

## Section 4 Board Meetings

### 4.1: Conduct of meetings

So meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among board members, between the board and the executive, and among the board, executive and those the board and executive request to make presentations.

Adopted: \_\_\_\_\_08/11/2012\_\_\_\_\_ Last revised: \_\_\_\_\_08/11/2012\_\_\_\_\_

### 4.2: General rules of conduct for board meetings

- Board meetings begin promptly at the time stated on the agenda. As a matter of courtesy to other board members, and to allow our meetings to operate in an efficient and businesslike manner, all board members are expected to be in attendance when the chairperson calls the meeting to order.
- Board members should schedule enough time to be able to remain for the entire meeting. Entering a meeting late or leaving early is disruptive to the meeting.
- Standard business casual dress is appropriate for most board meetings unless announced otherwise prior to the meeting.
- Short breaks, 10 to 15 minutes, will be scheduled during all meetings. Board members are expected to return promptly to the meeting as soon as the announced break time has expired.
- Board members are expected to be courteous and respectful to others at the meeting regardless of disagreements, which are a natural part of board deliberations. The chairperson will not tolerate personal attacks or crude language of any kind.
- Cell phones should be turned off or switched to vibrate so the meeting is not disrupted. Making or returning calls should be done during the breaks in the meeting.

Adopted: \_\_\_\_\_08/11/2012\_\_\_\_\_ Last revised: \_\_\_\_\_08/11/2012\_\_\_\_\_

### 4.3: General rules for board debate and discussion

- Motions for action by the board will be made in the following manner:
  1. a member addresses the chairperson.
  2. the board member is recognized by the chairperson.
  3. the board members begin by saying, “I move that...” and states the motion. If the motion is lengthy or complex, it should also be presented in writing to the secretary.
  4. another board member must second the motion.
  5. the chair will restate the motion as, “It has been moved and seconded that...” and repeats the exact motion, then asks if there is discussion of this motion.
  6. when the chair determines that the issues has been adequately debated, the chair will repeat the exact wording of the motion (or ask the secretary to read the motion) and then will ask the board to vote.  
“Those in favor of the motion, say ‘yes’ ( or ‘aye’) Those opposed to this motion say ‘no’ (or ‘nay’).
  7. the chairperson will state the outcome of the vote and what action will be taken.
- Individual board members are encouraged to limit discussion on each issue so that all may address the issue.
- Debate will be confined to the issue under consideration, and the chairperson is expected to declare extraneous debate out of order.
- The issue under consideration is not personal, it is an issue. Personal attacks, abusive language, sarcastic remarks, and derogatory language are never acceptable in the debate of an issue. The chair will not tolerate such discussion.
- When a controversial issue is discussed, the chair will ensure equal comment on both sides of the issue.

Adopted: \_\_\_\_\_ 08/11/2012 \_\_\_\_\_ Last revised: \_\_\_\_\_ 08/11/2012 \_\_\_\_\_

### 4.4: Distribution of materials to be considered by the board

So that board members are able to prepare for meetings at their convenience, and have as much time as possible to study issues that will appear on the next board meeting agenda, the executive director will distribute those materials, explanations and recommendations, as soon as possible to all board members throughout the interim between board meetings. The materials,

explanations and recommendations will also be distributed as the agenda packet at least four days prior to the board meeting.

Adopted: \_\_\_\_\_ 08/11/2012 \_\_\_\_\_ Last revised: \_\_\_\_\_ 08/11/2012 \_\_\_\_\_

#### **4.5: Handouts at board Meetings**

Handouts at the board meeting should be avoided if possible, because it is disruptive to the meeting to have board members attempting to read and digest the handout and still participate in the board meeting. When it is necessary to distribute last minute materials to the board after the final board packet has been sent, ready-made copies should be presented to staff for distribution at the meeting.

Adopted: \_\_\_\_\_ 08/11/2012 \_\_\_\_\_ Last revised: \_\_\_\_\_ 08/11/2012 \_\_\_\_\_

#### **4.6: Annual board calendar**

Before the beginning of every board year the board will establish a calendar of events for the board year. The calendar will list items that regularly require board action during specific times each year. The calendar will include, but not be limited to:

- approval of KCDD budget
- monthly board development activities
- determination of executive compensation
- evaluation of board performance
- renewal of contracts
- new board member orientation
- board meeting dates, times, locations
- evaluation of executive performance
- state, regional, national meetings
- board team-building activities
- long-range planning retreat
- KCDD annual meeting
- board reorganization (appointment committees, seat new board members, elect officers)

Adopted: \_\_\_\_\_ 08/11/2012 \_\_\_\_\_ Last revised: \_\_\_\_\_ 08/11/2012 \_\_\_\_\_

#### **4.7: Regular meetings**

Regular meetings of the board will be held quarterly. So that board members can schedule for the meetings well in advance, the specific dates will be established for the full year at the board's organizational meeting each year. The board will make every effort to maintain those dates as board meeting dates.

Adopted: \_\_\_\_\_08/11/2012\_\_\_\_\_ Last revised: \_\_\_\_\_08/11/2012\_\_\_\_\_

#### **4.8: Special meetings**

Special meetings of the board should be called only rarely when the business to be addressed cannot wait until the next regularly scheduled meeting. A special meeting of the board may be called by the chairman of the board or by petition of a majority of board members. A call for a special meeting will state the business to be addressed by the board at the special meeting. Every member of the board must be notified of the special meeting at least five days prior to the established meeting time. Open meetings laws will be followed at all meetings.

Adopted: \_\_\_\_\_08/11/2012\_\_\_\_\_ Last revised: \_\_\_\_\_08/11/2012\_\_\_\_\_

#### **4.9: Open board meetings**

It is the policy of the KCDD board to hold open board meetings using the following guidelines:

- notice of meetings will be posted on the KCDD website.
- agendas will be provided to guests at the beginning of the meeting.
- guests may comment to the board only at the designated "Open Forum" section on the agenda or when the board requests public comment.
- when dealing with confidential matters the board may elect to go into closed session.

Adopted: \_\_\_\_\_08/11/2012\_\_\_\_\_ Last revised: \_\_\_\_\_08/11/2012\_\_\_\_\_

#### **4.10: Meeting agenda packet**

All matters to be considered by the board at the meeting will be included on the agenda and in the board packets delivered to board members at least four

days prior to the meeting. The board may vote to waive this requirement to discuss only items on the published agenda by a majority vote of the board.

Meeting agendas will be developed by the executive and approved by the board chair prior to distribution to other board members.

All board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for board information, and only by consensus of a majority of the board members. A board member or the executive may request changes to the agenda during the item on the agenda that asks the board to approve the agenda.

The KCDD board meeting agenda will approximate the following outline:

- call to order by the board chairperson or other presiding officer and determination of a quorum
- approval of agenda
- consideration, correction and approval of minutes of the previous meeting
- public forum or member forum
- consideration and acceptance of the financial report
- standing committee reports and recommendations for board action
- special committee/task force reports and recommendation for board action
- unfinished business
- new business
- adjournment

Adopted: \_\_\_\_\_ 08/11/2012 \_\_\_\_\_

Last revised: \_\_\_\_\_ 08/11/2012 \_\_\_\_\_

#### **4.11: Meetings by conference call**

It is not the practice of the KCDD board to hold meetings by conference telephone calls. However, emergency situations may dictate that some board members cannot attend the meeting in person, but may attend via telephone conference call. In those cases, any or all of the board members may participate in the meeting by conference telephone.

All board meetings in which one or more of the board members are participating by telephone will be conducted under the following rules:

- all board members participating in the meeting must be able to hear each other.
- all rules for calling meetings and notification of board members as spelled out in other sections of this policy manual will apply.
- all rules for conduct of meetings, including role call and quorum, will be followed.
- minutes of the meeting will be kept. Minutes will be reviewed and adopted by the board at the next regularly scheduled board meeting.

Adopted: 08/11/2012

Last revised: 08/11/2012

#### **4.12: Staff attendance at board meetings**

Since it is the policy of the KCDD board to hold our executive director accountable for all management of KCDD, it is left to the executive director to invite any staff to the board meeting that the executive needs as resource for issues the board will consider during the meeting.

Adopted: 08/11/2012

Last revised: 08/11/2012

#### **4.13: Public board meetings**

The KCDD board will comply with the state open meetings law. Regular meetings of the board will be open to the public except on the occasion when the board votes to close the session for purposes defined by state law, and in the manner prescribed by state law.

However, those attending board meetings, other than the board and the executive director, will be asked to sit away from the board table in an area designated for visitors to the meeting. Visitors will also be asked to refrain from taking part in the board's deliberations except upon request from the board, and visitors will otherwise not disrupt the board's work.

Board meetings open to the public view should not be confused with public meetings in which anyone is allowed to speak. The board recognizes in all instances its right to control board meetings.

Visitors may use the public forum to address the board (see Public Forum policy 4.9). Or visitors may ask for time on the board agenda if the request is made to the executive director at least three days in advance of the board meeting. The executive director and the board chairperson will determine if the

request to be on the agenda is honored, and how much will be allocated to the agenda item.

Adopted: 08/11/2012

Last revised: 08/11/2012

#### **4.14: Voting**

All members of the KCDD board who are present when a question is put will vote upon the question unless excused by the other members present or unless disqualified by conflict of interests. Results of the vote will be recorded.

Voting on all motions will be by voice or alternate format unless requested otherwise by a member of the board, at the direction of the president, or required by these policies.

A board member who is present at a meeting of the board at which action is taken on any corporate matter, will be presumed to have concurred in the action taken unless the dissent of the board member is entered in the minutes of the meeting. Such dissent will be indicated by a simple "no" vote on the action.

A board member who is absent from a meeting of the board at which action is taken will be presumed to have concurred in the action unless the trustee will file a written dissent with the secretary of the board within a reasonable time after learning of the action.

Adopted: 08/11/2012

Last revised: 08/11/2012

#### **4.15: Disqualification for voting**

No member of the KCDD board may vote on any matter in which the board member has a direct or indirect financial interest.

No member of the board nor any employee of KCDD will have proprietary business dealings with KCDD which directly or indirectly results in gain or profit to such board member or employee unless he/she first files a sworn statement with the president of the board of the intent to have such business dealings, and states therein the nature, type, and extent of the transaction and interest of the board member. Remaining board members must, by majority vote, give approval.

Adopted: 08/11/2012

Last revised: 08/11/2012

#### **4.16: Minutes of the board meeting**

Records of all actions of the board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the KCDD board.

The office of Secretary of the Board will be custodian of the minutes. However, it is vital that all members of the board and the executive be able to fully participate in the discussions and deliberations, so minutes will be recorded in writing during each meeting by a member of the KCDD clerical staff or by a volunteer, not by a member of the board or by the executive.

Minutes of the meeting are a record of the actions of the board, not a record of discussion. Minutes of KCDD board meetings will include:

- the date, time and place the meeting was called to order.
- the type of meeting--regular, special or continued.
- the name of the presiding officer.
- a statement that a quorum was or was not present.
- the names of those board members present and absent from the meeting.
- the exact wording of all motions, whether passed or failed.
- disposition of each motion made--passed or failed. (If the vote is by roll call, each board member's vote will be recorded by name. When a ballot vote is taken, the number voting for and the number voting against will be recorded. No views, protests or explanations from board members about the vote will be recorded in the minutes unless the full board votes to allow such entries.)
- notation of each committee report.
- notation that financial reports were examined by the board.
- notation of time of adjournment of the meeting.

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

Adopted: \_\_\_\_\_08/11/2012\_\_\_\_\_ Last revised: \_\_\_\_\_12/11/2017\_\_\_\_\_

#### **4.17: Distribution of minutes of board meetings**

So that board members can accurately review the minutes taken of the meeting, copies of the unapproved minutes of each board meeting will be distributed to all board members within two weeks of the conclusion of the meeting.



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