

**POLICIES AND PROCEDURES  
BOARD MEETINGS**

**I. BACKGROUND**

**A. Policy:** This shall be known as the \_\_\_\_\_ District (the “District”) Board Meeting Policy (the “Policy”).

**B. Purpose:** The Policy establishes guidelines for meetings of the District Board, including how meetings are to be convened, how they are to be conducted, and how minutes are to be prepared and approved.

**II. COMPLIANCE WITH STATE LAW**

**A. Application of the Open and Public Meetings Act:** In adopting the Policy, the District recognizes the application of the Open and Public Meetings Act, UTAH CODE ANN. §§ 52-4-101 *et. seq.* as it may be modified, amended, superseded or replaced from time-to-time (the “Act”). Terms used in this Policy that are defined in the Act shall have the defined meanings. Any inconsistency or conflict between this Policy and applicable provisions of the Act shall be governed by the Act.

**B. Definitions:** The definitions stated in UTAH CODE ANN. § 52-4-103 are incorporated herein by reference.

**III. MEETING NOTICE AND AGENDA**

**A. Required Annual Notice:** The District Board will, either shortly prior to or at the beginning of each calendar year, establish an annual meeting schedule, including the date, time and location of each regular Board meeting through the year, and give public notice of the annual meeting schedule as required by law. Notwithstanding the foregoing, any meeting may be rescheduled at the request or on the affirmative vote of a majority of the Board, with notice of the rescheduled meeting to be provided as stated in paragraph III D.

**B. Special and Emergency Meetings:** The Board may hold special and emergency meetings, provided that they are properly called and notice of every such meeting is given as provided in paragraph III D. No emergency meeting of the Board may be held unless an attempt has been made to notify all members of the Board and a majority of the Board approves holding the meeting. A special meeting of the Board may be called by the Chair and an emergency meeting may be called by the Chair or the General Manager. Any Board Member or the General Manager may request that a special meeting of the Board be held, but the approval of the Chair will be required. In the absence of the Chair, the Vice Chair may call or approve either a special meeting or an emergency meeting of the Board. In the

absence of the General Manager, any person designated by the General Manager or the Board Chair may call an emergency meeting of the Board.

**C. Agenda:** An agenda shall be prepared for every meeting of the Board. Each topic to be considered by the Board shall be listed with reasonable specificity as an agenda item. Any Board meeting agenda may include a “public comment,” or its functional equivalent, agenda item, and any topic raised by a member of the public may be discussed, even if it is not listed as an agenda item. Any Board Member or the General Manager may request an item for an agenda, subject to the approval of the Chair. Topics may be identified in the agenda using general references. For example, an agenda reference to “Personnel” or “Personnel Matters” will enable the Board to discuss, consider and act upon any personnel matters, decisions or issues that are brought up at the meeting.

**D. Notice:** Not less than 24 hours’ advance public notice, including the date, time and location, will be given for each regular and special meeting of the Board, by posting a written notice at the principal office of the District and providing notice to at least one newspaper of general circulation in Salt Lake County, Utah, or to a local media correspondent, which notice may be provided by facsimile transmission or any other reasonable means, and be posted on the Utah Public Notice Website created under UTAH CODE ANN. § 63F-1-701. If, due to unforeseen circumstances, it is necessary for the Board to hold an emergency meeting to consider matters of an emergency or urgent nature, the foregoing notice requirements may be disregarded and the best notice practicable may be given. These notice requirements are minimum requirements and are not to be construed as precluding such additional postings and notifications as may be directed by the Board. Before any Board Member may participate in a meeting through electronic means, the notice requirements of UTAH CODE ANN. § 52-4-207(3) must be satisfied, including providing notice to all Board Members at least 24 hours before the meeting and including in all notices of the meeting a description of how the Board Members will be connected to the electronic meeting, and posting written notice at the anchor location.

**E. Amendments to Agenda:** The agenda of a meeting of the Board may be amended even though notice of the meeting has already been given as provided in paragraph D immediately above, if the amended notice is posted and given in accordance with the requirements of paragraph D at least 24 hours before the scheduled time of the meeting.

#### **IV. CONDUCT OF MEETINGS**

**A. Quorum:** No action may be taken and no business may be conducted at a meeting of the Board unless a quorum, consisting of a simple majority of the weighted voting power of the Board, is present. A Board Member who is not physically present may nevertheless participate in the meeting through electronic means and be counted toward the required quorum in accordance with UTAH CODE ANN. § 52-4-207. Any Board Member participating via electronic means may make, second and vote on all motions and participate in the discussion as though present, except that the Board Member who chairs the meeting must be present at the anchor location.

**B. Control of the Meeting:** Unless the Chair or Vice-Chair, as appropriate, is participating in the meeting via electronic communication, each meeting of the Board will be conducted by the Chair, if present, or by the Vice-Chair in the absence of the Chair. If neither the Chair nor the Vice Chair is physically present (but there is still a quorum) a Board Member who is physically present at the anchor location will preside over the meeting with the consent of a majority of the Board Members who are physically present at that location. The Board Member chairing the meeting may relinquish the chair to the next Board Member in succession, other than a Board Member participating via electronic communication, at any time during the meeting. The Board Member chairing a meeting may discuss every matter coming before the Board, make, second and vote on motions, and otherwise fully participate in the meeting.

**C. Public Participation:** Time for public comment may, at the discretion of the Chair, be allowed at any meeting of the Board in accordance with the following:

1. Each speaker will be expected to state his or her name and address before directing comments to the Board.
2. The public comment portion of a meeting is not a question and answer session. Rather, it is intended to enable the Board to receive testimony and input from the public. Any member of the public who has questions regarding any aspect of the District's operations is encouraged to contact the General Manager or an appropriate staff member outside of the meeting, including staying after the meeting has been adjourned.
3. The Chair shall have discretion in allotting time to each speaker according to the circumstances including, but not limited to, the number of people desiring to speak and the amount of business to be conducted by the Board.
4. Once a speaker has been informed that his or her allotted time is up, the speaker will be expected to finish the sentence and relinquish the floor. If the speaker wants to say more, the speaker may meet privately with staff and may also continue his or her remarks at the next Board meeting during which public comments are accepted.
5. Speakers are encouraged to avoid repetition and, where a group is present, to designate a spokesperson to speak for the group. In the interest of economy and the orderly conduct of a meeting, the Chair may ask any speaker who is merely restating points if he or she has any new information for the Board. If the speaker does not have new information, the speaker may be asked to relinquish the floor to another speaker who has new information.
6. It is the intent that public comments generally be directed to the Board only during the public comment portion of the agenda, if there is one, or during a public hearing. Nevertheless, the meeting Chair may, in the Chair's discretion, direct

questions to experts in attendance and may allow brief public comment during the discussion of a specific agenda item.

7. To encourage public comment on matters before the Board, signed letters and written statements that are short enough to be read aloud in three minutes or less may be read into the record during the public comment portion of a Board meeting.

**D. Expulsion From a Meeting:** The right to attend and observe a public meeting does not include the right to otherwise participate in that meeting unless it is a public hearing. Public participation in District Board meetings is a privilege granted by the Board in the interest of open government, but is not a right. Any person who willfully disrupts a Board meeting to the extent that the orderly conduct of the meeting is seriously compromised may be removed from the meeting. Should the person refuse to leave the meeting when asked to do so by the Board Member chairing the meeting, security personnel or law enforcement officials may be called to remove the person.

**E. Closed Meetings:** Except as otherwise provided in this paragraph E, all meetings of the Board are to be open to the public. A meeting, or a portion of a meeting, may be closed to the public upon a two-thirds affirmative vote of the Board Members present at the meeting or, if the meeting is required by the Act to be closed, upon an affirmative vote of a majority of the Board members present at the meeting, provided that a quorum is then present. A meeting may be closed for any of the reasons specified in UTAH CODE ANN. § 52-4-205 as follows:

1. A discussion of the character, professional competence, or physical or mental health of an individual.
2. Strategy sessions to discuss collective bargaining.
3. Strategy sessions to discuss pending or reasonably imminent litigation.
4. Strategy sessions to discuss the purchase, exchange, lease or sale of real property if public discussion of the transaction would disclose the appraisal or estimated value of the subject property or prevent the Board from completing the transaction on the best possible terms provided, however, that before the sale of real property may be discussed during a closed meeting, public notice that the property will be offered for sale must be given, and the terms of the sale must be publicly disclosed before the Board approves the sale.
5. A discussion regarding the deployment of security personnel, devices or systems.
6. Investigative proceedings regarding allegations of criminal misconduct.
7. Procurement deliberations, the consideration of trade secrets if necessary to properly conduct a procurement, and the discussion of procurement information that

may not, under the Utah Procurement Code, (Title 63G, Chapter 6a of the Utah Code), be disclosed at that time.

**F. Conduct of a Closed Meeting:** The Board Members may not approve any ordinance resolution, rule, regulation, contract or appointment during a closed meeting. The identity of the specific person whose character, competence or health is to be discussed, the identity of the parties to pending or reasonably imminent litigation, or the identity of property which the Board is considering purchasing, exchanging or leasing need not be stated in the motion to close the meeting or in the public portion of the meeting where such disclosure might infringe on the confidence necessary to fulfill the purpose of closing the meeting. Only the Board Members, and those persons designated by the Board, may be present during a closed meeting.

**G. Recording of Meetings:** Unless otherwise specifically allowed by the Act, the District is required to record all Board meetings. Any other person in attendance may record all or any part of an open meeting, provided that the recording does not interfere with the conduct of the meeting. The District's recording of a meeting is to be maintained for such period of time as specified in the District's approved records retention schedule. If the District has not adopted its own records retention schedule, the records retention schedule established by State Archives for municipalities (or for local districts, should State Archives approve a standard records retention schedule for such districts) shall apply to Board meeting recordings, after which time a recording may be erased or destroyed and any tape or other recording device may be reused. Where written minutes are not prepared, as allowed for closed meetings, the recording shall be maintained indefinitely. Such recordings are to be maintained in or converted to a format that meets long-term records storage requirements. The recording of a meeting is to be a complete and unedited record from the commencement of the meeting through adjournment of the meeting. Recordings of closed meetings are to be separate from recordings of any open meeting or open portion of the meeting.

## V. **ELECTRONIC MEETINGS**

**A. Determination:** The Board hereby determines that it may, from time to time as needed, convene and conduct Board meetings in which one or more Board Members may attend and participate in the meeting through electronic means by satisfying the requirements of Utah Code Ann. § 52-4-207. Notwithstanding anything to the contrary in this Policy the Chair, or the Vice-Chair in the Chair's absence, may determine, based upon budget or logistical considerations, that it is not in the best interest of the District to hold an electronic meeting, in which event the meeting will not be held as an electronic meeting.

**B. Means:** Board electronic meetings may include meetings conducted by means of telephone, telecommunications, electronic mail, or other computerized, electronic, or teleconferencing means and media. A Board Member may participate in a Board meeting electronically by making appropriate arrangements with staff in advance of the meeting, provided that no more than three Board Members will be able to participate in a Board meeting using electronic means. The Chair, or the Vice-Chair in the Chair's absence,

may further restrict the number of separate electronic connections that are allowed for an electronic meeting based on available equipment capacity. Space and facilities must be provided at the anchor location(s) so that all interested persons may attend and monitor the open portions of the meeting. In addition, if the meeting is a public hearing, space and facilities must be provided at the anchor location(s) so that interested persons and the public may attend, monitor and participate in the hearing.

- C. **Notice:** Prior to conducting an electronic meeting, the Board shall, through its staff, provide advance written and electronic notice of the meeting, including agenda items, at least 24 hours in advance of the meeting. Notice shall be provided to all Board members at least 24 hours before the meeting, as well as to members of the public and the news media in accordance with the provisions of the Act and paragraph III. D. of this Policy. Each notice shall describe the means of communication and the procedures by which Board Members will be connected to the electronic meeting and how members of the public will be able to monitor and, when appropriate, participate in the electronic meeting. If applicable, the notice shall designate any anchor location which will be available for public monitoring and participation.
- D. **Anchor Location(s):** One or more “anchor locations” must be established for all electronic meetings. The anchor location is the physical location from which the electronic meeting originates or from which the participants are connected. At least one anchor location for an electronic meeting must be in the building where the Board would normally meet if not holding an electronic meeting.
- E. **Quorum Requirement:** A quorum of the Board need not be present at a single anchor location for an electronic meeting to be held. As few as one Board member may be present at the anchor location, provided that all other requirements of this Policy and of UTAH CODE ANN. § 52-4-207 are satisfied, for a meeting to be held as an electronic meeting, and further provided that the Board Member who chairs the meeting is physically present at the anchor location.
- F. **Public Attendance:** The primary purpose for holding an electronic meeting is to enable Board Members to participate in the meeting electronically. Notwithstanding anything to the contrary in this Policy, with the exception of a public hearing, the general public and other interested persons need not be provided an opportunity to participate in, as opposed to attend and monitor, an electronic meeting. Members of the public and the news media may attend, monitor and, where appropriate, participate in the public portion of any electronic meeting conducted by the Board at any anchor location, and appropriate space and facilities shall be made available at each anchor location to accommodate the same.

## VI. MINUTES AND RECORDINGS

- A. **Open Meetings:** Written minutes and a digital or tape recording shall be kept of all open meetings of the Board. Draft minutes shall be prepared by the person designated by the Board. The written minutes are to include the date, time and place

of the meeting; the names of Board Members present and absent; the substance of all matters proposed, discussed or decided; a record of the individual votes taken; the names of each person who presented testimony at any public hearing conducted by the Board and the substance in brief of their testimony (this requirement may be contingent upon the person testifying identifying himself or herself for the record); and any other information that any Board Member requests be entered in the minutes or recording. The recording is to be a complete and unedited record of the meeting from its commencement through adjournment. The official, approved Board meeting minutes and recording of the meeting are public records which will be available for inspection by the public upon request and during normal business hours within a reasonable time after the meeting. An open meeting record kept only by recording must be converted to written minutes within a reasonable time upon request. Even though open meetings are to be recorded, the written minutes, once approved by the Board, shall be the official record of action taken at the meeting.

- B. Closed Meetings:** The reason or reasons for holding a closed meeting, the location where the closed meeting will be held, and the vote of the Board Members, cast by each member by name, either for or against the proposition to close the meeting, is to be publicly announced and entered in the minutes of the open portion of the meeting.
- C. Sworn Statement:** If the Board closes a meeting exclusively to discuss the character, professional competence or physical or mental health of an individual or to discuss the deployment of security personnel, devices or systems, the person presiding at the closed meeting shall sign a sworn statement affirming that the sole purpose for closing the meeting was to discuss (a) the character, professional competence or physical or mental health of one or more individuals; or (b) the deployment of security personnel, devices or systems. Notwithstanding anything to the contrary in this Policy, neither a recording nor written minutes are required for a closed meeting that satisfies the requirements of this paragraph. A sample Affidavit is attached to this Policy as Attachment “A”.
- D. Recording of a Closed Meeting:** If the Board closes a meeting for any purpose other than as specified in paragraph C immediately above, the closed portion of the meeting must be recorded and the recording must be safeguarded. The recording of a closed meeting is to be complete and unedited from the commencement of the closed meeting through adjournment of the closed meeting. While a recording of the closed meeting may be required, written minutes of the closed meeting are not mandatory. The recording and any minutes of a closed meeting are to include the date, time and place of the meeting; the names of Board members present and absent; and the names of all others present except where the disclosure would infringe on the confidentiality necessary to fulfill the original purpose of closing the meeting. Recordings of a closed meeting should be maintained in or converted to a format that meets long-term records storage requirements. Notwithstanding anything to the contrary in this Policy, in the Records Policy of the District, or in the Government Records Access and Management Act, UTAH CODE ANN. §§ 63G-2-101 *et. seq.* (“GRAMA”), recordings and written minutes of closed meetings are protected

records to be disclosed only pursuant to a court order as provided in UTAH CODE ANN. § 52-4-305. Recorded and written minutes (if maintained) of a closed meeting or a closed portion of a meeting shall be maintained separately from any open meeting recording or minutes. Any person who violates State law regarding the protected status of such recordings or minutes may be subject to criminal penalties.

- E. **Approval of Minutes**: Minutes are not “official” until they have formally been approved by the Board. With the exception of minutes that are “protected” as provided in paragraph D immediately above, all approved minutes of the District and all recordings of open meetings are public records and shall be available for review and public inspection within a reasonable time after the Board meeting to which they relate.
  
- F. **Site Visits**: Notwithstanding any contrary requirement in this Policy, a recording is not required to be kept of an open meeting that is a site visit or a traveling tour, provided that no vote or action is taken by the Board.

## VII. ANNUAL TRAINING

The Board Chair is responsible, under UTAH CODE ANN. § 52-4-104, to ensure that members of the Board are provided with annual training on the requirements of the Open and Public Meetings Act. The training may be “in-house” or may be satisfied through attending training offered at the annual convention of the Utah Association of Special Districts or other board meeting training provided by the office of the State Auditor, by the Association, or by the Association and the State Auditor acting jointly, or by attending any other training approved by the Chair that complies with State Training and Certification Requirements under Title 63G, Chapter 22 of the Utah Code..

## VIII. APPLICATION OF THE POLICY

Neither this Policy nor the Act shall apply to any chance meeting or social meeting or gathering of any Board Members provided, however, that such chance meeting or social meeting or gathering shall not be used to circumvent this Policy. Similarly, any number of Board Members not constituting a quorum may meet and may discuss District business. Otherwise, this Policy shall apply to all regular, special and emergency meetings of the Board.



ATTACHMENT "A"

CLOSED MEETING AFFIDAVIT

STATE OF UTAH )
:SS.
COUNTY OF \_\_\_\_\_ )

Having first been duly sworn, comes now \_\_\_\_\_, who deposes, states and affirms as follows:

- 1. I am a member of the Board of Trustees of the \_\_\_\_\_ District (the "District").
2. A meeting of the District Board was held on \_\_\_\_\_, 20\_\_\_.
3. I presided over the District Board meeting.
4. During the course of the meeting, upon the affirmative vote of at least two-thirds of the Trustees in attendance, a quorum being present, the meeting was closed for the sole purpose of discussing:

(Please check appropriate box(es).)

- [ ] the character, professional competence, or physical or mental health of one or more individuals; and/or
[ ] the deployment of security personnel, devices or systems.

Further Affiant sayeth naught.

Signature

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Notary Public

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BOARD MEETINGS**

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