

SECTION: **POLICY STATEMENT – GENERAL AND ADMINISTRATIVE**

SUBJECT: **BOARD AND COMMITTEE MEETING POLICY**

PURPOSE: To establish meeting policy and authorize related practices for the Board of Directors and its Committees consistent with applicable law and regulations.

EFFECTIVE DATE: **March 15, 2002**

BOARD AND COMMITTEE MEETING POLICY

I. BACKGROUND

The Cal Poly Corporation (“CPC”) is a nonprofit public benefit corporation under California law. Ca. Corp. Code §5200 et seq. CPC is also a recognized auxiliary organization operating within the California State University system in accordance with California Education Code §§ 89900 et seq. and the California Code of Regulations, Title 5, Division 5, Chapter 1, Subchapter 6, at §42401 et seq.

As a public benefit corporation and auxiliary organization, CPC is required to comply with certain statutory and regulatory standards relating to meetings of the Board of Directors and its Committees.

This policy restates the governance meeting standards and implements them with more specific requirements, or authorizes conforming practices to be instituted by the officers, management, the Board and Committees in holding meetings. CPC Bylaws Article I.

II. DEFINITIONS

Certain words, terms and phrases used in this policy statement shall be defined and interpreted as follows:

“Adjourned Meeting” means a meeting of a Body duly noticed and resulting from the action of the Body quorum, or in the absence of a quorum, a majority of Body members present at any meeting vote to adjourn the meeting to meet again at a stated date, time and place. Notice of the date, time, place and business to be transacted at such meeting shall be given to any Body members who were not present at the time of adjournment. CPC Bylaws Article I, §§ 5, 7.

“Annual Meeting” means an annual meeting of the Board of Directors held each year prior to the regular meeting. The purpose of the Annual Meeting shall be for election and designation of Board members and officers and considering reports on the affairs of the CPC, and transaction of such other business as may be properly brought before the Board. CPC Bylaws Article I, §3.

“Board” or “Board of Directors” means the governing Body of the Cal Poly Corporation.

“Body” means the Board or any of its Committees.

“Closed Session” means a portion of any Body meeting closed to the public for the limited purpose of considering matters authorized under California Education Code §89923.

“Committee” means any Committee or subboard established by the Board of Directors of the CPC, and given such powers as the Board shall assign, consistent with the Articles of Incorporation and the Bylaws. This term does not include advisory boards, working groups, councils or similar groups established by the Board or any Committee. CPC Bylaws Article II, §5; Ca. Educ. Code §§89920-89925.

“Employee” means an employee of the CPC. This term does not include individuals assigned to CPC under a service-bureau agreement with another entity. The term “employee” does not include a person elected or appointed to a corporate office. Ca. Educ. Code §89922.

A “meeting” means a gathering (including Meeting-By-Teleconference) of a quorum of the Board or a Committee thereof to hear, discuss, deliberate or act upon any item within the purview of that Body. A meeting is not intended to include: a Board or Committee workshop or retreat convened for training or general planning discussion purposes; purely social or ceremonial occasions, absent business discussions by a majority of the Body; attendance at either the public meeting of another governing Body, or a conference at which only issues of general interest are discussed.

“Meeting-by-Teleconference” means any meeting by a Body, held for Body members, through conference telephone, video screen communication, or similar technology, as long as all Body members participating in the meeting can hear one another. Participating Body members shall be deemed to be present in person at such a meeting. The conduct of Meeting-by-Teleconference shall be consistent with this policy statement. Ca. Corp. Code §5211(a)(6).

“Regular Meeting” means Board meetings that are normally held monthly. CPC Bylaws Article I, §3.

“Special Meeting” means a meeting called and duly noticed by, or at the direction of, the University President or by a majority of the voting Board, to be held at such date, time and place as shall be designated in the meeting notice. CPC Bylaws Article I, §5(c).

III. POLICY

A. General. It is the general policy of the Board of Directors to conduct its business in public meetings. All such meetings shall be open and public, and all persons shall be permitted to attend any meeting. This policy extends to Committees established by the Board, and it includes meeting practices and, in limited circumstances, closed sessions during meetings, as set forth below. Ca. Educ. Code §89920.

The place of Board meetings shall be held within California that has been designated from time to time by the Board. Committee meetings are generally held on or near the campus, but with concurrence of the Board Chair, may hold meetings elsewhere in California if necessary. The Board shall annually set a tentative schedule of its regular meetings, including dates, times and place(s). CPC Bylaws Article I, §§ 2, 3. This tentative regular meeting schedule may need to be amended from time to time, but any meeting that departs from the annual schedule is subject to appropriate meeting call, notice, agenda and conduct requirements in this policy.

B. Meeting Calls, Notice and Agendas

The Board Chair, President of California Polytechnic State University, or any four or more members of the Board may issue a call for a regular Board meeting. CPC Bylaws Article I, §4. The presiding officer of any Body may issue a call for a meeting. Ca. Educ. Code §89920.

Regular Meeting notices shall be delivered personally or by mail, and shall be in written form that includes the date, day, time and location, and an agenda of matters scheduled to be considered at the meeting. CPC Bylaws Article 1, §5(a)-(b). Agenda items should be noted in sufficient detail to disclose the business to be conducted at the meeting. Written notice includes facsimile, electronic mail, or other electronic means. Ca. Corp. Code §5211(a)(2).

Regular Meetings must be noticed in writing at least one week prior to the date set for the meeting. CPC Bylaws Article 1, Section 5(a). The meeting notice shall be given to any person or news media that has filed a notice request with the corporate Secretary; such request shall be effective and valid for one year from the date on which it is filed. Ca. Educ. Code §89921.

The Board Chair may call a Special Meeting of the Board, with at least 24 hours written notice to members, delivered personally, by mail, or by telegram, if such Special Meeting is necessary to discuss an unforeseen emergency condition. CPC Bylaws Article 1, §5(c). Written notice includes facsimile, electronic mail, or other electronic means. Ca. Corp. Code §5211(a)(2).

The presiding officer of a Body or a majority of the members of the Body may call a Special Meeting by delivering personally or by mail written notice to each member of the Body, and to any medium or other party to be directly affected by a meeting, or any other person who has requested notice in writing. Ca. Educ. Code §89922.

All Special Meeting calls and notices may be delivered in writing, personally or by mail, at least 24 hours prior to any such meeting to each member of the Body, and shall specify the time and place of the special meeting and the business to be transacted. Ca. Educ. Code §89922. Notice shall also be delivered to any news media or other party who has requested such notice.

Such written notice for a Special Meeting may be waived by any Body member who, at or prior to the time the meeting convenes, files with the corporate Secretary a written notice waiver. Such a waiver may be given by telegram.

Special Meeting written notice may also be waived by virtue of any member actually present at the time the meeting convenes. Ca. Educ. Code §89922.

Only business described in a Special Meeting call or notice can be considered at the meeting. Ca. Educ. Code §89922.

If a Meeting-by-Teleconference is planned, the meeting call, notice and agenda should disclose meeting teleconferencing arrangements, and the conditions required for a valid meeting by this technology.

The Executive Director, in concert with the Board Chair and corporate Secretary, shall develop meeting agendas. A meeting agenda should clearly identify and order the matters to be considered and include supporting information or documents available at the time the agendas are distributed. Per the CSU Compilation, §12.3, the order of business of a meeting should generally be as follows:

- Call to Order
- Roll Call
- Minutes Approval (prior meeting)
- Business Items (including Closed Session, if appropriate)
- Discussion Items
- Reports
- Adjournment

C. Conduct of Meetings

The Body Chair or a designee convenes and presides at meetings of the Body using Roberts Rules of Order principles most convenient and customary to the Body, rather than strict parliamentary rules. CPC Bylaws Article I, §11.

D. Meeting-by-Teleconference

If one or more Body members are participating in a Meeting-by-Teleconference, all meeting participants must be able to hear one another in order for the conditions to constitute presence-in-person of those participating by teleconference. Therefore, all teleconferencing Body members should state their names for the record at the beginning of the meeting, and should state, both at the beginning and end of the meeting, that they are and were able to communicate with each other concurrently.

Participation in a meeting through use of electronic video screen communication or communication equipment other than conference telephone constitutes presence-in-person at the meeting if the following requirements are met under California Corporations Code §5211(a)(6):

- Each member participating in the meeting can communicate with all of the other members concurrently.

- Each Body member is provided the means of participating in all matters before the Body, including the capacity to propose or to interpose an objection to a specific action to be taken by the Body.
- Verification measures are adopted and used to ensure that the persons participating in the meeting are Body members, and that all actions and votes are taken or cast only by the Body members.

The Executive Director shall establish and implement written teleconferencing verification practices as necessary, per §IV below.

E. Public Comment on Meeting Agenda Business Items

At the discretion of the meeting Chair, or upon an affirmative vote of the Body, comment from the public at an open meeting may be heard on a business item on the agenda for that meeting.

Such public comment shall be limited by the Chair to a reasonable time period consistent with the number and relative importance of other agenda items for the meeting and upon time available to the Body. Generally, public comment shall be heard following the staff report on the business item, after responses to questions from the Body, and before action is taken by the Body on the item. The number of persons wishing to make comment upon an agenda item may require additional planning arrangements established in advance of the meeting to help assure the Body hears the public comment on an effective and fair basis.

F. Closed Sessions

A Body may hold a closed session during a meeting. CPC Bylaws Article 1, §6. A closed session may consider the following matters per California Education Code section 89923:

- Litigation
- Collective Bargaining
- Appointment, Employment, Performance Evaluation or Dismissal of Employee
- Complaint against Employee (unless employee requests public hearing)

Upon a favorable majority vote of its members, a Body with investment jurisdiction may also hold a closed session to discuss investments where public discussion could have a negative impact on the corporation's financial situation. In such circumstances, any final decision by the Body shall only be made in public (open session). Ca. Educ. Code §89923.

G. Adjourned Meetings

If a meeting must be adjourned, the Body Chair presiding should set a date, time and place to hold the reconvened meeting. Appropriate meeting notices shall be sent, particularly to those not present at the time of adjournment. CPC Bylaws Article I, §7.

H. Meeting Minutes

Written minutes of all meetings shall be taken, promptly transcribed, approved by the Body and maintained by the corporate Secretary under guidelines the corporate Secretary may establish.

IV. ADDITIONAL GUIDELINES

The Executive Director, with the Board Chair concurrence, may establish written guidelines to implement this policy statement. Such guidelines shall be reported to the Board and its Committee.