Board - eleven members consisting of one (1) Ex-Officio member; five (5) Active uniformed members; two (2) elected Retired uniformed members; and three (3) appointed members.

Fiduciaries - an individual, corporation or association holding assets for another party with legal authority and duty to make decisions regarding financial matters for the other party.

HPRS or System - refers to the State Highway Patrol Retirement System.

Executive Director - the individual appointed by the HPRS Board to serve as the Executive Director of HPRS.

Chief Investment Officer (CIO) - the individual serving on the HPRS staff who is licensed by the Department of Commerce, Division of Securities to serve in that position.

Chief Operations Officer (COO) - the individual serving on the HPRS staff with requisite qualifications to perform the functions of the position.

HPRS Staff - refers to all other employees of HPRS.

OEC - Ohio Ethics Commission.

Anything of Value - anything of "value" includes anything of monetary value, including, but not limited to, money, gifts, food or beverages, social event tickets and expenses, travel expenses, golf outings, consulting fees, compensation, or employment. "Value" means worth greater than de minimis or nominal.

Financial Disclosure Statement - an annual financial disclosure statement on a form prescribed by the Ohio Ethics Commission.

**** For additional definitions see: "For Purposes of this Policy"- page 5***

POLICY:

The Code of Conduct policy of the Highway Patrol Retirement System is to ensure that all Board members and HPRS employees conduct themselves with the utmost integrity and professionalism as they carry out their fiduciary responsibilities and staff duties. The Executive Director will use his or her reasonable best efforts to assure Board and Staff members adhere to the Highway Patrol Retirement System's Ethics Policy attached to this document as Appendix A. The General Counsel will serve as the HPRS Training Officer.

- Board members will ensure timely filings of their financial disclosure forms with the Ohio Ethics Commission.
- Board members must disclose anything of value received from Investment Managers on their yearly financial disclosures with the Ohio Ethics Commission.
- Board members will immediately disclose conflicts of interest during Board meetings and remove themselves from any discussion or voting by leaving the meeting.

PROCEDURE:

To ensure annual financial disclosure filings with the Ohio Ethics Commission, the HPRS Executive Assistant will contact an OEC financial disclosure analyst during the first week in May to determine that all Board members have filed their disclosures. The Executive Assistant will report this information to the Executive Director. Yearly ethics training will be conducted for all HPRS staff members.

The HPRS Administrative Assistant will record and scan any Ethics training received by Board members. The Administrative Assistant will record all staff ethics training in their personnel file.

How to file an allegation of wrongdoing?

You may contact an Ethics Commission Special Investigator at (614) 466-7090 to determine whether or not your allegation falls within the authority of the Commission, as defined in Ohio's Ethics Law. Once this determination is made, the Investigator will mail to you an Allegation Form to be completed and returned to the Commission.

ETHICS POLICY

Policy Statement

It is the policy of the Highway Patrol Retirement System Board ("HPRS") to carry out its mission in accordance with the strictest ethical guidelines and to ensure that Trustees and employees conduct themselves in a manner that fosters public confidence in the integrity of the HPRS, its processes, and its accomplishments.

General Standards of Ethical Conduct

Highway Patrol Retirement System Trustees and employees must, at all times, abide by protections to the public embodied in Ohio's ethics laws, as found in Ohio Revised Code Chapters 102 and 2921, and as interpreted by the Ohio Ethics Commission and Ohio courts. (A copy of these laws is provided by the HPRS, and receipt acknowledged, as required in R.C. §102.09(D)). Trustees and employees must conduct themselves, at all times, in a manner that avoids favoritism, bias, and the appearance of impropriety.

A general summary of the restraints upon the conduct of all Trustees and employees includes, but is not limited to, those listed below. No Trustee or employee shall:

- Solicit or accept anything of value from anyone doing business with the Board or System;
- Solicit or accept employment from anyone doing business with the Board or System, unless the Trustee or employee completely withdraws from Board and System discretionary or decision-making activity regarding the party offering employment, and the Board approves the withdrawal in the case of a Trustee or the Executive Director of the System, and the Executive Director approves the withdrawal in the case of another employee;
- Use a public position to obtain benefits for the Trustee or employee, a family member, or anyone with whom the Trustee or employee has a business or employment relationship;
- Be paid or accept any form of compensation for personal services rendered on a matter before, or sell goods or services to, the Board or System;
- Be paid or accept any form of compensation for personal services rendered on a matter before, or sell (except by competitive bid) goods or services to, any state agency other than the Board or System, unless the Trustee or employee first discloses the services or sales and withdraws from matters before the Board or System that directly affect officials and employees of the other state agency, as directed in R. C. §102.04;

- Hold or benefit from a contract with, authorized by, or approved by, the Board or System (the Ethics Law does except some limited stockholdings, and some contracts objectively shown as the lowest cost services, where all criteria under R.C. §2921.42 are met);
- Vote, authorize, recommend, or in any way use a position to secure approval of a Board or System contract (including employment or personal services) in which the Trustee or employee, a family member, or anyone with whom the Trustee or employee has a business or employment relationship, has an interest;
- Solicit or accept honoraria (see R.C. §102.01(H) and §102.03(H)), except that employees who are not financial disclosure filers may receive an honorarium only if the honorarium is paid in recognition of a demonstrable business, professional, or esthetic interest of the employee that exists apart from public office or employment, and is not paid by any person or other entity, or by a representative or association of those persons or entities, doing business with the Board or System;
- During public service, and for one year after leaving public service, represent any person, in any fashion, before any public agency, with respect to a matter in which the Trustee or employee personally participated while serving with the Board or System;
- Use or disclose confidential information protected by law, unless appropriately authorized;
- Use, or authorize the use of, a title, the name of the Retirement Board or System, or the Board's or System's logo in a manner that suggests impropriety, favoritism, or bias by the Board or System, or the Trustee or employee;
- Solicit or accept any compensation, except as allowed by law, to perform official duties or any act or service in an official capacity; and
- No Trustee, state retirement system investment officer, or employee of the HPRS whose position involves substantial and material exercise of discretion in the investment of retirement system funds shall solicit or accept from any person, including a partnership of which the System is a partner, payment of actual travel expenses, including expenses incurred with the travel for lodging, meals, food, and beverages.

In addition to complying with the restrictions in the Ethics Law and related statutes, no trustee of HPRS who is running for a position on the System Board shall solicit or accept campaign contributions from any person or entity that the Trustee knows or has reason to know (1) has a contract related to investment of the System's funds, (2) is marketing or otherwise attempting to secure business involving the System's funds, or (3) is an agent or acting on behalf of any person or entity described in (1) or (2). Campaign contributions include contributions made to a campaign committee, political party, legislative campaign fund, political action committee, or political contributing entity on behalf of the Trustee.

For purposes of this policy:

- "Anything of value" includes anything of monetary value, including, but not limited to, money, gifts, food or beverages, social event tickets and expenses, travel expenses, golf outings, consulting fees, compensation, or employment. "Value" means worth greater than de minimus or nominal.

- “Anyone doing business with the Board or System” includes, but is not limited to, any person, corporation, or other party that is doing or seeking to do business with, regulated by, or has interests before the Board or System, including anyone who is known or should be known to be an agent or acting on behalf of such a party, including any partnership of which the system is a partner, any person or entity that has a contract related to investment of the System’s funds, and any person marketing or otherwise attempting to secure business involving the System’s funds.

Financial Disclosure

Every Trustee or employee required to file a financial disclosure statement must file a complete and accurate statement with the Ethics Commission by the established May deadline of each year. Any Trustee or employee required to file a financial disclosure statement must file a statement within ninety days of appointment or employment.

Assistance

The Ethics Commission is available to provide advice and assistance regarding the application of the Ethics Laws and related statutes. The Commission may be contacted at (614) 466-7090. The Commission’s web site address is www.ethics.ohio.gov.

Penalties

Failure of any Trustee or employee to abide by this Ethics policy, or to comply with the Ethics Laws and related statutes, will result in discipline, which may include dismissal, as well as any potential civil or criminal sanctions under the law.

Changes

This policy shall be evaluated for effectiveness by the Board of the HPRS no less than biennially. The policy may be changed only by a majority vote of the Board, after approval by the Ethics Commission and review by the Ohio Retirement Study Council.

EXHIBIT E – Virtual Meetings Policy

7.24 Virtual Meetings Policy

Introduction

This Policy outlines the procedures and internal requirements for Board and Committee members to remotely attend Board and Committee meetings, in accordance with Section 5505.04 of the Ohio Revised Code. Notwithstanding the foregoing, if an executive order, mandate, or other regulatory action permits Board or Committee meetings to be held remotely, then that mandate will take precedence over this Policy.

For purposes of this Policy, “emergency” means unexpected situations affecting a Board or Committee member’s or his/her family’s health, wellness, or safety. Examples of emergency situations include, but are not limited to, illness, inclement weather, bereavement, and birth of a child. The Chair, in his or her sole discretion, shall determine if the Board or Committee member’s absence is due to an “emergency.”

Requirements for Remote Participation

1. Each member must attend at least three-quarters (75%) of the meetings in person at the designated public location during the Board’s calendar year, which begins August 1st and ends July 31st. This applies to Board meetings and Committee meetings, separately. It is understood that this could be unintentionally violated based on unforeseeable changes to the meeting schedule.
2. For each Board or Committee meeting, a majority of the members attending must attend in person at the designated public meeting location.
3. Unless an emergency exists, Board and Committee members must notify the Board or Committee Chair, whichever is applicable, at least forty-eight hours in advance of attending a meeting remotely. The Chair shall provide staff with a list of Board or Committee members approved to attend remotely prior to the meeting.
4. Remote participation will be determined on a first-come-first-served basis, however, if an emergency exists affecting another Board member or members, a Board member tentatively scheduled to attend remotely may be required to attend in person.

Remote Meeting Conduct

1. All votes must be taken by roll call.
2. Board and committee members attending remotely pursuant to this Policy are considered present, may vote, and are counted for quorum purposes.
3. The Board or Committee will ensure that the public can hear and observe the discussions and deliberations of all Board or Committee members, whether members are attending in person or remotely.
4. Except as provided in this Policy, no person shall impose additional limits or obligations on the Board or any of its members regarding remote attendance.