
CONFLICT OF INTEREST POLICY

I. PURPOSE AND BACKGROUND

Consistent with the Internal Revenue Code (§401(a)(2)), the California Constitution (Article 16, Section 17(b)) requires that the administration of the retirement plan be for the exclusive benefit of the members and beneficiaries of the retirement system.

The members of the retirement Board of a public pension or retirement system shall discharge their duties with respect to the system solely in the interest of, and for the exclusive purposes of providing benefits to, participants and their beneficiaries. A retirement Board's duty to its participants and their beneficiaries shall take precedence over any other duty.

Pursuant to Government Code sections 87300, et seq, Mendocino County Employees Retirement Association (MCERA) is required to establish a Conflict of Interest Code, which focuses primarily on disclosure of financial interests of individuals holding designated positions. A copy of the MCERA Conflict of Interest Code is attached to this Policy.

To address other situations in which conflicts of interest may arise in the context of a public retirement system, MCERA establishes this Conflict of Interest Policy.

II. PURPOSE

This Policy is intended to provide Trustees and staff with guidelines and certain requirements to successfully fulfil their fiduciary duties, mitigate the actual or perceived conflicts of interest concerning Board operations and governance. The Policy represents Trustees' recognition of their primary fiduciary obligation to the members and beneficiaries of the plan. The Policy reinforces loyalty to the interests of the members and beneficiaries. The Policy assists in identifying and, to the extent possible, avoiding situations that might compromise or appear to compromise the Board's primary fiduciary role.

III. PRINCIPLES

- A. It is not possible to identify and address all methods by which Trustees or staff could manage the assets of a plan in a manner that benefits themselves or related parties, rather than plan members. A conflict policy must therefore consist of general principles and guidelines to manage the many complicated situations that can arise.
- B. With respect to MCERA activities, the duty of a MCERA Trustee or staff member to MCERA's members and beneficiaries shall take precedence over any other duty.

- C. An issue that may be perceived to create a conflict of interest can pose as great a risk to MCERA as an actual conflict of interest. Accordingly, reasonably perceived conflicts should be treated as actual conflicts of interest.
- D. Safeguarding the trust of plan members and beneficiaries is paramount. Conflicts of interest, bribes, gifts or favors that subordinate that trust to private gains are unacceptable.
- E. In situations where the law or policy is not clear, the best interests of the members and beneficiaries must be served. Trustees and staff should err on the side of good judgment and are encouraged to discuss the matter with legal counsel as early as possible.
- F. When interacting with existing or potential service providers, Trustees and staff need to establish and maintain an independent relationship to ensure that Trustees and staff can remain objective when conducting the affairs of MCERA.

IV. REQUIREMENTS

While it is not possible in this context to list all legal and ethical requirements that apply to Trustees and staff, the list below covers some significant matters.

MCERA Trustees and staff:

- A. Shall not accept or solicit any gift, favor, or service that may tend to influence or reasonably be perceived to influence the individual in the discharge of official duties or that the individual knows, or should know, is being offered with the intent to influence the individual's official conduct. When Trustees and staff accept gifts, they must comply with applicable laws regarding gifts, including gift disclosure and gift value limits. During a Board initiated "black-out" period pursuant to the Board Communications Policy, no Trustee or staff may accept any gift, favor or service from any affected potential candidate firm under consideration in a search process or current service provider on a "watch status" (or any agent of such a firm or service provider);
- B. Shall not accept other employment or engage in a business or professional activity that the individual might reasonably expect would require or induce the individual to disclose confidential information acquired by reason of the individual's official position;
- C. Shall not accept other employment or compensation that could reasonably be expected to impair the individual's independent judgment in performing the individual's duties;
- D. Shall not make personal investments that could reasonably be expected to create a substantial conflict between the individual's private interests and the interests of MCERA, its members and beneficiaries;
- E. Shall not intentionally or knowingly solicit, accept, or agree to accept any benefit for exercising the individual's official powers or for performing their official duties in favor of another;
- F. Shall not transact any business or influence the transaction of business in the individual's official capacity with any entity or person in which the individual has an economic interest privately;
- G. Shall not use one's official position to secure a special privilege or exemption for oneself or others; Shall not intentionally or knowingly disclose any confidential information gained by one's position concerning the property, operations, policies or affairs of MCERA, or use confidential information for monetary gain.

V. STATUTORY PROVISIONS UNDER THE COUNTY EMPLOYEES RETIREMENT LAW (GOVERNMENT CODE SECTION 31528)

A. Neither the Trustees nor the employees of the Board:

1. Shall become an endorser, surety, or obligor on, or have any personal interest, direct or indirect, in the making of any investment for the Board, or in the gains or profits accruing from those investments or directly or indirectly borrow or use any MCERA funds, except to make current and necessary payments authorized by the Board.
2. Shall directly or indirectly sell or provide any investment product that would be considered an asset of the fund, to any County Employees Retirement Law retirement system.

B. Former Trustees and former Executive Director:

An individual who was a member of the Board or a plan administrator, shall not, for a period of two years after leaving that position, receive compensation, act as agent or attorney for, or otherwise represent any other person except the county, in communications with the board or any officer or employee of MCERA for the purpose of influencing the Board, in any action or proceeding involving the issuance, amendment, award, or revocation of a permit, license, grant, contract, or sale or purchase of goods or property.

VI. PROCESS IF A CONFLICT OF INTEREST EXISTS

When a real or perceived conflict of interest exists, Trustees and staff shall fully disclose the conflict and abstain from voting/participation in discussion of the matter, except if the Trustee's participation is legally required for the decision as allowed by the rule of necessity.

VII. BIENNIAL ETHICS TRAINING

Under Government Code Section 53234 et seq., all local agency officials, including MCERA Trustees, must receive at least two hours of training in general ethics principles and ethics law relevant to his or her public service every two years. New Trustees shall attend ethics training no later than one year from the first day of service with MCERA.

VIII. DEFINITION OF FILING OFFICER AND NOTIFICATION GUIDELINES

Each agency must designate an individual or individuals whose job it is to notify public officials of their filing obligations. MCERA's Executive Director, or the Director's designee, shall serve as the filing officer for individuals covered by MCERA's Conflict of Interest Code.

To aid filers with the required disclosure, the filing officer shall notify individuals as follows:

Annual Notice	First Non-Filer Notice	Second Non-Filer Notice	Enforcement Referral
Not later than March 1	Within 30 days after the annual deadline (May 1 or earlier)	Within 30 days after first non-filer notice is sent (June 1 or earlier)	Within 30 days after second non-filer notice is sent (July 1 or earlier)

The filing officer will maintain a log with a record of each notification, communicated by any means, which includes a notation whether the notice was provided orally or in writing by personal delivery, email or mail. MCERA will maintain a copy of all written notifications. This information will be

included with all enforcement referrals.

IX. POLICY REVIEW

This Policy is subject to change in the exercise of the Board's judgment. The Board shall review this Policy at least every three years to ensure that it remains relevant and appropriate and consistent with state and federal laws and regulations. In the event of legislative changes to the pertinent sections addressed in this Policy, the Board will review the Policy as appropriate.

X. POLICY HISTORY

This Policy was adopted by the Board of Retirement on November 2, 2016.

This Policy was reviewed and amended by the Board of Retirement on November 7, 2018.

This policy was reviewed and amended by the Board of Retirement on October 21, 2020.

This policy was reviewed and amended by the Board of Retirement on October 19, 2022.

This policy was reviewed and amended by the Board of Retirement on June 18, 2025.

This policy was reviewed and amended by the Board of Retirement on December 17, 2025.

CONFLICT OF INTEREST CODE

1. The Political Reform Act (Government Code section 81000 et seq) requires local government agencies to adopt a conflict of interest code. The FPPC adopted a regulation (2 Cal. Code of Regs. Section 18730) , which contains the terms for a standard conflict of interest code (the standard code). This law and any amendments adopted by the FPPC are incorporated by reference and, along with the attached Appendix A, Appendix B, and Appendix C in which trustees, employees and other MCERA consultants are listed, and disclosure categories are set forth, constitute the Mendocino County Employees Retirement Association (MCERA) Conflict of Interest Code .
2. Government Code section 87200 requires public officials who manage public investments to file Form 700 with the FPPC. Those positions are listed in Appendix A.
3. The standard code requires persons who participate, negotiate, or make recommendations that relate to public investments be “designated employees” and that they file Form 700 with the MCERA Executive Director. Those positions are listed in Appendix B and the categories they must report on are listed in Appendix C.

CONFLICT OF INTEREST CODE APPENDIX A
AGENCY POSITIONS THAT MANAGE PUBLIC INVESTMENTS
FOR PURPOSES OF SECTION 87200 OF THE GOVERNMENT CODE.

Trustees

Executive Director

Retirement Financial Investment Officer

Investment Consultant Investment Managers

CONFLICT OF INTEREST CODE APPENDIX B

Designated Positions

Disclosure Categories

General and Fiduciary Counsel

1, 2, 3, 4

Consulting Actuary

1, 2, 3, 4

CONFLICT OF INTEREST CODE APPENDIX C

DESCRIPTION OF FINANCIAL DISCLOSURE CATEGORIES¹

Category 1: Investments in any business, entity, or real estate venture of the type in which the Retirement Board is legally authorized to invest, or in any type of entity that provides services or supplies of the type used by the Retirement Office (currently Schedules A-1 &/or A-2 of Form 700).

Category 2: Interests in Real Property that could be affected by any decision made or participated in by the designated individual (currently Schedules B &/or C of Form 700). If the designated individual is a trustee or MCERA employee, disclosure is only required on real property located in the County of Mendocino.

Category 3: Income from any source of the type in which the Retirement Board is legally authorized to invest, or from any person or entity that provides services or supplies of the type used by the Retirement Office (currently Schedules C, D, E, &/or F of Form 700).

Category 4: Any Position Held as a director, officer, partner, trustee, or any position of management in any business entity that offers or holds investments of the type in which the Retirement Board is legally authorized to invest, or in any type of entity that provides services or supplies of the type used by the Retirement Office (currently Schedule C of Form 700).

¹ Only investments in and sources of income from business entities, which do business in the geographic area of MCERA, or real property interests located in the County of Mendocino need to be reported.