

SANTA BARBARA COUNTY EMPLOYEES' RETIREMENT SYSTEM

GENERAL COUNSEL CHARTER

INTRODUCTION

The Board of Retirement (the "Board") will appoint a General Counsel ("GC") on the recommendation of the Chief Executive Officer ("CEO") who will be responsible for the supervision and conduct of SBCERS legal affairs subject to the direction of the CEO and oversight of the Board.

DUTIES AND RESPONSIBILITIES

The GC will carry out the following duties and responsibilities, as well as other duties as the CEO or the Board may require.

Board Counsel

The GC will:

- Attend Board meetings and Board committee meetings.
- Advise on Board governance and related procedural issues.
- Ensure compliance with the Brown Act in agenda materials and in Board deliberation and action.
- Assist staff in the preparation of agendas and minutes.
- Prepare opinion letters on legal issues as requested.
- Advise Board members regarding fiduciary roles, responsibilities and conflict of interest.
- Assist staff and the Board in scheduling review of policies and procedures and making recommendations for substantive policy additions and revisions.
- Plan and participate in Board educational presentations on legal matters and participate in new Board member orientation.

Administrative Support- General

The GC will:

- Respond to staff questions regarding general administration and business operations.
- Assist staff in preparation of internal policies, correspondence and Board agenda items and supporting memoranda.
- Review and negotiate contracts with vendors.
- Assist staff in interaction with non-investment professionals including business consultants, insurance brokers, actuaries and accountants.
- Advise the CEO on employment matters and interact with specialty employment counsel where appropriate.

Administrative Support – Investments

The GC will:

- Monitor staff and Board consideration and discussion of investment issues
- Oversee the provision of services by specialty investment counsel and provide direction and input on investment documentation and the preparation of requests for proposal as needed.
- Assist staff in the review of Board investment policies and in interaction with investment consultants and managers, including consultant/manager review.

Administrative Support -- Benefits

The GC will:

- Advise staff on decisions pertaining to benefits administration, in particular interpretation of benefit provisions of the CERL.
- Participate in bi-weekly meetings with staff to discuss pending legal issues pertaining to benefits administration.
- Prepare and/or edit correspondence with members and employers regarding benefits related issues.
- Assist staff in preparation of policies and publications describing benefits.
- Work with staff regarding OPEB related issues, including administration of the County's 401(h) plan and the preparation and implementation of plan amendments.
- Work with staff in resolving benefits decisions, error corrections and compliance issues.
- Identify issues, for example tax related issues, requiring consultation with specialty counsel.

Disability Retirement

The GC will:

- Advise the Board on disability retirement matters.
- Assist staff in periodic review and update to disability hearing rules.
- Review and approve staff recommendations regarding disability retirement.
- Assist the Board in maintaining a panel of referees to hear disability matters and management of referee review, recruitment and contract renewal.
- Retain and oversee outside counsel to respond to judicial challenges to Board disability determinations, including appeals.
- Review and approve staff recommendations regarding disability retirement effective dates pursuant to Board policy.

Domestic Relations Orders

The GC will:

- Oversee and administer SBCERS program for division of member accounts and benefits in the event of member dissolution or legal separation.
- Work with staff to maintain policies and procedures for addressing member separations and divorces impacting ownership of pension rights.
- Maintain a calendar of pending matters where joinder in court proceedings is required.
- Enter court appearances where SBCERS is joined as party and work with litigants to resolve community property interests in pension benefits.
- Supervise support staff to manage the program efficiently.

Risk Management/Coordination/Outreach

The GC will:

- Monitor legal developments impacting SBCERS, including legislation and court cases.
- Participate in SACRS/CalAPRS/NAPPA legal counsel events and maintain communication with other system counsel to assist in monitoring activities.
- Coordinate, monitor and support activities of specialty counsel, including securities litigation counsel, fiduciary counsel, investment counsel and tax counsel.
- Retain counsel to initiate or respond to litigation as needed.
- Act as liaison for SBCERS to County Counsel and legal counsel representing other SBCERS employers and employee organizations.
- Monitor amendments to CERL and related statutes and update SBCERS plan document posted on SBCERS website.
- Advise staff and the Board as appropriate with respect to the above actions.

REPORTING AND EVALUATION:

In performing the above duties, the GC will report to the CEO for administrative and functional purposes but shall report directly to the Board as necessary to fulfill fiduciary duties to SBCERS, and in that connection shall interact with and communicate directly with the Board in all matters.

The CEO, in consultation with the Board, shall be responsible for preparation of an annual performance evaluation and salary recommendation for the GC. Any discussion by the Board concerning the appointment, performance, discipline or dismissal of the GC will be in closed session pursuant to Government Code Section 54957(b). Any decision by the Board concerning the compensation of the GC shall be made in open session pursuant to the Board's annual budget review.

POLICY REVIEW

This Charter shall be reviewed by the Board of Retirement at least every five years to ensure that it remains relevant and appropriate.

HISTORY

This Charter was adopted by the Board of Retirement on June 26, 2024.