



**MEMORANDUM
HUMAN RESOURCES**

TO: Board of Supervisors
FROM: Lori Walsh, Human Resources Director
SUBJECT: Deferred Compensation Committee

DATE: March 8, 2016

ACTION REQUESTED

Adopt a Resolution amending the bylaws of the Deferred Compensation Committee and affirm membership, including the appointment of Paul Jacobson as the retired employee member participant.

BACKGROUND

The Deferred Compensation Committee was created to provide fiduciary oversight for the administration of money and other assets resulting from compensation deferred under the County's deferred compensation programs, both a 401(k) and 457(b). Among the duties and responsibilities of the Deferred Compensation Committee are the following:

- Administer the Plan for participating employees, retirees and beneficiaries, including necessary research, request for proposals and follow up on possible plan providers, including obtaining advice of qualified counsel when appropriate;
- Contract for services necessary to the administration of the Plan including consolidated billing, the keeping of records for each participating employee in the Plan, purchase, lease and safeguarding of assets; and, programs for communication and education of employees;
- Establish objectives and policies relating to investments;
- Discharge duties regarding each decision made in administering the Plan solely in the interests of the Plan;
- Make decisions using the prudent person standard.

The composition of the Committee has historically included the Auditor- Controller or designee; Treasurer-Tax Collector or designee; County Executive Officer or designee; Personnel Director or designee; one representative of the miscellaneous employee associations; one representative of the Deputy Sheriff's Association; and, one representative of the Placer County retired employees.

BASIS FOR RECOMMENDATION:

In the proposed by-laws, modifications include updated language that addresses the following:

1. Ministerial and non-discretionary administrative responsibilities are proposed to be maintained in the County's Human Resources Department as opposed to outsourcing those responsibilities;
2. Discretionary administrative functions will be managed by the Deferred Compensation Committee which will have fiduciary responsibilities in accordance with California Constitution, Article XVI, Section 17;
3. Membership on the Committee is revised to reflect:

- a. The Human Resources Director as opposed to the Personnel Director;
- b. Naming Placer Public Employee Organization (PPEO) as opposed to referring to miscellaneous employee associations.

In addition to approving the proposed changes to the by-laws, this memo further requests that your Board approve the designation of Paul Jacobson as the retired member representative for a term of four years.

FISCAL IMPACT

There is no fiscal impact affiliated with this action.

ATTACHMENTS

Attachment 1 – Resolution

Before the Board of Supervisors
County of Placer, State of California

In the matter of:

A RESOLUTION RE-ESTABLISHING
THE PLACER COUNTY DEFERRED
COMPENSATION COMMITTEE AND
AMENDING ITS BYLAWS.

Resolution No.: _____

The following Resolution was duly passed by the Board of Supervisors of the County of Placer at a regular meeting held _____, by the following vote on roll call:

Ayes:

Noes:

Absent:

Signed and approved by me after its passage.

Chair, Board of Supervisors

Attest:

Clerk of said Board

WHEREAS, the Board authorized the County of Placer to offer a Deferred Compensation Plan to be made available to all employees of the County through Resolution No. 74-510, adopted on September 10, 1974; and

WHEREAS, on January 12, 1976 , the Board established a Deferred Compensation Committee to administer the Deferred Compensation Plan by appointing a three person committee consisting of the Auditor-Controller, the Personnel Director and the County Executive Officer (temporary); and

WHEREAS, the Deferred Compensation Committee initially included a representative of the Placer Public Employees Organization in the place of the County Executive Officer, and was further expanded to include a representative of the Deputy Sheriff's Association and the County Counsel's Office in September, 1980, and a representative of the Treasurer-Tax Collector and the County Executive Offices in October, 1988, and adding a member at-large and a retired employee representative in November, 1993; and

WHEREAS, on February 22, 2000, the Board adopted Resolution 2000-30 approving the Bylaws of the Placer County Deferred Compensation Committee and on January 9, 2001 the Board adopted Resolution No. 2001-06, amending the Bylaws, further defining the composition, terms and responsibilities of the Committee; and,

WHEREAS, the Deferred Compensation Committee provides fiduciary oversight with respect to discretionary matters involving program administration and investments with respect to compensation deferred under the County's 401(k) and 457(b) deferred compensation programs;

NOW THEREFORE, the Board of Supervisors of the County of Placer, State of California hereby resolves to re-establish the Placer County Deferred Compensation Committee which shall consist of the following members, appointed or serving in their official capacities:

- The Auditor-Controller or his or her designee
- The Treasurer-Tax Collector or his or her designee
- The County Executive Officer or his or her designee
- The Human Resources Director or his or her designee
- A Representative selected by the Placer Public Employees Organization
- A Representative selected by the Deputy Sheriffs' Association
- A Representative of Placer County retired employees and a designated alternate retiree, both appointed by the Board of Supervisors for four (4) year terms.

BE IT FURTHER RESOLVED that the attached Bylaws of the Placer County Deferred Compensation Committee are hereby approved and shall serve as the bylaws for the operation of the Committee.

BE IT FURTHER RESOLVED, the Clerk of the Board of the Supervisors of the County of Placer shall certify the adoption of this resolution, and thenceforth and thereafter the same shall be in full force and effect.

Exhibit 1 – Bylaws Placer County Deferred Compensation Committee

BYLAWS PLACER COUNTY DEFERRED COMPENSATION COMMITTEE

ARTICLE I – NAME, PURPOSE

Section 1: The name of the committee is the Placer County Deferred Compensation Committee (Committee).

Section 2: The Placer County Deferred Compensation Program (Program) offers to its employees two types of defined contribution plans: (1) a Placer County 401(k) Plan and (2) a Placer County 457(b) Plan (each a "Plan," and collectively the "Plans" or "Program"). Placer County is the Plan Administrator for the Program.

Section 3: The Plan Administrator, acting through its Human Resources Department, under the supervision of the Director of Human Resources ("Human Resources"), is responsible for the day-to-day nondiscretionary Plan administrative functions, except as described in Article III and to the extent a third-party provider performing recordkeeping and administrative services ("TPA") assumes those functions. Human Resources is also responsible for coordinating and interacting with any TPA with respect to the Program.

Section 4: The Placer County Board of Supervisors appointed the Committee to be the fiduciary with respect to discretionary matters involving Program administration and investments.

ARTICLE II – MEMBERSHIP

The Committee is comprised of the following officials appointed by the County Board of Supervisors, or as otherwise provided in these bylaws. Upon appointment, a Committee member will receive training with respect to the duties and responsibilities of the Committee, including its fiduciary duties.

- The Auditor-Controller or his or her designee
- The Treasurer-Tax Collector or his or her designee
- The County Executive Officer or his or her designee
- The Human Resources Director or his or her designee

- A Representative selected by the Placer Public Employees Organization
- A Representative selected by the Deputy Sheriffs' Association
- A Representative of Placer County retired employees and a designated alternate retiree, appointed by the Board of Supervisors for four (4) year terms.

The County Counsel's office will provide the Committee with legal counsel, as needed.

ARTICLE III – DISCRETIONARY ADMINISTRATIVE FUNCTIONS

The following will be the primary Program functions for and over which the Committee has direct responsibility or oversight. These items are set forth as a guide with the understanding that the Committee may supplement them as appropriate by establishing policies and procedures from time to time as it deems necessary or advisable in fulfilling its responsibilities. In undertaking the responsibilities set forth below, the Committee has full and complete discretionary authority.

Section 1. The Committee and individual members will perform their fiduciary duties with respect to the Program in accordance with California Constitution, Article XVI, Section 17, which includes the following duties:

- Oversee the administration of the Program in a manner that will assure prompt delivery of benefits and related services to the participants and their beneficiaries.
- Discharge duties with respect to the Program solely in the interest of, and for the exclusive purposes of providing benefits to, participants and their beneficiaries, and defraying reasonable expenses of administering the Program. The Committee's duty to participants and their beneficiaries takes precedence over any other duty.
- Discharge duties with respect to the Program with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character and with like aims.
- Diversify investment options so as to minimize the risk of loss and to maximize the rate of return, unless under the circumstances it is clearly not prudent to do so.

Section 2. In addition, the Committee will:

- a. Serve as the Plan Administrator for the Program with respect to the discretionary functions delegated to the Committee by the Board of Supervisors.
- b. Oversee the selection and satisfactory performance of the Program's trustees and other third parties retained to help in administration of the Plans, including without limitation, any accountants, record-keepers, purchasing agents, investment managers, investment consultants and legal counsel.

- c. Oversee the selection and satisfactory performance of other third parties retained to provide services to the Plans' participants, including, without limitation, advice services and education for Program participants.
- d. Receive, review and evaluate periodic or special reports provided by investment managers, investment consultants, legal counsel, auditors, administrative consultants or internal County departments with respect to matters affecting Plan investments, financing, accounting, administrative, or compliance matters.
- e. Evaluate and approve matters necessary to satisfy the County's fiduciary obligations with respect to the Program.
- f. Have the authority to establish subcommittees composed of Committee members and to establish the duties and responsibilities it delegates to any subcommittee.
- g. Review and assess the adequacy of these Bylaws at least every two years and recommend any proposed changes to the County Board of Supervisors for approval.
- h. Act as an appeals fiduciary to make any determinations in the event of an appeal by a Program participant of a claim for benefits, except as otherwise provided pursuant to the terms of the Plans, applicable service contracts or other County delegations.
- i. Interpret and construe the terms of the Plans and, where appropriate, seek the advice of legal counsel to help with the interpretation or construction.
- j. Establish and maintain the investment policies for the Plans, and select and replace investment funds for the Plans. The Committee may retain an independent investment consultant to provide advice with regard to the fulfillment of the Committee's duties. Included among the responsibilities assignable to the investment consultant will be:
 - 1. recommendations with respect to the investment policies and the monitoring of compliance with the investment policies, including monitoring of adherence to investment criteria and comparison of investment performance with benchmarks established in the policies;
 - 2. providing relevant investment performance and fee/expense information and guidance to the Committee;
 - 3. providing reports no less than quarterly to the Committee with respect to the funds' investment returns and adherence to benchmarks and criteria in the investment policies or that are otherwise useful to the Committee;
 - 4. recommending new investment funds when appropriate; and
 - 5. attending Committee meetings as reasonably requested by the Committee and reviewing the quarterly performance reports with the Committee at the appropriate meeting.

Once every three years, the Committee will consider the advisability of soliciting proposals from qualified Plan providers, as appropriate.

ARTICLE IV – MEETINGS

Section 1: *Quarterly Meeting.* The Committee will meet quarterly, as needed, but at least annually. The Chair of the Committee will set the dates of the regular quarterly meetings, as well as the time and place. At least annually, the Committee's meeting agenda will include the following: (a) a general administrative report from Human Resources, (b) consideration, if applicable, of legal or other developments affecting retirement plans such as those that constitute the Program, (c) review of the expenses associated with the investment funds made available for participant-directed investment, (d) review of the continuing appropriateness of the investment options under the Plans, and (e) review and analysis of the ongoing suitability of the investment policies and any possible changes or modification to the investment policies, such as the number and types of investment funds available with respect to participant-directed investment, the Plans' investment objectives and revisions (if any) to such investment objectives.

Section 2: *Special Meetings.* The Chair of the Committee or the County Executive Officer may call special meetings at any time if deemed necessary or desirable.

Section 3: *Notice and Agenda Posting.* Notice of each meeting and posting of the Agenda must comply with the Brown Act, California Government Code Section 54950 *et seq.*

Section 4: *Committee Chair Election.* Election of a new chair or re-election of current chair to a subsequent term will occur as the first item of business at the first quarterly meeting of the Committee in the calendar year. The Chair will be elected by a majority vote of the current Committee members.

Section 5: *Term.* The Chair shall serve a two-year term, and will be eligible for re-election.

Section 6: *Quorum.* A quorum of at least four of the Committee members must be present before business can be transacted or motions made or passed. If the Chair is not present, the County Executive Officer will act as Chair. If neither the Chair nor the County Executive Officer is present, the Treasurer-Tax Collector, Auditor-Controller, and Human Resources Director will chair, in that order.

Section 7: *Recordkeeping.* The Director of Human Resources will designate a staff person to act as Secretary for the Committee in support of the Chair. The Secretary will be responsible for keeping records of Committee actions, including overseeing the taking of minutes at all Committee meetings, sending out meeting announcements, posting agendas, distributing copies of minutes and the agenda to each Committee member, and assuring that appropriate records are maintained.

Section 8: *Vacancies.* When a vacancy on the Committee exists for the Auditor-Controller, Treasurer Tax-Collector, County Executive Officer, or Human Resource Director member, the Board of Supervisors will designate a replacement member. If a vacancy on the Committee exists for the designee of the Auditor-Controller, Treasurer-Tax Collector, County Executive Officer, or Human Resources Director, however, the respective executive will name another designee. When a vacancy on the Committee exists for the retired employee member, the

Committee will solicit nominations for a replacement and one alternate for appointment. The retired employee committee members will serve for four-year terms. In the event of an association member vacancy on the Committee, the respective employee association will designate the employee association representatives.

Section 9: *Resignation, Termination and Absences.* Resignation from the Committee must be in writing and received by the Chair, and confirmed by the Board of Supervisors. Replacement committee members will be appointed as stated above in Section 8: Vacancies.

Section 10: *Conflict of Interest.* All members of the Committee are required to regularly file a Statement of Economic Interests pursuant to the Political Reform Act. This public document discloses certain designated financial interests of the Committee member and is filed with the Placer County Clerk-Recorder. All members shall also execute an acknowledgment of fiduciary responsibilities. Committee members will not be compensated for meeting attendance or any other activities related to the Committee. Committee members will be allowed to attend meetings and perform Committee activities on County time.

ARTICLE V – AMENDMENTS

These Bylaws may be amended by the Board of Supervisors.

