

## Potential Policy Creation and/or Revisions

*Makes revisions to the committees policy and duties of the board chair policy and presents a new committee chair and vice-chair policy*

As of August 18, 2023

### **B. Committees**

1. Standing or ad hoc committees of the board may be created by action of the board, which will establish the purpose, responsibilities, and authority of the committee, including any delegated authority, and may establish the term for which it will exist.
2. The board will approve a charter for each standing committee and ad hoc committee that clearly defines its mandate, duties, authority, including any delegated authority, and composition.
3. Committee assignments, committee chairs, and committee vice-chairs shall be proposed by the board chair annually and at such other times as vacancies occur. The board chair, in their discretion, may elect not to make committee vice-chair assignments, if this is not feasible due to board vacancies. Alternate members may be appointed on an as-needed basis by the board chair.
4. If the board is unable to act on the board chair's proposals in a timely manner, the board delegates authority to the board chair to make appointments based on the guidelines herein if it would aid in executing the board's role. Upon action via delegation, the reason for delegation and the appointments made shall be communicated to the board immediately. The minutes of the next board meeting shall reflect the delegation, the reason for delegation, and the appointments made.
5. Board members may be appointed by the board chair to serve as a board oversight liaison on specific topics as determined necessary by the board.
6. In making board committee, committee officers, or board liaison appointments, the board chair and the board will strive to satisfy the following principles. The principles are equally important, and, as such, appear in no specific order of priority.
  - a. Maintain a level of continuity in board committee membership.
  - b. Reflect the diversity of public, ex-officio, and elected members on the board in the committee membership composition.
  - c. Rotate the composition of the committee to provide broad exposure to trustees.
  - d. Ensure that, to the extent possible, appointments reflect trustees' areas of interest, expertise, and responsibility to committee service (Section 2.E.1.b).
  - e. Support the momentum for strategic plan priorities.
  - f. Promote training, development, and board succession within the statutory governance framework.
  - g. Disperse leadership among board members.
7. All actions taken by committees and appointed board liaisons must be approved by the board unless specifically authorized through board action to act on specified matters without board approval.
8. All committee meetings of the board shall be open to all board members, but non-committee members may only attend and observe. If an item is for educational

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purposes only, non-committee members may participate in the discussion. Non-committee members are never permitted to vote.

History: Amended April 6, 2005; Amended April 3, 2008; Amended June 8, 2017; Amended January 31, 2020 [to reflect gender-neutral language and clarify the authority of non-committee members in B(2)]; ***{place holder to describe specific amendments here and date.}***

### C. Duties of the Board Chair and Vice-Chair

1. The board chair's responsibilities include operating the board consistent with statutes, procedures and policies; presiding over board meetings; subject to board approval in accordance with Section 2(B), appointing chairs, vice-chairs, and members to the various board committees; supervising the chief executive officer (CEO); executing on behalf of the board delegations of various responsibilities to the CEO and other staff and other duties as deemed necessary; exercising ultimate authority over board and committee agendas and supporting materials. (Please refer to Appendix I for the current delegation of authority from the board to the CEO and Appendix II for current delegations of authority from the CEO to CalSTRS' personnel.)
2. The board chair shall determine the role of the vice-chair in a manner consistent with succession planning practices and Section 1, Board Operative Principles. At a minimum, the vice-chair will assume all responsibilities and authority of the board chair in the chair's absence, and perform other duties as assigned by the board chair.

History: Amended April 6, 2005; Amended April 8, 2016 [to reflect technical changes to the policy section cross-reference]; Amended January 31, 2020 [to update a section reference and add appendix references]; ***{place holder to describe specific amendments here and date.}***

### **“New” Section D. Duties of Board Committee Chairs and Vice-Chairs (other sections shift one letter in sequence)**

1. The responsibilities of the chairs of board committees include operating the committee consistent with statutes, procedures, and policies; presiding over committee meetings; guiding the committee in establishing a consensus on critical issues and decisions while supporting deliberations; facilitating open and effective communications among the committee, the board, staff, and committee consultants; coordinating the work of the committee in alignment with the strategic plan and in accordance with the committee charter; reviewing and proposing committee agendas for approval by the board chair;

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regularly reporting to the board on the activities of the committee; and carrying out such other duties as prescribed by the board.

2. Board committee chairs will be supported by a designated staff member, to be appointed by the CEO. The chair of a board committee shall determine the role of the committee vice-chair in a manner consistent with succession planning practices and Section 1. Board Operative Principles. At a minimum, the vice-chair will assume all responsibilities and authority of the committee chair in the chair's absence, and perform other duties as assigned by the committee chair.

History: {TBD}

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