

**Model Governing Board (GB) Meeting Procedures
for Auxiliary Organizations
Governed by Education Code §§ 89920-28**

- A. Background. Auxiliary organizations of the California State University are subject to the open meeting requirements set out in California Education Code §§ 89920-28. 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 B through H below.
- B. Scope of Application. These procedures apply to the governing board (GB) and sub-board. 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 Requirements. 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 the order of items and the addition or deletion of non-action items.
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 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.

- 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 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. In this case, a final decision shall only be made during public session.

Reference: Education Code § 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.
- I. Reference: Education Code § 89921.
- J. 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.
- K. Meeting Preparations
 - 1. The meeting agendas will be developed and prepared by the Designated Staff in coordination with the Chair and will be comprised of recommendations and reports ready from each Committee. 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. The 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 the Designated Staff to ensure that the agenda reflects accurately and completely matters that are timely and ripe for the GB to consider.
 - 4. Meeting notices, including specific agenda items, shall be posted on the organization's website at least one week before regular meetings, except as permitted by law for special meetings that require 24-hour notice/posting.
 - 5. Each item in the agenda packet to the GB should include an appropriate staff report introducing the item and providing summary background, analysis, alternatives, recommendation and, if necessary, supporting documentation sufficient to properly inform GB 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. GB or sub-board 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.
- L. 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. The GB or sub-board may establish a reasonable written protocol and speaking limitations for public comments.

2. *Typical Meeting Agenda Sequence:*
 - a) Call to Order
 - b) Review/approve Minutes of Previous Meeting(s)
 - c) Public Comments
 - d) Consent Agenda
 - e) Reports (including committees, Board Members & Staff)
 - f) Business Items
 - g) Announcements
 - h) Announce Next Regular Meeting
 - 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 GB may establish more detailed procedures relating to the Consent Agenda process.

4. *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.