ORANGE COUNTY OCERS EMPLOYEES RETIREMENT SYSTEM

OCERS Board Charter

Board Vice Chair Charter

Introduction

1. The OCERS Board of Retirement (Board) By-Laws provide that each year at the Board's last regular meeting in December, the Board will elect a new Vice Chair, who will serve in that capacity beginning in January of the following year until the end of that calendar year, at which time he or she will succeed to the office of Chair, unless the term is extended per section 3 below.

Duties and Responsibilities

2. The Vice Chair will:
    a. Assume the duties and responsibilities of the Chair as set forth in the Chair Charter in the event the Chair is unable to fulfill the duties of the position;
    b. Work with the Chair to coordinate the CEO Evaluation Policy, and defer to the Chair if there is any disagreement in its coordination;
    c. Review any report or complaint received by OCERS that alleges that the Chair has failed to comply with applicable law, the Board Charter, By Laws or any policy of the Board, and determine the appropriate course of action in response to such report after consulting with the Board's fiduciary counsel, OCERS' internal legal counsel and the CEO; and
    d. Review all expense claims of the Chair.
3. Unless the Board elects to extend the term of office of a sitting Chair or Vice Chair of the Board for an additional year, the person holding the office of Vice Chair as of the end of October of the year will appoint the members of each of the committees of the Board (with the exception of the Investment Committee) and the Chair and Vice Chair of all committees of the Board, all of whom will serve on such committees during the following calendar year; and the Vice Chair will report such appointments to the Board not later than at the Board's last meeting of the calendar year.

Charter Review

4. The Governance Committee will review this charter at least once every three (3) years and recommend any amendments to the Board for approval as necessary to ensure that the charter remains relevant and appropriate.

Charter History

5. This charter was adopted by the Board of Retirement on November 18, 2002, and amended on July 20, 2015, April 18, 2016, March 18, 2019, June 20, 2022, and October 20, 2025.

Board Vice Chair Charter

Secretary's Certificate

I, the undersigned, the duly appointed Secretary of the Orange County Employees Retirement System, hereby certify the adoption of this policy.

10/20/2025

Steve Delaney, Secretary of the Board — Date