



## **Model Governing Board (GB) Meeting Expanded Procedures for Auxiliary Organizations under Education Code §§ 89920-28**

- A. Background. Many auxiliary organizations of the California State University are subject to the open meeting requirements in California Education Code §§ 89920-28.<sup>1</sup>

These guidelines restate in summary the statutory requirements and suggest additional procedures to compliment or implement those requirements. Such practices further the interests of transparency, accountability and the orderly conduct of meetings. Auxiliary organizations should adopt such practices to fully recognize and align with the policy intent of the open meeting statutory standards.

- B. Scope of Application. These procedures should be applied to meetings of the governing board (GB) and sub-boards with delegated GB authority. A meeting is a quorum of the relevant body gathered to discuss or act upon a business matter (no matter how informal and whether or not notice has been given). Written posting, notice and waivers may be given by electronic means.
- C. Minimum Meeting Requirement. The GB will hold at least one meeting each fiscal year. Reference: Education Code § 89903(b).
- D. Regular Meeting Schedule. Each GB or sub-board will annually establish the time and locations for that year's regular meetings. Reference: Education Code § 89921.
- E. Regular Meeting Notice and Action. Except as provided in Section F below, meetings require one week prior written notice. No action by the GB or sub-board will be taken at a meeting on any issue unless and until the matter has been publicly posted for at least one week. A meeting agenda may be changed only with respect to postponed, cancelled, or the order of items, and the addition or deletion of non-action items. Reference: Education Code §§ 89921 and 89924.
- F. Special and Emergency Meetings. Special meetings require at least 24-hour written notice of the time, place, and the specific agenda of items to be discussed or acted upon to board members, notice-requesters, or persons directly affected by meeting business. Special meeting notice may be waived in writing to the corporate Secretary by any board member before or at such meeting, and is deemed waived by presence when the meeting convenes.

A special meeting may be called at any time by the GB presiding officer or sub-board chair, or by a majority of the relevant body, by delivery personally or by mailed written notice to each body member, and to any notice requester or other party to be directly affected by such meeting. No business other than that set out in the notice shall be considered at such meetings.

Reference: Education Code § 89922.

An emergency meeting may be called and conducted under the circumstances set forth in Corporations Code § 5140(n).

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<sup>1</sup> Student body organizations are under separate meeting requirements in the *Gloria Romero Open Meetings Act of 2000* in Education Code § 89300 et seq.

- G. Closed Sessions. A meeting may adjourn to closed session in circumstances limited exclusively to: litigation, collective bargaining, the appointment, employment, evaluation of performance, or dismissal of an employee, or a hearing on complaints or charges brought against any employee by another person or employee (unless the employee requests a public hearing). The term “employee” does not include any person elected or appointed to an office.

Upon a favorable vote of a GB or sub-board majority, a closed session may be held to discuss investments where a public discussion could have a negative impact on the organization’s financial situation, or be protected by law. In this case, a final decision shall only be made during public session.

References: Education Code §§ 89915.5 or 89916 and 89923.

- H. Persons/Media Requesting Meeting Notice. Any individual or media representative may file a Request for Meeting Notice. Such request shall be valid for one year from the date on which the request is filed unless a renewal request is filed. A meeting-notice standardized request form may be established. A requester may specify an electronic address for receiving meeting notices. Reference: Education Code § 89921.

- I. Persons Permitted to Attend Meetings. The GB and sub-boards shall conduct their business in public. Except as specifically provided in Section G above, meetings will be open and public, and all persons will be permitted to attend. The GB or any sub-board may prescribe a reasonable written meeting protocol to help ensure that a meeting is conducted effectively without unnecessary disruption. Any such protocol shall be announced at the opening of the meeting. Reference: Education Code § 89920.

- J. Meeting by Teleconference. The GB or sub-board meetings may be from the location designated for regular meetings under Education Code § 89921, or as stated in the agenda notice for special or emergency meetings, with any member participating through the use of conference telephone, electronic video screen communication or electronic transmission provided: (1) all members participating in the meeting are able to hear one another, (2) members can communicate concurrently with one another, and (3) members are provided the means to participated in all matters before the GB or sub-board. Reference: Corporations Code § 5211(a)(6).

- K. Board and Officer Election Information. The organization shall provide, when applicable, for full access to GB and officer election materials and voting facilities. Reference: Education Code § 89925.

L. Meeting Preparations

1. The meeting agendas are developed and prepared by the designated staff in coordination with the Chair and will be comprised of recommendations and reports ready for consideration. The Audit Committee will also be included on the GB agenda when the Chair of that committee needs to make a report to the GB. GB members with potential agenda items should contact the designated staff to coordinate the item for timely inclusion on a meeting agenda.
2. Designated staff will confer with the Chair prior to the GB meeting in order to set the agenda, permit preparation of staff reports, and satisfy required notice timelines.
3. The Chair will work with designated staff to ensure that the agenda reflects accurately and completely matters that are timely and ripe for GB or sub-board consideration.

4. Meeting notices, including specific agenda items and the availability of open meeting agenda materials, shall be publicly posted (including on the organization's website) at least one week before regular meetings, except as permitted by law for special meetings requiring at least a 24-hour notice/posting. Open meeting agenda materials (agenda packet) should be made available to the public on a timely basis. Such materials not completed until the meeting should also be publicly available at that time. Procedures should define the term "one week" and agenda items should be described in sufficient detail to properly inform the public.
5. Each item in the meeting agenda packet should typically include an appropriate staff report introducing the item and providing summary background, analysis, alternatives, recommendation and, if necessary, supporting materials sufficient to properly inform GB or sub-board members and permit them to make prudent judgments on the item.
6. GB or sub-board members are cautioned to avoid any formal or informal gatherings constituting a quorum of that body to discuss or decide agenda items prior to a meeting, or any series of gatherings prior to a meeting not constituting a quorum which could be construed as forming a consensus on any item to be considered at a meeting.

M. During the Meeting:

1. The conduct of meetings should be guided in a practical manner by accepted parliamentary procedures, such as *Robert's Rules of Order*, consistent with the California Nonprofit Public Benefit Corporation Law and the California Education Code.
2. *Public Comment.* All GB and sub-board meetings should allow for a public comment period. The GB or sub-board may establish a reasonable written protocol for public comment and testimony, as well as for the recording of proceedings.
3. *Typical Meeting Agenda Sequence:*
  - a) Call to Order
  - b) Review/approve Minutes of Previous Meeting(s)
  - c) Public Comment Period (on any agenda item)
  - d) Consent Agenda
  - e) Reports (including committees, Board Members & Staff)
  - f) Business Items
  - g) Announcements
  - h) Announce Next Regular Meeting
  - i) Adjournment
4. *Consent Agenda.* The Consent agenda may be approved with the Chair stating "If I hear no objections, the Consent Agenda is passed." Any item on the Consent Agenda may be removed to the appropriate agenda-sequence by a Board Member without discussion. The GB may establish more detailed procedures relating to the Consent Agenda process.
5. *Reports and Business Items.* The Chair should introduce the name of the Report and Business item on the agenda, and then ask staff to summarize the nature of the item and take up any required detail to elaborate on more complex matters.

Following the staff report, the GB members should take up deliberation and action on the matter. Staff may be asked to respond to any attendee comments.