



**TITLE: ORGANIZATION OF THE BOARD AND MEETINGS**

**DATE ADOPTED: 01/07/14**

**REVISIONS:**

**SIGNATURE OF BOARD SECRETARY:**

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**PURPOSE OF POLICY**

To provide guidance for conducting Board meetings, meetings of Board sub-committees, and the selection of Board officers.

**Local Language**

**Organization of the Board**

The Board of Directors shall set a meeting schedule for the year, and specify the meeting place in July of each year. The schedule for meetings will be posted on the Foundation's website. Special meetings may be called by the President when needed. Representation by at least one-third of the members of the Board of Directors shall constitute a quorum.

**Meeting Date, Time, and Place**

Unless otherwise directed by the NWFSC Foundation President, the Board of Directors of the Northwest Florida State College Foundation, Inc. shall meet in regular session at 7:45 a.m. on the second Tuesday in the month of January and on the first Tuesday of the following months: July, September, November, March, and May on the Niceville Campus.

The Annual Meeting of the Northwest Florida State College Foundation shall be held within nine months of the fiscal year end each year.

**Electronic/Telephone Attendance at Board Meetings by Board Members**

Any member of the Executive Committee or Board of Directors may participate and vote in a regular or special meeting of the Board or any assigned committees under the following circumstances:

- a) A quorum of the Board/Committee is physically present at the meeting site, and
- b) The absence of the Board member is due to extraordinary circumstances, and
- c) The absent member is able to participate in all discussions at the meeting, is able to be heard by the physically present members and the public, and is able to hear all discussions at the meeting by use of telephone conferencing devices or other interactive electronic technology.

The ability of a board member to participate by electronic means does not create an expectation of that member that the member will be able to participate in the entire meeting, and interruptions in communication, such as power outages, signal interference, illness and other such events shall not operate to interrupt or delay the conduct of the meeting in question. The board member wishing to so participate must notify the Director prior to the meeting to arrange for equipment to be present at the meeting.

It is anticipated that a board member will make every effort to attend meetings in person. The determination of whether "extraordinary circumstances" exist is a determination that must be made in the good judgment of the board members at the meeting in question. At the start of a meeting in which a member requests to participate by electronic means, and upon motion and second by members physically present, a vote of the members physically present and constituting a quorum, after hearing the facts constituting "extraordinary circumstances," shall be taken and an affirmative vote of a majority of those physically present is necessary to allow the participation of the absent member. There shall be no appeal from the vote described herein. A board member shall not be considered present at the meeting unless and until the members physically present approve the participation as stated above.

A board member who wishes to participate in a meeting by electronic means shall bear the cost of the telephone/digital/internet or other service provider if there is a cost, exceeding the "local" or "package" or other such cost, to the college. The Board may waive the cost by majority vote at the meeting in question. The college shall provide the electronic equipment necessary for the communication.

#### **Guidelines for Addressing the Board**

Persons or groups desiring to address the Board shall file with the Director ten (10) days before the regular meeting a written request for placement on the agenda for that meeting.

Requests for appearance before the Board shall include the following information: Name and address of person(s) desiring to appear before the Board, the group or organization or individual whom they represent, the nature of the matter to be discussed, and specifics as to questions to be answered or actions to be taken by the Board. This information shall be provided, by the executive director, to each Board member.

Such persons or groups shall be advised, in writing, by the executive director of the date and time at which they can appear before the Board. In the event the agenda will not accommodate a specific request on the date desired, the executive director shall place the request on the agenda for the next regular meeting. In no event shall a request be postponed for more than two regular meetings.

Appearances before the Board shall be handled as expeditiously as possible, with no one appearance normally consuming more than 15 minutes total, including presentation by the person(s) or group and discussion by the Board; however, full and careful deliberation will be given for any scheduled appearance before the Board.

Persons or representatives who have not made written arrangements to appear before the Board, in accordance with the above procedure, may, at the discretion and pleasure of the Board, be heard at the end of the meeting.

College matters shall be brought before the Board by the President of the College, or, at his request, by appropriate members of the administrative staff, instructional staff, or appropriate students of the College.

### **Agendas**

Agendas for Board meetings, committee meetings, and workshops will be posted and distributed in compliance with requirements of [FS 120.525](#).

### **Appeals**

If a person decides to appeal any decision made by the Board with respect to any matter considered at a meeting or hearing, he/she will need a record of the proceedings, and for such purpose he/she may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.