

**Cal Poly Pomona Foundation Board/Committee
Meeting Procedures
Governed by Education Code §§ 89920-28**



- A. Background. Many auxiliary organizations of the California State University are subject to the open meeting requirements set out in California Education Code §§ 89920-28.¹ The procedures herein are intended to complement and implement those statutory requirements. In specific instances these procedures may exceed minimum statutory standards in further interest of transparency and accountability. Auxiliary organizations should recognize and align with the intent of the open meeting statutory standards. See cited references in Sections C through G and I below.
- B. Scope of Application. These procedures apply to the Cal Poly Pomona Foundation Board of Directors and Committees Members. 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 Cal Poly Pomona Foundation Board of Directors will hold at least one meeting each quarter (or 4 times per year). Reference: Education Code § 89903(b).
- D. Regular Meeting Schedule. The Cal Poly Pomona Foundation posts on its website each August the time and locations for that upcoming fiscal year's regular and annual Board meetings. Reference: Education Code § 89921.
- E. Regular and Annual Meeting Notice and Action Requirements. Except as provided in Section F below, meetings require one week prior written notice. No action by the Board will be taken at a meeting on any issue unless and until the Agenda item has been publicly posted on its website for at least one week. No action by the Committee will be taken at a meeting on any issue unless and until the Agenda item has been publicly posted on its website for at least three business days. A meeting agenda item may be changed only with respect to the order of items and the addition or deletion of non-action items except for a discussion item that may be moved to an action item upon a majority vote of the Board or Committee. Reference: Education Code §§ 89921 and 89924.
- F. Special Meeting Requirements. 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 Board of Directors presiding officer or Committee 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.

- G. Closed Session Requirements. 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 Board of Directors or Committee 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. In this case, a final decision shall only be made during public session. Reference: Education Code § 89923.

- H. Meeting Notice. Any individual or media representative may see a Meeting Notice on our website.

¹ Student body organizations are, however, subject to the meeting requirements of the *Gloria Romero Open Meetings Act of 2000* in Education Code Section 89300 et seq.

- I. Persons Permitted to Attend Meetings. The Board and Committees 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 Board and/or Committees 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 Preparations
 1. The meeting agendas will be developed and prepared by the Designated Staff in coordination with the Chair and Vice Chair of the Board and in concert with the Committee Chair. The Audit Committee will also be included on the Board agenda when the Chair of that committee needs to make a report to the Board. Board members with potential agenda items should contact the Designated Staff to coordinate the item for timely inclusion on a meeting agenda.
 2. The Designated Staff will confer with the Chair and Vice Chair of the Board and Committee Chair prior to the meeting in order to set the agenda, permit preparation of staff reports, and satisfy required notice timelines.
 3. The Chair and Vice Chair of the Board and Chair of the Committee will work with the Designated Staff to ensure that the agenda reflects accurately and completely matters that are timely and relevant for the Committee and Board members to consider.
 4. Board Meeting notices, including specific agenda items, shall be posted on the Cal Poly Pomona Foundation's website at least one week before regular and annual meetings and three business days before a Committee meeting, except as permitted by law for special meetings that require 24-hour notice/posting.
 5. Each item in the agenda packet to the Board and Committee members should include an appropriate staff report (written and/or oral) introducing the item and providing summary background, analysis, alternatives, recommendation and, if necessary, supporting documentation sufficient to properly inform Board and Committee members and permit them to make prudent judgments on the item. While confidential agenda information under statutory standards will not be available to the public, other information may be either provided before or at the meeting, and may be posted in advance of a meeting on the organization's website.
 6. The Board of Directors or Committee members are cautioned to avoid any formal or informal gatherings constituting a quorum of that body to discuss 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 the meeting.

- K. During the Meeting:
 1. The conduct of meetings will be guided by *Robert's Rules of Order* in a practical manner, consistent with the California Nonprofit Public Benefit Corporation Law and the California Education Code.
 2. Typical Meeting Agenda Sequence:
 - a) Call to Order
 - b) President's Report (Board meetings only)
 - c) Public Comments
 - d) Consent Agenda
 - e) Action Agenda - Reports (including committees, Board Members & Staff)
 - f) Discussion Agenda - Reports (including committees, Board Members & Staff)
 - g) Information Agenda - Reports (including committees, Board Members & Staff)
 - h) Director/Member's Open Forum
 - i) Adjournment

3. *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 governing board may establish more detailed procedures relating to the Consent Agenda process.
4. *Action, Discussion or Information Agenda.* The Chair should introduce the respective action, discussion or information 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 Board members should take up deliberation and action on the matter. Staff may be asked to respond to any attendee comments.

5. *Recording of Meetings.* The sole purpose for the recording of meetings is for the preparation of accurate Board and Committee Minutes. Those attending meetings are informed in advance and at the meeting of the intention to record the proceedings as follows:
 - The recording of meetings shall be noted in the written notice of the Board meeting posted one week before the regular and annual meeting and three business days before a Committee meeting, except as permitted by law for special meetings that require 24-hour notice/posting;
 - The recording of meetings shall be footnoted on each page of the Board Agenda posted one week before the meeting and on each page of the Committee Agenda three business days before a Committee meeting, except as permitted by law for special meetings that require 24-hour notice/posting; and
 - The following stated notice will be posted prominently outside the door(s) of the meeting:

“THE OPEN PROCEEDINGS OF THIS MEETING ARE RECORDED.”

Those attending meetings are informed in advance of the intention to record the proceedings as noted in the written notice of the meeting and the meeting Agenda. Those attending meeting who did not receive an advance written notice of the meeting are informed by the stated notice posted outside the door(s) of the meeting. Any objections to recording must be considered and decided by the Chair. A meeting recording shall be securely retained until the Minutes for that meeting have been formally accepted by the respective body. Covert meeting recordings are not permitted. However, before a meeting is called to order, an attendee may request permission from the Chair to record any or all of the public proceedings. The determination of the Chair is final. The Board or a Committee may establish additional written procedures to implement the Recording of Meetings.

L. Meeting Protocol

Members of the General Public (those who have not been explicitly invited to present on specific agenda topics) will make themselves known to the Cal Poly Pomona Foundation staff (name and town of residence) as a Visitor to the meeting, and will be acknowledged by the Chair during the time specified for such Acknowledgement of Members of the Public for comment by Visitors (Section II of the Board and Section I of the Committee Agenda). The Visitor may choose to speak or not, and may stay in the room for the duration of the meeting or may speak and leave. Each Visitor may speak for a total of no more than 4 minutes.