

Title: **Board of Director Meetings**

Effective Date: 8/8/17

References: Utah Code Ann. §52-4-101 et seq., Open and Public Meetings Act as amended by SB 97 S1 (2017)
Utah Code Ann. §63F-1-701, Utah Public Notice Website

Purpose

The Ignite Entrepreneurship Academy Board of Directors meets regularly to discuss or act upon matters over which it has jurisdiction. All meetings of the board shall be open to the public unless they are closed in the manner and for the purposes allowed under Utah law.

The purpose of this policy is to ensure compliance with all relevant sections of Utah law, including requirements of the Utah Open and Public Meetings Act, and to provide appropriate avenues for public comment on issues before the board.

Policy

- 1. Conflict.** In the event of any conflict between this policy and the ByLaws of Ignite Entrepreneurship Academy, the ByLaws shall prevail, subject to the laws and rules to which IEA is subject.
- 2. Location of Meetings.** Regularly scheduled meetings shall be held at the location specified in the board's annual notice of meetings, unless a change of location has been specified in the public notice for an individual meeting.

Workshops, study sessions, and executive sessions held on the same day as a regularly scheduled open public meeting of the board shall be held at the same location as that regular meeting, except as deemed necessary and permitted under Utah law.

- 3. Notice and Agenda Requirements.** At least once each year, the board shall give public notice of its annual meeting schedule, in accordance with Utah law, including the anticipated date, time, and place of each meeting. In addition, the board shall give public notice of every individual meeting, at least 24 hours in advance, including the agenda, date, time, and place of the meeting.

Notice of meetings, including agendas, shall be posted on the LEA's website and on the Utah Public Notice website.

Agendas shall be reasonably specific in describing the topics scheduled for discussion. In general, the board will follow its posted agenda. If a topic not on the agenda arises during a public meeting, the board may, at the discretion of its presiding officer, discuss the topic but may not take any final action on it during that meeting.

- 4. Consent Agenda.** Any request by a board member to move a topic off of the consent agenda and onto the action agenda must be received by the president or vice president at least forty-eight (48) hours prior to the scheduled board meeting. The board member should also contact the director to notify him or her of the board member's concerns with a consent or action item at least forty-eight (48) hours prior to the scheduled board meeting, so that the director, or director's designee, can be prepared to fully discuss those concerns at the board meeting.

- 5. Quorum Required for Action.** A simple majority of the board constitutes a quorum of the board. The presence of a quorum is required before the board may take any vote or action. A quorum is not required at informational meetings, study sessions, or executive sessions at which no action is taken. The board may permit any director to participate in any board meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by a means permitted hereunder is considered to be present in person at the meeting. Meetings which take place with less than a quorum present or participating do not constitute a meeting of the board and are not subject to this policy.
- 6. Closed Meetings.** The board may hold a closed meeting for limited reasons as set forth in the Utah Code, including:
- discussion of a person's character, competence, or health;
 - strategy for collective bargaining;
 - pending or imminent litigation;
 - acquisition, exchange, lease or sale of real property;
 - discussion of security; and
 - investigation of criminal conduct.

A closed meeting may only be held upon a two-thirds affirmative vote of the board members present at a meeting for which public notice was given, pursuant to Utah law. The board may not approve any resolution, rule, regulation, contract, or appointment at a closed meeting, nor may the board interview an applicant to fill a vacant position on the board.

- 7. Electronic Meetings.** The board authorizes that an electronic board meeting may be held when necessary as determined by board leadership and consistent with the requirements of Utah law (see UCA §52-4-209). Remote access and participation by phone of a single board member at a regularly scheduled public board meeting does not constitute an electronic meeting.
- 8. Emergency Meetings.** If a board meeting must be called to address an emergency or urgent public necessity, rendering impractical the twenty-four (24) hour notice otherwise required, the best practical notice shall be given, including time, place, and topics to be considered at the meeting. An emergency meeting may not be held unless an attempt has been made to notify all board members and the majority of members approve the meeting.
- 9. Public Comment at Board Meetings and Communication with Board Members.** The board recognizes that public comments and suggestions are vital to its decision-making process. The board welcomes public participation and will normally include a public comment period on the agenda of every regularly scheduled board business meeting. In board study sessions, members of the public in attendance may be called upon, at the discretion of the board's presiding officer, to contribute informally to the discussion, if time and the nature of the topic permit.

Citizens may contact members of the board to express views or urge action via e-mail, postal delivery, and telephone at the addresses and numbers listed on the LEA website. Messages may also be sent by e-mail or letter to the office of the director, where they will be copied and distributed to all board members.

10. Recordings and Minutes. Both written minutes and a recording shall be kept of every open board meeting, except that a recording is not required for site visits or traveling tours where no vote or action is taken by the board. The board considers its written minutes, once they have been approved by vote of the board, to be the official record of actions taken.

Written minutes shall include:

- a) The date, time, place, and names of all board members present and absent
- b) The substance of all matters discussed which may include a summary of comments made by board members
- c) A record of each vote by each member
- d) Any other information that is a record of the proceedings that a board member requests to be entered in the minutes.

All open board meetings will be recorded (audio only) and such recording (or a link thereto) shall be posted on the LEA's website within three business days after holding the open meeting.

Pending or unapproved minutes of an open meeting shall be made available to the public within 30 days after holding the open meeting that is the subject of the pending or unapproved minutes, and within three (3) business days after approving the written minutes of an open meeting.

The recording and minutes of an open meeting at which a vote is taken to hold a closed meeting shall contain the reason or reasons for holding a closed meeting and the votes, by name, of members present, either for or against the motion to hold such a meeting. The location of the closed meeting shall also be recorded.

Any board member may request that information be attached to the minutes, as long as such information is a record of the proceedings of the meeting.

11. Recording of Closed Board Meetings. An audio recording shall be made and kept of all closed board meetings, except when the meeting is closed exclusively to discuss concerns of an individual's character, professional competence, physical, or mental health, or the deployment of security personnel, devices, or systems.

12. Recording of Board Meetings by Members of the Public. Any person in attendance may record all or part of the proceedings in any open board meeting, provided such recording does not interfere with the conduct of the meeting.

13. Procedural Guidelines. Meetings of the board should be guided by mutual respect and civility. The following basic guidelines should be followed for conducting the business of the board:

1. Action items on the agenda require:
 - i. a motion by a board member
 - ii. a second to the motion
 - iii. discussion by board members, as needed
 - iv. a vote by board members.
2. Other than the consent agenda, each motion should be limited to one idea or issue.
3. No new motion may be made while another is being discussed.
4. A motion may be amended and votes on the amendments shall be taken before acting on the original motion.

5. Before a vote on a main motion is taken, business can be interrupted by a motion:
 - i. to table the main motion;
 - ii. to postpone action;
 - iii. to refer the motion to a committee;
 - iv. to withdraw it from consideration; or
 - v. to adjourn the meeting.

Subsidiary motions shall be disposed of prior to action on the main motion.

6. The time allotted for discussing a motion or report may be limited by the presiding officer.
7. The presiding officer, by virtue of membership on the board, is expected to vote on each issue before the board.
8. The presiding officer should indicate before each vote whether a simple or special majority is required. No action is permitted on any matter for which the required majority is not obtained.

14. Documents or Information for Discussion in a Board Meeting. The board relies on clear, high-quality information from the director, business manager, school staff, and others. Any member of the board may send a document or article of general interest to all board members or forward it to the director or board secretary for distribution. If a board member, the director, or the business manager wants to discuss any document(s) related to an item on the board's consent, discussion, or action agenda, he or she should provide copies for all members of the board, and for the director at least twenty-four (24) hours in advance of the scheduled board meeting in order to allow sufficient time for the document(s) to be read and considered. Nothing in this section prevents information related to an item on the board's agenda from being presented during a meeting, and having that information included in the public record of that meeting. Questions about documents or other information provided as part of board meeting agendas, or in the director's report, may be directed to the director or to individual presenters as specified, or addressed in small group meetings set up for this purpose.

15. Annual Training. The board chairman or president shall ensure that members of the board are provided annual training on provisions of Utah's Open and Public Meetings Act and this policy.

Date originally approved: August 8, 2017