



MEMORANDUM

June 30, 2015

TO: All Executive Directors

FROM: AOA Officers Group

SUBJECT: Model Open Meeting Guidelines: Auxiliary Organizations under Ed Code 89920-28

As was mentioned in the April newsletter, AOA has been working on drafting model Open Meeting Guidelines for the membership. The attached model guidelines have been reviewed by the OGC and forwarded to CABO to enlist the support of campus CFOs.

If you recall, AOA and CSSA leadership informally concurred on the need for model governing board/committee meeting procedure guidance for the 64 auxiliary organizations held to the statutory meeting requirements in Education Code Section 89922-28 (the *Seymour Act*). Such model guidance would not apply to student body organizations since the statutory requirements for those organizations are sufficiently detailed with respect to meeting procedures in the *Romero Act*.¹

The concept behind model guidelines rests on three premises:

- Voluntary, widely adopted written meeting procedures are a feasible alternative to detailed statutory requirements;
- Model guidelines give sufficient flexibility to address transparency and accountability concerns, yet fit within conduct-of-meeting customs of each organization; and,
- Such guidelines would not attempt to interpret *Seymour Act* provisions, but rather add important complementary, consistent and transparent practices.

The guidelines include the following:

Agenda Amending. (Section E) The meeting business-to-be-conducted notice requirements in Education Code Section 89922 (for special meetings) and 89924 (for other meetings) limit the amendment-of-agenda process. *Roberts' Rule of Order* provisions for changing an agenda are:

- When an agenda adoption motion is pending, it is subject to amendment;
- An affirmative vote to adopt an agenda may not be reconsidered;

¹ *Gloria Romero Open Meetings Act of 2000* in Education Code Section 89300 et seq.

- After an agenda is adopted, no change can be made to it except by a two-thirds vote.

Seymour Act Ambiguity. The *Seymour Act* (SB 2286) includes a number of ambiguities. The terms and phrases used are not defined. For example: “one week” – 7 consecutive days or 7 business days? Is “employee compensation” a matter for a closed session? Does the term “litigation” extend to matters in closed session that only deal with potential litigation?

It remains the responsibility of each organization to reasonably interpret *Seymour Act* provisions (hopefully with the advice of legal counsel). The model guidelines steer clear of details that might be viewed as “adding to” or formulating an interpretation of *Seymour* terms.

The guidelines may touch upon a subject area that crosses over to other legal requirements. An example is a reference in Section J, subsection 1 to the audit function and audit committee matters – in deference to Government Code Section 12586(e)(2) in the *California Nonprofit Integrity Act of 2004* (CNIA).

Nothing in the *CNIA of 2004* requires or permits a governing board to review and approve executive compensation **in closed session**. The requirement is that the board review and approve. The *CNIA* and *Seymour* need to be viewed consistently.

The model guidelines treat the several important meeting procedural areas with enough instructive substance to get boards and committees actively deliberating the need, and willing to take action, without including a level of detail that might be construed as prescriptive rather than suggestive.

Agenda Material Preparation. Section J, subsection 2. The stated timeframe represents a practical example of an **internal** process to achieve a complete agenda for posting (within one week of the meeting) in conformity with Education Code 89924. These guidelines are meant to aid boards to formulate meeting procedures that best meet their needs, while still complying with the Act.

Section J, subsection 5. These guidelines assume practices that fit larger, more complex board meeting agendas. Any organization electing to adopt meeting procedures from these guidelines will want to fashion them according to their needs, customs, and preferences (within *Seymour* requirements).

Meeting Attendees. Section K, subsection 5, second paragraph. The term “meeting attendees” means anyone at a meeting who is not a board member. This feature dealing with each agenda item is – again – one for each organization to fashion to suit.

The Officers Group highly recommends that each auxiliary (excluding student body organizations) conduct a review of their respective open meeting guidelines and incorporate the model guidelines as applicable. Another recommendation is to post the revised guidelines on your auxiliary website with other transparency related documents.

Thank you very much for your cooperation and please have a great summer.

John Griffin
2015 AOA President