

Meeting Agenda

**| Health Care Policy Committee | Finance, Administration, Audit and Compliance Committee
| Retirement Policy Committee | Board of Directors**

Wednesday, March 12, 2025 | 202 Arbor Lake Drive., Columbia, SC 29223 | 1st Floor Conference Room

Board of Directors | 2:00 p.m.

- I. Call to Order
- II. Approval of Meeting Minutes- December 4, 2024
- III. Retirement Systems Investment Commission Performance Update
- IV. Employer Services Update
- V. Fiduciary Training
- VI. Committee Reports
 - i. Health Care Policy Committee
 - ii. Finance, Administration, Audit and Compliance Committee
 - a) Governance Documents/Bylaw Review and Approval
 - iii. Retirement Policy Committee
 - a) Committee Charter Review and Approval
- VII. Old Business
 - i. Director's Report
 - ii. RoundTable Discussion
- VIII. Adjournment

Notice of public meeting

This notice is given to meet the requirements of the S.C. Freedom of Information Act and the Americans with Disabilities Act. Furthermore, this facility is accessible to individuals with disabilities, and special accommodations will be provided if requested in advance.

**PUBLIC EMPLOYEE BENEFIT AUTHORITY AGENDA ITEM
BOARD MEETING**

Meeting Date: March 12, 2025

1. Subject: Retirement Systems Investment Performance Report

2. Summary: Mr. Mike Hitchcock and Mr. Geoff Berg will present investment performance as of December 31, 2024.

3. What is the Board asked to do? Receive as information

4. Supporting Documents:

(a) Attached:

**PUBLIC EMPLOYEE BENEFIT AUTHORITY AGENDA ITEM
BOARD MEETING**

Meeting Date: March 12, 2025

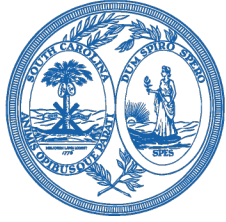
1. Subject: Employer Services Update

2. Summary: Ms. Jennifer Dolder, Employer Services Director, will present the responsibilities of Employer Services and their role in supporting PEBA-participating employers.

3. What is the Board asked to do? Receive as information

4. Supporting Documents:

(a) Attached: What does Employer Services do?



PEBASM
SC Retirement Systems
and State Health Plan

What does Employer Services do?

Board of Directors

March 12, 2025

Serving those who serve South Carolina

Employer Services' responsibilities

- Employer education and support.
- Employer Advisory Group.
- New employer implementations.
- PEBA:Connect.

Employer education and support

- Provide quality education and training resources.
- Contribute to *PEBA Update* weekly e-newsletter.
- Host online training sessions.
- Manage EmployerServices@peba.sc.gov inbox.
- Promote PEBA benefits.

Employer Advisory Group (EAG)

Online training and engagement sessions that cover a variety of PEBA topics.

	EAG sessions	Employer attendance	Average employer attendance
2022	12	324	27
2023	10	775	78
2024	7	746	107

Topics covered during EAGs

- PEBA:Connect.
- How to staying engaged and in communication with PEBA.
- Important reminders.
- Training and education:
 - Initiating electronic enrollments.
 - Processing and administrative changes.
 - Open enrollment periods.
 - Emphasizing resources.
 - Promoting member benefits.

New employer implementations

- Manage inquiries from entities interested in becoming a participating employer.
- Educate entities on the conditions and requirements for participation.
- Monitor and process required paperwork.
- Lead new employers through the required steps and training.
- Coordinate implementations with internal staff and external vendors.
- Respond to and process legislative changes.

PEBA:Connect

- Actively participating in PEBA:Connect.
- Focused on employer awareness and readiness.
- Managing employer inventory.

Disclaimer

This presentation does not constitute a comprehensive or binding representation of the employee benefit programs PEBA administers. The terms and conditions of the employee benefit programs PEBA administers are set out in the applicable statutes and plan documents and are subject to change. Benefits administrators and others chosen by your employer to assist you with your participation in these employee benefit programs are not agents or employees of PEBA and are not authorized to bind PEBA or make representations on behalf of PEBA. Please contact PEBA for the most current information. The language used in this presentation does not create any contractual rights or entitlements for any person.

**PUBLIC EMPLOYEE BENEFIT AUTHORITY AGENDA ITEM
BOARD MEETING**

Meeting Date: March 12, 2025

1. Subject: Fiduciary Training

2. Summary: Rob Gauss from Ice Miller will conduct the annual Board Fiduciary Training

3. What is the Board asked to do? Receive as information

4. Supporting Documents:

(a) Attached: SC PEBA Board of Directors Fiduciary Training

South Carolina PEBA Board of Directors Fiduciary Training

Robert Gauss

March 12, 2025

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Fiduciary Training

Fiduciary
training
helps
fiduciaries
to:

- Understand their fiduciary responsibilities
- Manage liabilities from a legal and compliance perspective

Agenda

Fiduciary Basics

Fiduciary Duties

Best Practices for Managing Liability

Other Topics to Watch

Fiduciary Basics

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Fiduciary Defined

- Look to **function** and **designation**
- **Function** - Discretionary administrative or investment decisions related to the plan
- **Designation** - Named in a plan, trust document, or statute as a fiduciary
- **Trustees** - both by function and designation
 - Internal Revenue Code § 4975(e)(3); ERISA § 3(21)



Who is a Fiduciary? – State Law

- The Plan Sponsor determines the scope of authority of the fiduciaries and gives authority to PEBA by statute.
- South Carolina Code of Laws 9-4-10, 9-16-10, 9-16-40, and 9-16-50
- State Ethics Act
 - S.C. Code Title 8, Chapter 13
 - Code Rules of Conduct § 8-13-700 et. seq.
- Board's Ethics Policy

Who is a Fiduciary? – State Law

- South Carolina state law names the PEBA Board as one of multiple fiduciaries for the South Carolina Retirement Systems
 - PEBA (Board is trustee – 9-16-10(9); 9-1-1310(A); 9-16-20(C))
 - Retirement System Investment Commission (RSIC) (9-1-1310; 9-16-20; 9-16-315) (co-Trustee with PEBA after July 1, 2017)
 - Board is Custodian of the retirement system assets and RSIC selects the custodial bank (9-1-1320)
 - Can hold in cash up to 10% of System assets with the State Treasurer (9-1-1330)

Who is a Fiduciary? – State Law

- Each has different (and sometimes overlapping) responsibilities
 - "Unique among state public pension funds"
 - "Inherent potential for confusion and conflict"
- **PEBA Board also is one of multiple fiduciaries for the State's Health Insurance and OPEB funds**
 - PEBA (Board is trustee – 1-11-705(B), 1-11-707(B), 1-11-710(A))
 - State Treasurer (Custodian and Investor of OPEB funds – 1-11-705(B), (G), 1-11-707(B), (G))

Who is a Fiduciary? – State Law

- PEBA Board also is a fiduciary for the defined contribution plans offered by the State
 - State Optional Retirement Program (9-20-20 and 9-20-30)
 - South Carolina Deferred Compensation Program (8-23-20)
 - Defined as Trustee in Plan Documents

Who is a Fiduciary? – State Law

- Every power or duty given to the Board by state law must be exercised in accordance with fiduciary principles
- 9-4-10(K) and (L) applies to Board's role with all plans being administered
- Duties do not change as plans change, *e.g.* defined benefit plan, ORP, OPEB, though actions to fulfill the duties may change

Who is not a Fiduciary?

The Settlor (State/Legislature)

Strictly Administrative Functions – attorneys, accountants, actuaries generally are not fiduciaries when acting in professional capacities

Third party administrators and recordkeepers are not fiduciaries if solely performing ministerial functions.

Typically, vendor agreements will affirmatively state that the vendor is not a fiduciary.

Exception if providing investment advice to participants (e.g., through brokers, relationship managers, or third parties like Ibbotson or Morningstar)

Exception if providing rollover advice to participants.

Sources of Fiduciary Duty

Federal Law

- **Internal Revenue Code**
- **ERISA** (not directly applicable, but excellent resource)

State Law

- **Statutory Fiduciary Rules**
- **State Constitution**

Common Law

- **Restatement (Third) of Trusts** (collection of common law)
- **Uniform Management of Public Employee Retirement Systems Act (UMPERSA)** (even if not adopted by State - excellent resource)

Plan Document and Plan-related documents

- **Plan Document**
- **Statutes**
- **Administrative Code**
- **Trust Document**
- **Board Policies and Resolutions**
- **Board Governance Manual**

Typical Fiduciary Activities

Appointing other plan fiduciaries, *e.g.*, investment advisors

Delegating responsibilities to other fiduciaries

Selecting/monitoring plan investments

Acquiring/disposing of plan assets

Interpreting plan provisions

Making decisions under the plan, including recommendations regarding funding

Fiduciary Activities – State Law

- Board's role with regard to **benefits**
 - Board is responsible for the general administration and proper operation of the plans (1-11-710, 9-1-210)
 - Administer benefits in accordance with plan
 - Engage actuarial and other experts (1-11-705(D), 9-1-230)
 - Establish premiums and contribution rates (1-11-710(2), 9-1-1085)
 - Establish rules and regulations (1-11-705(F), 9-1-290)
 - 9-4-10 (retirement and insurance benefits)

Fiduciary Activities – State Law

- Board's role with regard to **investments**
- **Defined benefit plans:** Settlor gave investment responsibility for retirement systems funds to RSIC.
 - But **Board is a co-trustee** of the trust assets
 - **According to the AG, Board has the responsibility to act in the best interests of the trust, including with respect to investments**
- **Insurance funds:** Held and invested by the State Treasurer (1-11-705(B), (G); 1-11-707(B), (G); 1-11-710(A)(4))
- **Defined contributions plans:** Board approves investments offered to participants.

Typical Settlor Responsibilities

Plan Design / Amendment

Plan Termination

Design Studies and Cost Projections

Union Negotiations

Consulting

Certain costs associated with evaluating alternatives related to changes in the law

Certain corrections under IRS' EPCRS Program

Fiduciary Duties

Duty of Loyalty

Duty of Prudence

Duty to Follow Plan Document

Duty of Loyalty

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Duty of Loyalty

- Duty to act **solely in the interest of participants** and beneficiaries
- Duty to act for the **exclusive purpose** of providing benefits or paying reasonable plan expenses
- Duty to act **independently** and without conflicts of interest
- Duty to act **impartially** among differing interests

Duty of Loyalty

“Under the trust instrument it [must be] impossible, at any time prior to the satisfaction of all liabilities with respect to employees and their beneficiaries under the trust, for any part of the corpus or income to be (within the taxable year or thereafter) used for, or diverted to, purposes other than for the exclusive benefit of his employees or their beneficiaries.” Code § 401(a)(2)



This is a tax qualification requirement for retirement plans.

Duty of Loyalty - Exclusive Benefit Rule

- 9-4-10(K) incorporates the duty of loyalty, providing that a fiduciary's activities must be carried out solely:
 - “for the exclusive purpose of providing retirement and insurance benefits to participants and beneficiaries of the employee benefit plans administered by the authority and paying reasonable expenses of administering those employee benefit plans;”

Exclusive Benefit Rule - Areas of Inquiry

- Qualified Domestic Relations Orders
- Investments that do not meet fiduciary standards
- Forfeiture and/or garnishment
- Payments other than those to members and their survivors
- Diversion of assets
- Return of contributions to employer
- Payment of reasonable administrative expenses

Duty of Loyalty: Independence

A fiduciary has a duty to act in the interest of the members and beneficiaries **as if there were no other competing interests to protect.**

Cannot act for fiduciary's own personal or business interest.

Cannot be influenced by the interest of any third person.

Must set aside the interests of the party that appoints the fiduciary.

Not an agent for the party that appoints fiduciary.



Requires **undivided loyalty** to participants and beneficiaries.

Duty of Loyalty: Independence

- A trustee who wears “**two hats**” can only wear the trustee’s fiduciary hat when acting in fiduciary capacity as a PEBA Board member.
- Interests relating to the “other hat”—be it union representative, retiree, state agency employee—must be set aside. The Board member can only act in the independent, undivided interests of the members and beneficiaries.
- Board members are not there to represent the interests of the group that elected or appointed them.

Duty of Loyalty: Independence

- "It is as improper for a fiduciary to take actions for the purpose of benefiting a third person as it is for a fiduciary to act in its own interest. **In the retirement system setting, it is important to note that this duty includes the obligation to set aside the interests of the party that appoints a trustee or fiduciary. A trustee, for example, must act solely in the interests of participants and beneficiaries and set aside any interest of a party responsible for the trustee's appointment, such as an employer or union.**"
 - - UMPERSA Comments on § 7 (Emphasis added)
- Significant because South Carolina, in effect, adopted UMPERSA in 9-16-40(1).
- 9-4-10(K)(1)

Duty of Loyalty: Impartiality



- A fiduciary owes a duty of loyalty to **all participants and beneficiaries**, and respecting that duty requires the fiduciary to be **impartial among differing interests**
- Prevents application of assets for personal use, self-dealing, competition with trust, or improper benefit

Duty of Loyalty: Impartiality

Balance the interests of retirees, active, and inactive participants

Balance roles with regard to different types of participants (active members, retired members, public safety, state employees, etc.)

Duty of Loyalty: Impartiality

- UMPERSA Commentary: "Differing interests are inevitable in the retirement system setting. Differences can arise between retirees and working members, young members and old, long-and short-term employees, and other groupings of those with interests in the retirement system. The duty of impartiality does not mean that fiduciaries must accommodate such interests according to some notion of absolute equality. The duty of impartiality ... requires that such decisions be made carefully and after weighing the differing interests."
- Impartially, taking into account any differing interests of participants and beneficiaries. . . ." 9-4-10(K)(4); 9-16-40
- Also applies to health insurance and OPEB plans.

Duty of Impartiality – Oregon Supreme Court Case

- The Oregon Supreme Court has held that common law trust principles require a public pension board to consider not only the amount of income or near-term benefits to beneficiaries, but also the need to preserve and protect the fund corpus.
- The Court noted this is particularly important where the fund has tens of thousands of beneficiaries in widely varying circumstances, including active participants just entering service to active participants close to retirement, as well as retirees in various stages of retirement. The Board must fulfill its duty of impartiality.
- “[The Board] must first comply with specific statutory mandates and prohibitions and, when exercising its discretion beyond those requirements, must consider the diverse interests of PERS and all PERS beneficiaries.” *White v. Public Employees Retirement Board*, 268 P.3d 600 (Or. 2011)

Duty of Loyalty: Plan Expenses

- A fiduciary shall discharge duties with respect to a plan incurring only costs that are appropriate and reasonable to administer the plan.
- Only reasonable plan expenses can be paid from trusts.

Duty of Prudence

Duty of Prudence

- Duty to act with the care, skill, **prudence**, and diligence that a prudent person would exercise in managing their own affairs
- Duty to **be informed**
- Duty to **delegate** responsibilities outside of experience
- Duty to diversify investments

Duty of Prudence – State Law

- ". . . With the **care, skill, and caution** under the circumstances then prevailing which a **prudent person** in a like capacity and familiar with the matters would use in the conduct of an activity of like character and purpose. . .
- 9-4-10(K)(3); 9-16-40

Duty of Prudence – Be Informed

The fiduciary has a duty to **be informed** with respect to the decisions he or she is required to make.

Regularly **attend meetings**.

Review materials provided at meetings.

Request materials and **ask questions** to ensure adequate information before taking action.

Be familiar with **governing documents**, including the statutes and administrative guidance applicable to the plans.

Secure and consider **advice of experts** on reasonable basis but exercise independent judgment.

Duty of Prudence - Delegation

"If you don't know jewelry, know the jeweler."

- Warren Buffett



Duty of Prudence - Delegation

- A fiduciary can delegate functions that a prudent fiduciary acting in a like capacity and familiar with those matters could properly delegate.
- A fiduciary has a duty to delegate responsibilities outside of the fiduciary's expertise.
- Delegation should not be overly broad and must be consistent with duties of care and caution, *e.g.*, terms of delegation must be prudent.

Duty of Prudence - Delegation

Delegation should be clear and consistent.

- Set out specific duties in writing
- Ensure all delegated acts are approved by the fiduciary
- Require the delegate accepts all assigned duties

Delegation is a fiduciary act.

- Must delegate prudently and in accordance with state laws and plan terms
- Must monitor the delegate
- Fees and costs must be reasonable

Duty of Prudence - Delegation

- Prudent selection and retention of expertise.
- May reasonably rely on expertise.
- Failure to follow expertise could be a violation of fiduciary duties.
 - If a fiduciary does not have the knowledge/skills, they must consult/hire an expert pursuant to a prudent process.
- Retain reasonable oversight and ask appropriate questions.
- The RSIC may delegate certain functions, but must exercise reasonable care, skill and caution. 9-16-30

Affirmative Duty to Follow Plan Document

- Fiduciary duty to administer a plan in good faith in accordance with its written terms – "by the book."
 - Plan includes the statutes, administrative rules, and administrative procedures/policies
 - Consistent interpretation and administration
 - Timely update for legally required changes
 - Timely correct plan errors
- Burden on fiduciary to understand the governing documents of the Plan, and the context in which the Plan exist.

Prohibited Transactions

A fiduciary
may not:

- Deal with plan assets in his/her own interest.
- Pay unreasonable compensation for services performed.
- Make a purchase for more than adequate consideration or a sale for less than adequate consideration.
- Act on behalf of a party whose interests are contrary to the plan or participants.
- Receive anything of value from any party in connection with a transaction involving plan assets.

Board's Conflict Policy

- **No member of the Board of Directors may make, participate in making, or in any way attempt to use his membership to influence a Board decision in which he, a family member, an individual with whom he is associated, or a business with which he is associated has an economic interest.** A Board member who, in the discharge of his official responsibilities, is required to take action or make a decision which affects an economic interest of himself, a family member, an individual with whom he is associated, or a business with which he is associated shall:

Board's Conflict Policy

- Prepare a written statement describing the matter requiring action or decisions and the nature of his potential conflict of interest with respect to the action or decision;
- Furnish a copy of the statement to the Board Chairman, who shall cause the statement to be printed in the minutes and require that the member be excused from any votes, deliberations, and other actions on the matter on which the potential conflict of interest exists and shall cause the disqualification and the reasons for it to be noted in the minutes.

Board's Conflict Policy

- The members of the PEBA Board of Directors must abide by the following additional conflict-of-interest guidelines:
 - **Directors should make reasonable efforts to avoid conflicts of interest and appearances** of conflicts of interest.
 - **Directors may not under any circumstances accept offers, by reason of their service, relationship or employment with PEBA**, to trade in any security or other investment **on terms more favorable than those available to the general investing public** or, in the case of private market investments, a similarly situated investor.
 - (3) **A conflict of interest exists for a Director whenever the Director has or is seeking a personal or private commercial or business relationship that could reasonably be expected to diminish the Director's independence of judgment in the performance of the Director's responsibilities to PEBA.**

Board's Conflict Policy

- Curability in PEBA Conflicts of Interest Policy
- Exceptions to Conflict of Interest Policy
- Policies apply to all activities (retirement, health, OPEB)

Prohibited Transactions – Practical Impact on Trustees

- A fiduciary may **not**:
 - Deal with plan assets in his own interest.
 - Act in a transaction with a "party in interest" if adverse to the interests of plan participants.
 - Any "deals" with the employer (or "funder") must be commercially reasonable, at arms' length.
 - Receive any consideration for his/her personal account from any party in connection with a transaction involving the plan.

Key Takeaways



Highest duty under the law.

Objective standard:

- Prudent “person” standard.
- Good faith is not sufficient.
- If you don’t know, learn or hire an expert.

If it is not documented, it cannot be substantiated.

Managing Fiduciary Liability

Fiduciary Liability

- **Personal liability** for breach of fiduciary duty.
 - Restore to the plan any losses resulting from a breach of fiduciary duty.
 - Restore to the plan any profits made by the fiduciary through use of plan assets.
 - Other equitable or remedial relief as the court may deem appropriate.
- May be liable for a co-fiduciary's breach of fiduciary duty if a fiduciary enables another fiduciary to commit the breach, knowingly participates in or conceals the breach, or discovers the breach but does not take steps to remedy.

Sovereign Immunity



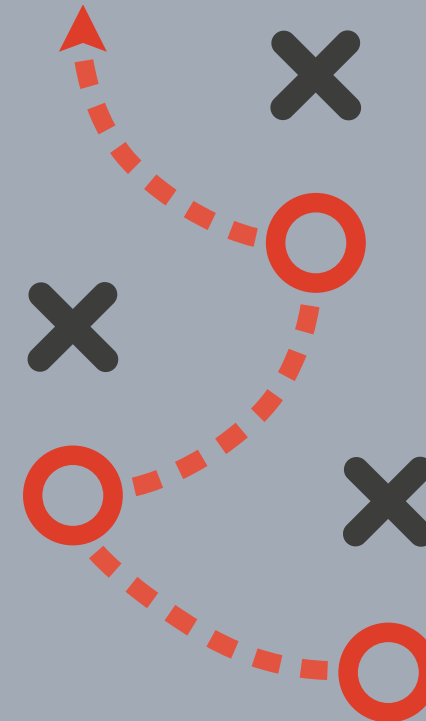
- State Constitution or statutes may provide some protection

Indemnity

- State's obligation to defend and indemnify under 9-4-15
 - “The State shall defend the members of the Board . . . against a claim or suit that arises out of or by virtue of their performance of official duties on behalf of the authority and must indemnify these directors for a loss or judgment incurred by them as a result of the claim or suit”
 - Whether claim is brought against Board members in their individual or official capacities.
 - Bad faith exclusion does not apply to Board members (but does apply to officers and management employees).

The Focus on Process

- Focus on **procedural prudence**
- Courts have held the test of prudence is one of conduct and process, and not one of result
- *“Trustees and fiduciaries are not insurers. Not every investment or management decision will turn out in the light of hindsight to have been successful. Hindsight is not the relevant standard.”*
 - UMPERSA § 10(1); see also Restatement (Third) of Trusts



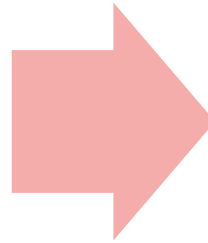
The Focus on Process

- There is no one "right" way to achieve procedural prudence
- Important to have a good, documented process
- Critical to follow that process
- Critical to retain expertise where needed and understand expert advice
- Know and follow plan advice

Managing Fiduciary Risk

Adopt written prudent processes and procedures and follow them:

- Governance Policy
- Conflicts of Interest Policy
- Ethics Policy
- Charters for Committees
- Cyber and Data Security Policy



Consider facts and circumstances that fiduciary knows or should know are relevant.

Managing Fiduciary Risk

- Document decisions and the basis for decisions
- Conduct periodic training of fiduciaries
- Properly allocate fiduciary roles in writing
- Conduct financial and management audits
- Provide accurate member communications

Managing Fiduciary Risk

- Due diligence in selecting and monitoring investment managers.
- Prudently select and monitor investments.
- Get competitive bids from service providers.
- Understand and negotiate plan fees and expenses.
- Negotiate contracts with service providers.
- Ensure that communications are accurate.

Managing Fiduciary Risk

- For participant directed investments, consider formal participant education.
- Provide sufficient information to allow participants the ability to have informed decision making.
- Allow participants the opportunity to change investment selection on a regular basis.
- Document education offered and provided.

Managing Fiduciary Risk

- For **delegated duties**:
 - Properly select those to whom duties are delegated e.g., monitoring performance of actuary and supervisory staff
- **Retain expertise** where needed
- Consider **fiduciary insurance** (PEBA has insurance)
- Avoid **conflicts of interest**

Managing Fiduciary Risk

- Due diligence in selecting and monitoring actuaries/other consultants and advisors
- Service Provider Oversight (vendor management)
- Prudently select and monitor investments and actuarial assumptions
- Understand plan expenses
- Get competitive bids from service providers
- Negotiate contracts with service providers

Other Topics to Watch

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Cybersecurity

On April 12, 2021, the DOL issued three pieces of cybersecurity guidance for retirement plans clearly stating that cybersecurity is a fiduciary issue.



Several recent lawsuits against recordkeepers as a result of theft of plan accounts.

Focus on call center vulnerabilities.

Request restoration of account.

Allege fiduciary duty to put in place adequate cyber theft protection.



Some recordkeepers are now covering losses due to unauthorized activity so long as member safeguards account access information and reports fraud immediately.

ARTIFICIAL INTELLIGENCE



Liability Risk

Privacy
Bias
Accuracy
Intellectual Property
Transparency



Best Practices for Mitigation

Appropriate guardrails and governance
Update employee policies and provide training
Review contractual terms and privacy policies for AI
Incorporate AI into third-party and data privacy risk assessments
Annual review to incorporate any updates

Correction of Overpayments

Under the SECURE 2.0 Act of 2022, effective Dec. 29, 2022, qualified plans are provided flexibility in regard to seeking recovery of inadvertent benefit overpayments.

A qualified plan is not disqualified as a result of an inadvertent benefit overpayment, but fiduciary obligations still apply.

It is important to apply consistent correction procedures for similarly situated participants.

IRS has been directed to update EPCRS.

Questions?

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**PUBLIC EMPLOYEE BENEFIT AUTHORITY AGENDA ITEM
BOARD MEETING**

Meeting Date: March 12, 2025

1. Subject: Committee Charter Review

2. Summary: The PEBA Board's standing committees periodically review their committee charters to ensure the charters remain relevant and appropriate. This review is now scheduled to occur at the same time as the triennial review of the Board's governance manual.

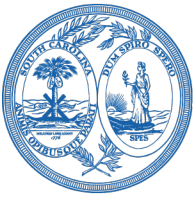
The proposed amendment to the Retirement Policy Committee Charter would add language to Paragraphs (E)(2) and (E)(4) of the Charter to reflect the regular administrative and operational reporting the Committee receives from the service providers for the State's defined contribution retirement plans, in addition to investment reports.

3. What is the Board asked to do? Amend the Retirement Policy Committee Charter as presented.

4. Supporting Documents:

(a) List those attached:

1. Retirement Policy Committee Charter (as last amended October 1, 2020), with proposed amendments.



Retirement Policy Committee Charter

[As adopted by the PEBA Board on March 12, 2025 ~~October 1, 2020~~]

- (A) **Purpose:** The Retirement Policy Committee will fulfill the fiduciary responsibilities related to the administration of the defined benefit and defined contribution retirement plans and the oversight of the staff related thereto regarding the administration, financial and actuarial performance and associated reporting of the plans.
- (B) **Authority:** The authority of the Retirement Policy Committee is limited to information-gathering and advice and recommendations to, and on behalf of, the Board, and to ministerial acts. The Committee may invite administrators, consultants, staff, external auditors, and/or others to attend meetings and provide pertinent information as necessary. PEBA Board of Directors Bylaws, Section V(C).
- (C) **Composition:** The Retirement Policy Committee will be established pursuant to the process defined in the PEBA Board of Directors Bylaws.
- (D) **Meetings:**
- (1) The Retirement Policy Committee will meet as circumstances require upon the call of the Committee Chair.
 - (2) Retirement Policy Committee meetings will adhere to the rules outlined in the PEBA Board of Directors Bylaws and with applicable law.
- (E) **Responsibilities:**
- (1) Ensure the PEBA strategic plan includes strategic issues and projects within the Retirement Policy Committee's purpose, noted in Section A.
 - (2) Optional Retirement Program – Receive ORP vendor investment performance reports regularly in accordance with the investment policy statement and regularly receive ORP vendor administrative and operational reports. As needed, make recommendations to the PEBA Board regarding the termination, selection, and retention of funds in the State ORP pursuant to the investment benchmarks set forth in the State ORP Investment Policy approved by the PEBA Board.
 - (3) Provide the PEBA Board with a recommended replacement fund for the State ORP in the event of a fund termination.
 - (4) S.C. Deferred Compensation Program – Receive Program vendor investment performance reports regularly in accordance with the investment policy statement and regularly receive Program vendor administrative and operational reports. As needed, make recommendations to the PEBA Board regarding the termination, selection, and retention of funds in the S.C. Deferred Compensation Program pursuant

to the investment benchmarks set forth in the S.C. Deferred Compensation Investment Policy approved by the PEBA Board.

- (5) Provide the PEBA Board with a recommended replacement fund for the S.C. Deferred Compensation Program in the event of a fund termination.
- (6) Review actuarial assumptions and valuations, and submit to the PEBA Board recommended actions regarding employer contribution rates for the S.C. Retirement Systems;
- (7) Review the actuarial requirement for General Fund appropriations for the National Guard System;
- (8) Review the State ORP Investment Policy periodically, but no less than every three years, and make recommendations to the PEBA Board; and
- (9) Review the S.C. Deferred Compensation Program Investment Policy periodically, but no less than every three years, and make recommendations to the PEBA Board.

As approved and adopted:

**SOUTH CAROLINA PUBLIC EMPLOYEE BENEFIT AUTHORITY
BOARD OF DIRECTORS**

**PUBLIC EMPLOYEE BENEFIT AUTHORITY AGENDA ITEM
BOARD MEETING**

Meeting Date: March 12, 2025

1. Subject: PEBA Board Governance Documents Review

2. Summary: Every three years, the PEBA Board reviews the Board's Bylaws and other governance documents to ensure that the documents remain relevant and appropriate.

The proposed amendments to the Board's governance documents would amend Paragraphs VII(B) and VII(E) of the Bylaws to accommodate the timing of the Board Chair and Vice-Chair elections to the Board's quarterly meeting schedule; amend Paragraph 3 of the Continuing Education Policy to clarify the educational training that will be provided by PEBA; and amend Paragraph 5 of the Continuing Education Policy to conform to the amendment made to the Bylaws in August regarding meeting attendance reports.

3. What is the Board asked to do? Amend the Board's Bylaws and Continuing Education Policy as presented.

4. Supporting Documents:

(a) List those attached:

1. PEBA Board of Directors Governance Policy Manual, with proposed amendments.



PEBASM
SC Retirement Systems
and State Health Plan

Board of Directors Governance Policy Manual

2025

Serving those who serve South Carolina

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Board of Directors Bylaws

I. Purpose

The South Carolina Public Employee Benefit Authority Board of Directors (“Board”) is the governing body of the South Carolina Public Employee Benefit Authority (“PEBA”), established by Act No. 278 of 2012 of the South Carolina General Assembly, as codified in Title 9 of the Code of Laws, Chapter 11 of Title 1 of the Code of Laws, and Chapter 23 of Title 8 of the Code of Laws, as amended from time to time (“Governing Law”); and the Board has the powers and responsibilities set out in the Governing Law. PEBA is an administrative agency charged by the Governing Law with administering the State’s public employee insurance programs, its retirement programs, and its deferred compensation program.

II. Board Membership

A. Composition

1. The Board shall consist of the number of members selected in the manner set forth in the Governing Law; each member, prior to commencing performance of the member’s duties, must meet the qualifications, comply with the requirements, and take the oath of office set forth therein and elsewhere in the Code of Laws of South Carolina 1976, as amended.
2. Copies of records of appointments and of notarized oaths of all Board members will be maintained by the Secretary of the Board.

B. Term of Office

1. Board members will serve for the periods determined in accordance with the Governing Law.
2. It shall be the responsibility of the Board Secretary to notify the Secretary of State and the relevant appointing authority of any appointment to, resignation from, or vacancy in the membership of the Board and to ensure that the requirements of Section II.A.1 above are met.

III. General Responsibilities and Duties

The Board will fulfill the responsibilities, perform the duties, and exercise the powers assigned to it by the Governing Law and other relevant provisions of the Code of Laws of South Carolina 1976, as amended.

In discharging his or her duties with respect to PEBA, a Board member is entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the State whom the Board member reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants, actuaries, the South Carolina Retirement System Investment Commission, or other persons as to matters the Board member reasonably believes are within the person’s professional or expert competence; or (3) a committee of the Board of Directors of which a Board member is not a member if the Board member reasonably believes the committee merits confidence. A Board member is not acting in good faith under this section if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by this section unwarranted.

IV. Board Meetings

A. Regular Meetings

1. The Board shall meet at such times and intervals and in such places as it may determine to be necessary to meet its responsibilities, but not less often than may be required by law.

2. At or before its final regular meeting of any calendar year, the Board shall establish the calendar for its regular meetings during the upcoming calendar year.

B. Special Meetings

1. The Chairman of the Board or the Executive Director of PEBA or any two chairmen of the Board's standing committees may call a special meeting of the Board upon not less than forty-eight (48) hours' notice, sent to members of the Board via e-mail to the e-mail address provided by the Board members to PEBA for that purpose.
2. The calling authority or the Board Secretary may send the notice, which shall state the date, time, place, and purpose of the meeting; and the business to be transacted at such special meeting shall be limited to such purpose.
3. Any member may waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the member entitled to the notice, and filed with the minutes or corporate records. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

C. Quorum

A majority of the statutorily authorized number of Board members shall constitute a quorum for the transaction of business at any meeting of the Board.

D. Manner of Acting

1. Required Vote. The act of the majority of the members present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board, unless, by law, a supermajority is required.
2. Virtual Meeting. Any or all members may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting. A member or invited non-member may participate in Executive Session by telephone or other virtual means, provided the participant provides assurance to the Board or committee, reflected in the minutes of the meeting, that no uninvited person is present and able to listen to, or observe, the executive session portion of the meeting.
3. Failure to Object to Action. A member who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless: (1) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; or (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Executive Director immediately after adjournment of the meeting. The right of dissent or abstention is not available to a member who votes in favor of the action taken.

E. Executive Session

The Board and its committees may enter executive session during a public meeting in the manner and for the purposes authorized under the Code of Laws of South Carolina 1976, as amended.

F. Attendance

The attendance of members at Board meetings and of Board committee members at committee meetings shall be recorded, and, upon the request of a member's appointing authority, the Board Secretary shall transmit the member's attendance record to that member's appointing authority. At the request of a member, the attendance record transmitted to a member's appointing authority may also reflect the reason for an absence from a meeting of the Board or a committee of the Board, provided that the member has also notified the Chairman of the Board or chairman of the committee, as applicable, of the reason for the absence.

G. Agenda

1. Proposed meeting agendas will be developed by the Executive Director in consultation with the Chairman of the Board and the chairmen of the Board's standing committees.
2. Any member of the Board may propose an item for the agenda of a Board meeting by submitting the proposed item to the Chairman or Executive Director not less than seven days prior to the date of the meeting or, for a special meeting called with less than seven days' notice, as soon as practicable. Any such requests shall be taken into consideration in developing the proposed meeting agenda.
3. All meeting agendas are subject to final approval by the Chairman of the Board.

H. Board Assessment Process

At least annually, the Board shall engage in a self-assessment process to evaluate the Board's performance. The results of the self-assessment process shall be taken into consideration by the Chairman and Executive Director in developing and recommending training and educational opportunities for Board members.

V. Committees

A. Creation of Committees

The Board may create one or more committees, and the Chairman shall appoint members of the Board to serve on them. Each committee must have not fewer than two nor more than five Board members. The term of standing committee members shall run from their appointment in July of an even-numbered year through June 30 of the next even-numbered year, and until their successors are appointed. Each committee shall have a chairman who shall be appointed by the Chairman of the Board, and a vice-chairman who shall be elected by the members of the committee. Committee chairmen of the standing committees shall serve a term running from their appointment in July of an even-numbered year through June 30 of the next even-numbered year, and until their successor is appointed. Provided, however, that the term of a committee member or committee chairman ends when the member no longer serves on the Board. Each committee may appoint one or more non-Board members to serve as non-voting members of a committee if the committee finds that the non-Board members possess expertise, skills or qualifications that would aid the committee in fulfilling its responsibilities.

The Finance, Administration, Audit and Compliance Committee, the Retirement Policy Committee, and the Health Care Policy Committee shall be standing committees of the Board.

The Chairman of the Board shall be a member of each standing committee. The Board may establish ad hoc committees as it deems appropriate to address specific matters or issues.

1. **Committee Assignment Process**

No later than July 31 of each even-numbered year, the Chairman shall appoint members of the Board to serve on the standing committees and appoint the chairmen of those committees for the ensuing term running through June 30 of the next even-numbered year. In making these appointments, the Chairman shall solicit and take into consideration input from the members of the Board regarding their desired committee assignments and recommended committee chairman for the ensuing term. At the first committee meeting after the Chairman's appointment of the standing committee members and chairmen each even-numbered year, each standing committee shall elect a vice-chairman to preside over the committee and oversee committee business in the absence of the committee chairman.

2. **Removal of Committee Members**

No member shall be removed from a committee or from the chairmanship of a committee during a committee term, except upon request by that committee member or upon a vote of the Board.

B. Required Procedures

The provisions of these Bylaws that govern meetings, including calling and setting agendas for regular and special meetings, notice and waiver of notice, executive sessions, and voting requirements of the Board apply to committees and their members, mutatis mutandis. A majority of Board members assigned to a committee of Board members constitutes a quorum for that committee to conduct business, and a majority of the Board members present must vote for an item for the committee to take official action on the item.

C. Authority

The authority of committees of the Board shall be limited to gathering information; providing advice and recommendations to, and on behalf of, the Board; and performing ministerial acts. Authority delegated to the Board by law may be exercised only by the Board. Committees may invite administrators, consultants, staff, external auditors, and/or others to attend meetings and provide pertinent information as necessary.

D. Finance, Administration, Audit and Compliance Committee

The Finance, Administration, Audit and Compliance Committee (FAAC) will gather, analyze, and study information concerning PEBA's governance, financial reporting, audits, budgets, and regulatory compliance and will make recommendations and reports to the Board on those matters.

E. Retirement Policy Committee

The Retirement Policy Committee will gather, analyze, and study information concerning issues arising out of PEBA's administration of the retirement plans set out in Title 9 of the Code and the Deferred Compensation Program, and will make recommendations and reports to the Board on those matters.

F. Health Care Policy Committee

The Health Care Policy Committee will gather, analyze, and study information concerning issues arising out of PEBA's administration of the insurance plans set out in Chapter 11 of Title 1 of the Code, and will make recommendations and reports to the Board on those matters.

VI. Indemnification of Board Members

PEBA shall indemnify and hold harmless members of the Board from and against all liabilities, costs, fees, and expenses, incurred as a result of their acts taken in their official capacity or as a result of allegations regarding those acts, to the full extent permitted by law, and shall insure its obligation hereunder from the insurers and in the amounts determined by the Board, if deemed reasonably necessary.

VII. Officer Selection Process

- A.** The officers of the Board will be a Chairman, a Vice-Chairman, a Secretary of the Board, and the Executive Director of PEBA.
- B.** The Chairman and the Executive Director shall be selected in accordance with the Governing Law. The Board shall, in ~~each the first~~ regular meeting held ~~in the month of~~ after July 1 of even-numbered years, select one of its nonrepresentative members to serve as Chairman for a term ending June 30 of the next even-numbered year, and until a successor is elected. Provided, however, that the term as Chairman ends when the member no longer serves on the Board.
- C.** The Chairman shall (1) preside and conduct meetings of the Board, (2) convene and adjourn meetings, (3) appoint committee chairmen, and (4) propose agendas for Board meetings.
- D.** The Executive Director shall be the principal executive officer of PEBA and, subject to the control of the Board of directors, shall, in general, perform and fulfill the statutory duties, responsibilities, and powers conferred upon that office; supervise and control all of the business and affairs of PEBA; and have responsibility for the development and implementation of the strategic direction and initiatives of PEBA. The Board of Directors shall be responsible for selecting, evaluating the performance of, and, subject to the regulations of the Agency Head Salary Commission, setting the compensation of the Executive Director.
- E.** The Board shall, in ~~each the first~~ regular meeting held ~~in the month of~~ after July 1 of even-numbered years, select a Vice-Chairman from among its nonrepresentative members to serve for a term ending June 30 of the next even-numbered year, and until a successor is elected. Provided, however, that the term as Vice-Chairman ends when the member no longer serves on the Board. In the absence of the Chairman, the Vice-Chairman shall preside at Board meetings.
- F.** Vacancies
 - 1.** Chairman

If there is a vacancy in the Chairman position, the Vice-Chairman shall serve as Acting Chairman until the next regularly scheduled meeting. At its next regularly scheduled meeting, the Board shall select a nonrepresentative member to serve as Chairman for the remainder of the two-year term. If, in such election, the Vice-Chairman is selected by the Board to serve as Chairman for the remainder of the term, then at the same Board meeting, the Board shall also select a nonrepresentative member to serve as Vice-Chairman for the remainder of the term.

2. Vice-Chairman

Except as provided in Section VII.F.1 above, if there is a vacancy in the Vice-Chairman position, at its next regularly scheduled meeting, the Board shall select a nonrepresentative member to serve as Vice-Chairman for the remainder of the two-year term.

3. Absence of Chairman and Vice-Chairman

At any meeting of the Board at which neither the Chairman nor Vice-Chairman is in attendance, the meeting shall be called to order by the Executive Director who shall chair the meeting until a quorum elects a Chairman Pro Tempore as the meeting's first order of business. If the absence of the Chairman and Vice-Chairman is due to the holders of those officers having discontinued service on the Board, then the election shall be for both a Chairman and a Vice-Chairman for the remainder of the two-year term rather than pro tempore.

- G.** The Board shall, from time to time and with the advice of the Executive Director, select from among the PEBA employees, a person to serve as Secretary of the Board, to serve at the pleasure of the Board. The Secretary of the Board shall have the responsibilities prescribed herein and such other duties as the Board may from time to time require, including: (a) keep the minutes of the proceedings of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (c) be custodian of the records of the Board.

VIII. Rules of Order

- A.** Board meetings should proceed in an informal and collegial manner with a design towards reaching consensus when possible.
- B.** The Chairman shall call for motions on items. Items presented to the Board for vote shall require a motion by a Board member other than the Chairman and a second of that motion by another Board member other than the Chairman. A motion presented by a Board committee does not require a second.
- C.** The item can then be discussed by the Board. The Chairman shall manage the discussion of the item and may participate in the discussion.
- D.** The Chairman shall call for a vote on the item.
- E.** Questions of reconsideration, tabling, or amendment of motions, etc., are all decided by majority vote.
- F.** The Board and its committees may utilize the rules of order prescribed for small assemblies or similar small bodies in the most recently published revision of Robert's Rules of Order as a guide in conducting its meetings. Robert's Rules of Order shall not be binding on the Board, however. Rather, such rules of order will be construed to promote the orderly and efficient conduct of business and to avoid procedural complexity which may delay or hinder the taking of action that is required by law or advisable in the prudent exercise of the Board's fiduciary responsibilities.
- G.** The order of business will be at the discretion of the Chairman in the absence of instructions from the Board, but will normally be as follows:
1. Call to Order
 2. Approval of previous Board meeting minutes
 3. Committee Reports

4. Executive Director Report
5. Other Business
6. Adjournment

IX. Meeting Minutes

- A. The Chairman will cause the minutes of all Board meetings to be prepared in accordance with law. The minutes shall record the time and place of each meeting, the names of the Board members present, and the actions of the Board giving the affirmative and dissenting votes, except where the action is unanimous, and, when requested, a Board member's dissent or approval with reasons.
- B. The Chairman will cause the minutes to be presented for approval at the next regular Board meeting. Board minutes will focus on describing any actions that occurred and will provide sufficient detail to evidence the Board's due diligence in the matter. The minutes of a meeting during which an executive session is held will reflect the topic of the discussion at the executive session.
- C. The minutes, as approved by the Board, will be preserved as a part of the public record of the Board, and will be kept open to public inspection in accordance with law.
- D. Board proceedings will be recorded on audio. The audio recordings will be kept at least until official minutes of the meeting are approved, after which time they may be destroyed.

X. Review, History, and Amendment

- A. The Board will review the PEBA Bylaws at least every three years to ensure that they remain relevant and appropriate.
- B. No provision within these Bylaws shall apply to the extent that it is in conflict with any provision of the Code of Laws of South Carolina, 1976, as amended. In the event of such conflict, the applicable Code provision shall apply in all respects.
- C. These Bylaws were adopted by a majority of the Board members at a duly convened meeting of the Board on November 21, 2012. These Bylaws were amended on December 12, 2012, September 18, 2013, December 17, 2014, March 28, 2015, March 17, 2016, July 21, 2016, March 2, 2022, ~~and~~ August 29, 2024, and March 12, 2025.
- D. These Bylaws may be amended only upon a majority vote of the Board members at a duly convened meeting of the Board upon proper notice pursuant to the South Carolina Freedom of Information Act. For purposes of this provision, majority shall mean a majority of the total membership of the Board, not simply a majority of the Board members present at any meeting convened for the purpose of amending the Bylaws.

Last revised: August 29, 2024



**Resolution Reserving
Certain Powers to the
PEBA Board of Directors
and Delegating Powers to
the Executive Director**

Whereas, under Section 9-4-10 of the South Carolina Code of Laws, the Board of Directors of the South Carolina Public Employee Benefit Authority (“PEBA Board”) is designated as the governing body of the Public Employee Benefit Authority (“Authority”), and the functions of the Authority must be performed, exercised, and discharged under the supervision and direction of the PEBA Board; and

Whereas, pursuant to Section 9-4-10(J) of the Code of Laws and Sections VII(A), VII(B), and VII(D) of the PEBA Board Bylaws, the PEBA Board is responsible for designating an Executive Director to serve as the principal executive officer for the Authority; and,

Whereas the PEBA Board finds that a prudent person acting in a like capacity and familiar with the Authority’s functions would delegate the power to manage the Authority’s affairs to the Authority’s Executive Director, except for certain trustee-level responsibilities that the PEBA Board reserves for itself; and

Whereas the PEBA Board recognizes and acknowledges that its responsibilities with regard to the governance of the employee benefit plans under its administration, including any delegation of powers related to the administration of those plans, must be exercised in accordance with fiduciary principles; and,

Whereas the PEBA Board further recognizes that, in accordance with those fiduciary principles, the PEBA Board must undertake appropriate oversight of the Executive Director’s exercise of responsibilities delegated to the Executive Director to ensure the proper administration of the Authority’s affairs.

Now, therefore, be it resolved that:

Section 1.

The PEBA Board is the ultimate governing body of the Authority and reserves for itself the following, trustee-level powers and duties:

- The selection, supervision, evaluation, and compensation of the Authority’s Executive Director;
- The governance of the Board’s activities, including the adoption of bylaws, committee charters, and other Board-level governance documents;
- The approval of the long-term strategic direction and major initiatives for the Authority;
- The approval of the Authority’s budget;
- The adoption of actuarial assumptions for the retirement and insurance programs administered by the Authority;
- The adoption of funding policies for the defined benefit retirement programs administered by the Authority;
- The adoption of employee and employer contribution rates for the defined benefit retirement programs administered by the Authority, where authorized by law;
- The approval of the interest rate credited to member accounts under the defined benefit retirement programs administered by the Authority;
- The acceptance of actuarial valuations and financial statements for the retirement and insurance programs administered by the Authority;
- The receipt and oversight of audits of the Authority’s programs and functions;
- The approval of the insurance benefits offered by the Authority, including the coverage to be offered and employee and employer premiums required for the coverage, and the approval of any mid-year adjustments required for those insurance benefit plans;
- The adoption and amendment of plan documents for the defined contribution plans administered by the Authority;

- The approval of investment options offered to participants in the defined contribution plans administered by the Authority, including the approval of investment policy statements for those plans; and,
- The adoption of regulations for the programs administered by the Authority.

Section 2.

- The Executive Director is the Authority's chief executive officer. As such, the PEBA Board hereby delegates to the Executive Director, with the authorization to sub-delegate, each and every power to manage the Authority and the employee benefit programs it administers, subject to law, except for the powers and duties reserved to the PEBA Board in Section 1 above. The Executive Director shall adopt an Emergency Succession Plan for the exercise of the powers delegated to the Executive Director in this Section.
- In making the delegation set out in this resolution, the PEBA Board has exercised, and shall continue to exercise, reasonable care, skill, and caution in selecting the Authority's Executive Director, establishing the scope and terms of the delegation of powers and duties to the Executive Director, and periodically reviewing the Executive Director's performance and compliance with the terms of the delegation.
- In exercising the powers and performing the duties delegated by this resolution, the Executive Director shall comply with the terms of the delegation and, as a fiduciary, shall discharge duties with respect to the Authority's programs in accordance with fiduciary principles set out in law.

Section 3.

The PEBA Board may, upon giving appropriate notice, reassume any power or duty delegated to the Executive Director in Section 2 above and/or delegate such powers and duties to another appropriate person if such action would be prudent. Further, nothing in this resolution shall be construed as restricting the PEBA Board's authority to discuss and, if necessary, take action on any significant issue that comes before the PEBA Board for consideration and decision, nor shall anything in this resolution be construed as limiting the access of the PEBA Board to information related to the Authority's activities.

Last revised: July 24, 2019

The image features a white background with two prominent blue geometric shapes. On the left, a horizontal blue bar with a diagonal cutout on its right side contains the text. To the right of this bar is a larger, dark blue trapezoidal shape that also has a diagonal cutout on its left side, creating a white triangular gap between the two shapes.

Ethics and Conflicts-of- Interest Policy

I. State Ethics Act Rules of Conduct

The members of the PEBA Board of Directors are subject to, and must comply with, the provisions of the laws of the State of South Carolina. Members must be familiar with, and to the extent required must comply with, the State Ethics Act, found in Chapter 13 of Title 8 of the South Carolina Code of Laws, including the Rules of Conduct set out in Section 8-13-700 et seq. of the South Carolina Code of Laws and any successor provisions. The interpretation of terms used in this Policy should be guided where appropriate by the definitions of similar terms in that Act.

II. Additional Standards of Conduct

In addition to and not in lieu of the requirements of state law, the members of the PEBA Board of Directors shall also be subject to the following standards of conduct in the performance of their official duties as Directors:

- A.** A Director shall take no action concerning matters before PEBA where the Director, his family, or his business associates have a financial interest in the action;
- B.** A Director shall take no action to commit funds administered by PEBA if the Director, his family, or his business associates have an interest in, are underwriters of, or receive any fees from the transaction;
- C.** A Director shall have no interest in the profits or receive any benefit from a contract entered into by PEBA;
- D.** A Director shall not use his position to secure, solicit, or accept things of value, including gifts, travel, meals and lodging, consulting fees or other payment for outside employment, or other valuable business relationships from parties doing or seeking to do business with or who are interested in matters before PEBA;
- E.** A Director shall not represent, while serving on the PEBA Board of Directors and for one year after leaving the PEBA Board of Directors, any person, in any fashion, before any public agency, with respect to any matters in which the Director personally participated while serving on the PEBA Board of Directors;
- F.** A Director shall not take any official action on matters that will result in a benefit to himself, his family, or his business associates;
- G.** A Director shall not, during or after his term of service, disclose or use confidential information acquired in his official capacity as a member of the PEBA Board of Directors without proper authorization;
- H.** A Director shall not use assets administered by PEBA for his own interest; and,
- I.** A Director shall not act on behalf of a party whose interests are adverse to PEBA, even if the Director receives no personal gain.

[Note: These additional standards of conduct are based upon the standards of conduct imposed upon the Retirement System Investment Commission under Section 9-16-360 of the Code of Laws.]

III. Conflicts of Interest

- A.** No member of the Board of Directors may make, participate in making, or in any way attempt to use his membership to influence a Board decision in which he, a family member, an individual with whom he is associated, or a business with which he is associated has an economic interest. A Board member who, in the discharge of his official responsibilities, is required to take action or make a decision which affects an economic interest of himself, a family member, an individual with whom he is associated, or a business with which he is associated shall:
 1. Prepare a written statement describing the matter requiring action or decisions and the nature of his potential conflict of interest with respect to the action or decision;

2. Furnish a copy of the statement to the Board Chairman, who shall cause the statement to be printed in the minutes and require that the member be excused from any votes, deliberations, and other actions on the matter on which the potential conflict of interest exists and shall cause the disqualification and the reasons for it to be noted in the minutes.
- B.** The members of the PEBA Board of Directors must abide by the following additional conflict-of-interest guidelines:
1. Directors should make reasonable efforts to avoid conflicts of interest and appearances of conflicts of interest.
 2. Directors may not under any circumstances accept offers, by reason of their service, relationship or employment with PEBA, to trade in any security or other investment on terms more favorable than those available to the general investing public or, in the case of private market investments, a similarly situated investor.
 3. A conflict of interest exists for a Director whenever the Director has or is seeking a personal or private commercial or business relationship that could reasonably be expected to diminish the Director's independence of judgment in the performance of the Director's responsibilities to PEBA.
 4. Curing Conflicts of Interest
 - a. All Directors who become aware of a personal conflict of interest have an obligation not only to disclose that conflict, but to cure it. A person normally cures a conflict of interest by promptly eliminating it.
 - b. A Director can cure a conflict by prudently withdrawing from action on a particular matter in which a conflict exists provided that:
 - (1) the person may be and is effectively separated from influencing the action taken;
 - (2) the action may properly be taken by others; and
 - (3) the nature of the conflict is not such that the person must regularly and consistently withdraw from decisions that are normally his or her responsibility with respect to PEBA.
 - c. Directors must disclose any conflicts-of-interest regarding matters which are before the Board, absent themselves from any relevant deliberations, and not vote on the matter. Such Directors may be required to disclose additional relevant information with respect to the matter in question.

[Note: These additional conflict-of-interest provisions are modeled upon the Model Ethics and Conflict-of-Interest Policy for Texas Public Retirement Systems.]

IV. Exceptions

The following exceptions apply to the requirements of this Policy. These exceptions **do not** apply to any similar requirements imposed by the laws of the State of South Carolina or by any professional code of conduct; and members must be aware of and comply with the requirements of those laws and such codes to which they are subject.

- A.** A Director who is a representative member on the PEBA Board shall not be prohibited from taking action on, and is not considered to have a conflict of interest in, a matter before the PEBA Board if the only economic benefit or reasonably foreseeable benefit that may accrue to the Director from the matter: (a) would accrue to the Director solely because of the Director's membership in a benefit plan offered by

PEBA and (b) would be of no greater extent than the economic benefit or potential benefit that could reasonably be foreseen to accrue to all other similarly situated members of the affected benefit plan.

- B.** A Director is not precluded from being associated with a business that represents a party (a) with respect to a matter before the PEBA Board of Directors or (b) whose interests are adverse to PEBA in a matter if (y) the Director does not personally participate in the representation and is otherwise properly screened from communications related to the representation and (z) the Director appropriately discloses the conflict of interest to the PEBA Board and withdraws from any action on the matter before the PEBA Board as required by this Policy.
- C.** A Director shall not be considered to have acted in violation of this Policy with regard to a matter before the PEBA Board if (a) the Director did not have personal knowledge of an actual or potential conflict of interest with regard to the matter at the time the Director acted on the matter and (b) upon learning of an actual or potential conflict of interest regarding the matter, the Director appropriately cures the conflict of interest in connection with any future actions.

Last revised: June 18, 2014

The image features a white background with two prominent blue geometric shapes. On the left, a horizontal blue bar with a diagonal cutout on its right side contains the text 'Continuing Education Policy' in white. To the right of this bar is a larger, dark blue trapezoidal shape that also has a diagonal cutout on its left side, creating a white triangular gap between the two shapes.

Continuing Education Policy

The Public Employee Benefit Authority Board of Directors recognizes its fiduciary responsibility to remain aware of significant current events impacting the retirement and insurance programs administered by PEBA and to be well-informed and educated on topics related to those programs, including best practices for the programs. Accordingly, the purpose of this policy is to promote high professional standards of trusteeship by the Board of Directors and to assure the participants of PEBA's retirement and insurance plans of the Board's continuing professional competence, consistent with prevailing industry standards.

1. As nearly as practical, members of the Board of Directors shall participate in no less than eighteen (18) hours of qualifying educational training programs or conferences each reporting period. The reporting period shall be a period of two fiscal years ending on June 30 of even-numbered years, commencing with the period beginning July 1, 2014. If a member has earned more than the required number of hours of educational credit during a reporting period, the member may carry over up to nine (9) hours of excess credit to the following reporting period. If a member is appointed to the Board of Directors after the beginning of a reporting period, the number of hours of required educational credit for that member shall be prorated for that period based upon the period of time between the member's appointment and the end of the reporting period, or may, at the Chairman's discretion, be waived in appropriate circumstances. For the purposes of this policy, fifty (50) minutes of educational training is equal to one (1) hour of educational credit.
2. A Board member's required eighteen (18) hours of qualifying educational training for each reporting period must include at least two (2) hours of fiduciary education and at least two (2) hours of ethics education. The required fiduciary education shall include, but not be limited to, the following topics: the duty of loyalty, the duty of impartiality, the duty of care, the duty of prudence, the exclusive benefit rule, and the rule concerning prohibited transactions. The required ethics education shall include, but not be limited to, the following topics: the standards of conduct set forth in the State Ethics Act (S.C. Code Ann. § 8-13-700 et seq) and the additional standards of conduct required by the PEBA Board of Directors Ethics and Conflicts-of-Interest Policy. The PEBA Legal Department shall be responsible for providing the fiduciary and ethics education required by this item.
3. PEBA will make available sufficient educational training for Board members to meet the requirements of this policy through the annual Board retreat, quarterly Board meetings, and other means, such as webinars. PEBA will ensure that the educational training made available includes the perspectives of external, independent sources with national and industry-wide experience. The annual PEBA Board retreat will include a minimum of six (6) hours of such qualifying educational credit. Other qualifying educational credit shall be approved at the discretion of the Chairman of the Board of Directors. By way of illustration, the additional educational credit that may be approved by the Chairman may include but is not limited to:
 - a. attendance at educational training programs and conferences offered by organizations related to governmental retirement and insurance plans;
 - b. attendance at training sessions provided by PEBA staff, consultants, and affiliates; and
 - c. participation in professional continuing educational programs related to the member's qualifications to serve on the Board. Qualifying participation in educational training programs and conferences may include both in-person attendance at educational programs as well as participation in programs by electronic means, such as viewing webinars or completing on-line training modules.
4. At the discretion of the Chairman of the Board, a Board member may be reimbursed for reasonable registration fees and travel expenses related to the member's attendance at or participation in an educational training program or conference that is pertinent to the retirement and insurance plans administered by PEBA. If approved by the Chairman, registration fees for these educational programs or conferences and associated travel expenses will be paid by PEBA in accordance with the Board's travel policy and applicable state laws and regulations in effect at the time of travel.
5. Board members should promptly report all qualifying educational training to the Chairman, and records of each member's qualifying educational credit will be included in the ~~regular~~ reports of the members'

attendance to their appointing authorities. However, if a member has failed to participate in the required amount of qualifying educational credit within two fiscal years, the member will be allowed forty-five (45) days to obtain the necessary credit before any deficiency in the member's educational credit is reported to the member's appointing authority.

6. The terms of this policy may be suspended or modified at the discretion of the Chairman of the Board, owing to the non-availability of funding or other limitations.
7. Records of educational credits earned, and reimbursement for educational expenses incurred, by the Chairman shall be subject to review and approval by the Vice Chairman of the Board.

Last revised: June 17, 2015

The image features a white background with two prominent blue geometric shapes. On the left, a horizontal blue bar with a diagonal cutout on its right side contains the text. To the right of this bar is a larger, dark blue trapezoidal shape that also has a diagonal cutout on its left side, creating a white diagonal line that separates the two shapes.

Conference Event Attendance Policy

PEBA is committed to ensuring that the members of the PEBA Board of Directors and PEBA employees receive the education and training they need to successfully oversee and administer the employee benefit plans offered by PEBA. Often this education is provided by sending directors and employees to educational conferences and seminars related to the employee benefit plans administered by PEBA. PEBA has found that much of the educational value of such conferences is derived not only in the regular sessions of the conferences, but also in networking events held in connection with the conferences. Because some of these networking events are sponsored by entities that do business, or could seek to do business, with PEBA, this policy is hereby adopted to provide guidance on the conditions under which PEBA directors and employees may attend such events.

Notwithstanding any other provisions of the PEBA Board of Directors Ethics and Conflicts of Interest Policy and the PEBA Employee Code of Conduct, PEBA directors and employees attending an educational conference or seminar as a representative of PEBA may attend a meal, coffee break, reception or other similar networking event sponsored by a current or potential PEBA vendor without paying the full cost of attendance, so long as:

- Attendance without paying full cost does not violate the requirements of the State Ethics Act, including provisions related to the receipt of things of value from lobbyists or lobbyists' principals;
- There is no open procurement matter involving PEBA in which the current or potential vendor has, or could have, an interest; and,
- All PEBA directors and employees attending the conference or seminar, and representatives from at least one other non-South Carolina entity, are invited to the event.

If a PEBA director or employee is precluded from attending the event without paying full cost pursuant to the provisions of Section 2, the director or employee may still attend the event if he or she pays the full cost of his or her attendance at the event or, if permissible, PEBA pays the full cost of his or her attendance. A director or employee should not attend an event, even if paying the full cost, if attendance at the event would create an appearance of impropriety in connection with a procurement or other business matter involving PEBA.

In addition to any reporting requirements of the State Ethics Act, a PEBA director or employee who attends an event without paying the full cost of attendance pursuant to Section 2 must report his or her attendance of the event to the PEBA Ethics Officer on the appropriate report. This report shall not be required for attendance at an event, such as a breakfast or coffee break, that is sponsored by a current or potential PEBA vendor and that is on the agenda and open to all attendees of a national or regional educational conference held by a non-commercial organization or association.

Last revised: August 17, 2016

The image features a white background with two prominent blue geometric shapes. On the left, a horizontal blue bar with a diagonal cutout on its right side contains the text "Travel Policy" in white. To the right of this bar is a larger, dark blue trapezoidal shape that also has a diagonal cutout on its left side, creating a white gap between the two shapes. The overall design is clean and modern.

Travel Policy

General Travel Authorization

From time to time, it may be necessary for members of the Public Employee Benefit Authority Board of Directors to travel on behalf of the Board. Travelers will be reimbursed for travel expenditures in compliance with the PEBA Board of Directors travel policy and applicable state laws and regulations. Adequate documentation must exist to allow for verification of expenditures.

All travel by the Board of Directors must be pre-approved by the Chairman of the Board or his designee. Travel should be for the purpose of fulfilling the educational requirements set forth by the Continuing Education Policy or performing due diligence when necessary.

All reimbursements should be submitted on an approved travel voucher. Travel vouchers submitted for reimbursement are required to have the signature of the traveler certifying that the amounts are true and correct and conform to state and federal laws, rules and regulations. All signatures must be original or in an approved electronic format (faxed or electronic mail). No stamped signatures will be accepted. The reimbursement must be approved by the Chairman of the Board or his designee. This approval certifies that the Chairman or his designee is aware of the Board member's travel and that the expenditures appear reasonable.

When a Board member files for reimbursement of travel expenditures, the member is certifying that:

- The member has followed the PEBA Board of Directors travel policy;
- The member has not, and will not, receive reimbursement for the expenditures from any other entity outside PEBA;
- All expenditures are business-related; and,
- That all supporting documentation has been provided to PEBA.

Travelers are expected to exercise the same judgment when making travel arrangements and expenditures that a prudent person would exercise if traveling on personal business. As a steward of the retirement and insurance funds entrusted to PEBA, each individual should use the following guidance when traveling:

- Excess costs, circuitous routes, delays or luxury accommodations unnecessary or unjustified in the performance of an assignment are not considered exercising prudence.
- Travel by commercial airlines should be in coach or tourist class.
- Automobile transportation may be used when common carrier transportation cannot be arranged satisfactorily, or to reduce expenses when two or more Directors or staff travel together.
- Transportation to or from points of arrival and departure should be by the most economical method.

Specific Travel Guidelines

Lodging

Lodging arrangements are the responsibility of the traveler and will be reimbursed as part of the lodging expenses upon completion of the trip. In some instances, prepayment of lodging expenses may be approved.

For all approved travel, the traveler will be allowed reimbursement for actual expenses incurred for lodging, not to exceed the current maximum lodging rates, excluding taxes, established by the U.S. General Services Administration. The Chairman may approve lodging reimbursements above the applicable GSA rate where appropriate, taking into consideration location, purpose of travel or other extenuating circumstances. Any such exception must be made in writing.

Lodging expenses will be allowed subject to the following guidelines:

- When payment is made to the hotel/motel, documentation should include an original itemized receipt.
- When payment is made through an internet provider (i.e., hotels.com, hotwire.com), documentation should reflect the name and location of the lodging and the amount of payment. If payment is not indicated, another source of documentation may be used to adequately document the expense.
- Only actual lodging expenses (plus applicable taxes) will be reimbursed; however, the more moderately priced accommodations should be requested when a choice is available.
- Travelers should request a state or government rate when available.
- No reimbursement should be made for overnight lodging within 50 miles of the traveler's official headquarters or residence.
- All necessary and reasonable tips for baggage handling will be reimbursed.

Meals

While on official travel, travelers will be reimbursed for the actual expenses incurred in the obtaining of meals except that such costs shall not exceed the maximum daily meal reimbursements established by state law and regulation.

If meals are provided as part of a convention, meeting, or conference, the per diem rate will be reduced for the corresponding meals that were provided.

Miscellaneous Expenses

Travelers will be reimbursed for all reasonable costs associated with taxi fare, tips, tolls and portage.

Movies, bar bills, laundry, room service, health or spa fees, and the like will not be subject to reimbursement on the travel expense report. These expenses are considered personal in nature and should be paid by the traveler.

Receipts

Travelers must submit receipts for expenditures of \$5 or more, except for meals, taxi fare, tips, tolls and portage. All receipts and paid bills should be originals. In rare occasions, a receipt may not have been provided to the traveler or the traveler may misplace the receipt. If originals are not available or documentation is inadequate, a detailed explanation signed by the authorized signer may be substituted.

Registration Fees

Registration fees in the amount necessary to qualify individuals to attend conventions, meetings, and conferences are allowed. These fees can be prepaid. If the registration is prepaid by the traveler or paid at the time of registration of the meeting, reimbursement will be made after the trip is completed.

Reimbursement Procedures

Travel reimbursement requests should be filed:

- Within 60 calendar days of completion of the trip or at least quarterly for local trips of a repetitive nature; and,
- Within the same fiscal year in which the trip occurred (if feasible).

Spousal Travel

Travel expenses for spouses, friends, or other individuals not traveling on official PEBA Board business are not reimbursable. Any fees (such as registration fees) paid in advance by PEBA for such individuals will be offset against any travel reimbursement requests.

Travel by Automobile

Travelers may use their own automobiles for official travel, provided PEBA will incur no added expenses above that of other forms of transportation available.

Reimbursement for personal automobiles will be based on the standard mileage rate set by the Internal Revenue Service.

No reimbursement will be made for fines related to moving or non-moving violations.

Mileage between a traveler's residence and his/her place of employment is not subject to reimbursement. However, when a traveler leaves on a business trip directly from his/her residence and does not go by his/her place of employment, the employee shall be eligible for reimbursement for actual mileage beginning at his/her residence.

Travel by Common Carrier

Transportation for individuals traveling alone should be by common carrier (i.e., airline, train, bus, etc.) whenever practical. Advantages of reduced round-trip rates must be taken when available. Travel must be by the most direct route possible. Individuals traveling by an indirect route must bear any additional expenses. However, when discount fares are available which result in a savings to PEBA by extending a trip using personal time, the reimbursement will be limited to the lesser of the actual expenses incurred (subject to the limitations contained herein, such as meal allowances, mileage rates, etc.) or the amount that would be incurred for the business portion only. The calculations for the business portion of the trip must be made using the least expensive rates available.

Travel by airplane is recommended when the cost of the traveler's time is an important factor or where the travel time by other methods would increase the subsistence expense. Accommodations should be limited to tourist or economy class.

Expenses for travel by common carrier will be allowed subject to the following guidelines:

- **Direct payment by PEBA.**
 - Air transportation tickets may be purchased in advance from a travel agency or an air carrier directly by PEBA. A credit card should be used for prepayment of airline tickets.
- **Initial payment by the individual.**
 - Travelers who choose to purchase their tickets must secure reimbursement through a travel voucher after travel is completed. No reimbursement for reduced-fare advance purchase tickets will be made to travelers prior to completion of travel because direct payment by PEBA is available.
- **Frequent flyer program.**
 - Travelers, while in official travel status, shall select air carriers based on the cost and time criteria, not on whether frequent flyer premiums are given. Travelers earning frequent flyer premiums while on state business must use them to reduce the cost of subsequent business travel whenever possible.
- **Adequate documentation.**
 - In order for the traveler to receive reimbursement, adequate documentation reflecting the ticket cost, dates, and destination must accompany the travel voucher. This may be accomplished via one or several of the following: boarding pass, copy of a printed ticket, or print-out from internet purchase.

Baggage fees charged by common carriers will be reimbursed to the extent that the amount of baggage in use is reasonable for the length of the trip. Receipts for such fees must be provided in order for them to be reimbursed to the traveler.

Unauthorized Costs

Travelers will be responsible for unauthorized costs and any additional expenses incurred for personal preference or convenience.

Chairman’s Travel

Reimbursement for travel expenses incurred by the Chairman of the Board shall be subject to review and approval by the Vice Chairman of the Board.

Last revised: March 28, 2015

The image features a white background with two prominent blue geometric shapes. On the left, a horizontal blue bar with a diagonal cutout on its right side contains the text 'Emergency Succession Policy' in white. To the right of this bar is a larger, dark blue trapezoidal shape that also has a diagonal cutout on its left side, creating a white triangular gap between the two shapes.

Emergency Succession Policy

Background

Under Paragraph 2(A) of the Resolution Reserving Certain Powers to the PEBA Board and Delegating Powers to the Executive Director (Powers Reserved Resolution), adopted by the PEBA Board of Directors on March 28, 2015, and last amended on July 24, 2019, the PEBA Board delegated “to the Executive Director, with the authorization to sub-delegate, each and every power to manage the Authority and the employee benefit programs it administers, subject to law, except for the powers and duties reserved to the PEBA Board in Section 1” of the Resolution. Paragraph 2(A) of the Powers Reserved Resolution further directs the Executive Director to “adopt an Emergency Succession Plan for the exercise of the powers delegated to the Executive Director in this Section.” Pursuant to that directive from the PEBA Board, the PEBA Executive Director hereby adopts this Emergency Succession Plan (Plan)

Emergency Succession Plan

If the person appointed by the PEBA Board to serve as PEBA Executive Director is unable to serve in that capacity as a result of death, disability, incapacity, or an event that results in a vacancy in the position, the PEBA Deputy Director shall serve as the Acting Executive Director of PEBA.

If the PEBA Deputy Director is unable to serve as Acting Executive Director under this Plan, then the PEBA General Counsel shall serve as Acting Executive Director.

The Acting Executive Director under this Plan shall have the full delegated powers of the Executive Director set out in Section 2 of the Powers Reserved Resolution to manage PEBA and the employee benefit programs it administers. The Acting Executive Director shall immediately notify the PEBA Board Chairman of the appointment of an Acting Executive Director pursuant to this Plan. An Acting Executive Director appointed pursuant to this Plan shall exercise the duties of Acting Executive Director until such time as the Executive Director regains the capacity to fulfill his or her duties as Executive Director or the PEBA Board takes action to appoint a replacement Executive Director.

ADOPTED this 26th day of September 2022.


Peggy G. Boykin, CPA
Executive Director



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Serving those who serve South Carolina

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This document does not constitute a comprehensive or binding representation regarding the employee benefits offered by PEBA. The terms and conditions of the retirement benefit plans and insurance plans offered by PEBA are set out in the applicable statutes and plan documents and are subject to change. Please contact PEBA for the most current information. The language used in this document does not create any contractual rights or entitlements for any person.