

Cooperative Boards

Board Meeting Procedure

Agenda

The agenda for Operational Board meetings shall be prepared by the Executive Director in consultation with the Chairperson. The agenda for Governing Board meetings shall be prepared by the Executive Director in consultation with the Chairperson of the Governing Board and the Chairperson of the Operational Board. The Chairperson of the Operational or Governing Board may designate a portion of the agenda for those items that usually do not require extensive discussion before Board action. Any Board member may request the withdrawal of any item under the consent agenda for independent consideration.

Each Board meeting agenda shall contain the general subject matter of any item that will be the subject of final action at the meeting. Items submitted by Board members to the Executive Director or the Chairperson shall be placed on the agenda for an upcoming meeting. Interested persons may suggest inclusions for the agenda. The Board will take final action only on items contained in the posted agenda; items not on the agenda may still be discussed.

The Executive Director shall provide a copy of the agenda, with adequate data and background information, to each Board member at least 48 hours before each meeting, except for a meeting held in the event of an emergency. The meeting agenda shall be posted in accordance with Board policy 2:200, *Types of Board Meetings*.

The Chairperson shall determine the order of business at regular Board meetings. Upon consent of a majority of members present, the order of business at any meeting may be changed.

Voting Method

Unless otherwise provided by law, when a vote is taken upon any measure before the Board, with a quorum being present, a majority of the votes cast shall determine its outcome. A vote of *abstain* or *present*, or a vote other than *yea* or *nay*, or a failure to vote, is counted for the purposes of determining whether a quorum is present. A vote of *abstain* or *present*, or a vote other than *yea* or *nay*, or a failure to vote, however, is not counted in determining whether a measure has been passed by the Board, unless otherwise stated in law.

On all questions involving the expenditure of money and on all questions involving the closing of a meeting to the public, a roll call vote shall be taken and entered in the Board's minutes. An individual Board member may request that a roll call vote be taken on any other matter; the Chairperson or other presiding officer may approve or deny the request but a denial is subject to being overturned by a majority vote of the members present.

Minutes

The Secretary shall keep written minutes of all Board meetings, which shall be signed by the Chairperson and the Secretary.

The minutes include:

1. The date, time, and place of the meeting;
2. Board members recorded as either present or absent;
3. A summary of discussion on all matters proposed, deliberated, or decided, and a record of any votes taken;
4. On all matters requiring a roll call vote, the "yeas" and the "nays" shall be recorded;
5. If the meeting is adjourned to another date, the time and place of the adjourned meeting;
6. The vote of each member present when a vote is taken to hold a closed meeting or portion of a meeting and the reason for the closed meeting with a citation to the specific exception contained in the Open Meetings Act (OMA) authorizing the closed meeting;
7. A record of all motions, the member making the motion and the second;
8. Upon request by a Board member, a record of how he or she voted on a particular motion; and
9. The type of meeting, including any notices and, if a reconvened meeting, the original meeting's date.

The minutes are submitted to the Operational Board and Governing Board for approval or modification at the next regularly scheduled open meeting. Minutes for open meetings must be approved within 30 days after the meeting or at the second subsequent regular meeting, whichever is later.

Every six months, or as soon as is practicable, in an open meeting, the Board: (1) reviews minutes from all closed meetings that are currently unavailable for public release, and (2) determines which, if any, no longer require confidential treatment and are available for public inspection. This is also referred to as a *semi-annual review*. The Board may meet in a prior closed session to review the minutes from closed meetings that are currently unavailable for public release, but it reports its determination in open session.

The Board's meeting minutes must be submitted to the Board Treasurer at such times as the Treasurer may require.

The official minutes are in the custody of the Board Secretary. Open meeting minutes are available for inspection during regular office hours within ten days after the Board's approval, in the Cooperative's administrative office, in the presence of the Board Secretary, the Executive Director or designee, or any member of the Board.

Minutes from closed meetings are likewise available, but only if the Board has released them for public inspection, except that Board members may access closed session minutes not yet released for public inspection (1) in the Cooperative's administrative office, and (2) in the presence of the Board Secretary, the Executive Director or designated administrator, or any Board member. The minutes, whether reviewed by members of the public or the Board, shall not be removed from the Cooperative's administrative office except by vote of the Board or by court order.

The Board's open meeting minutes shall be posted on the Cooperative website within 10 days after the Board approves them; the minutes will remain posted for at least 60 days.

Verbatim Record of Closed Meetings

The Executive Director, or the Board Secretary when the Executive Director is absent, shall audio record all closed meetings. If neither is present, the Board Chairperson shall assume this responsibility. After the closed meeting, the person making the audio recording shall label the

recording with the date and store it in a secure location. The Executive Director shall ensure that: (1) an audio recording device and all necessary accompanying items are available to the Board for every closed meeting, and (2) a secure location for storing closed meeting audio recording is maintained close to the Board's regular meeting location.

After 18 months have passed since being made, the audio recording of a closed meeting is destroyed provided the Board approved: (1) its destruction, and (2) minutes of the particular closed meeting.

Individual Board members may access verbatim recordings in the presence of the Board Secretary, the Executive Director or designated administrator, or any Board member. Access to the verbatim recordings is available at the Cooperative's administrative office. Requests shall be made to the Executive Director, Operational Board Chairperson or Governing Board Chairperson. While a board member is listening to a verbatim recording, it shall not be re-recorded or removed from the Cooperative's administrative office, except by vote of the Board or by court order.

Before making such requests, Board members should consider whether such requests are germane to their responsibilities. In the interest of encouraging free and open expression by Board members during closed meetings, the recordings of closed meetings should not be used by Board members to confirm or dispute the accuracy of recollection.

Quorum and Participation by Audio or Video Means

A quorum of Board must be physically present at all Board meetings. For the Governing Board, a majority of the full membership of the Board constitutes a quorum. For the Operational Board, representation by a majority of the member districts constitutes a quorum.

Provided a quorum is physically present, a Board member may attend a meeting by video or audio conference if he or she is prevented from physically attending because of: (1) personal illness or disability, (2) employment or District business, or (3) a family or other emergency. If a member wishes to attend a meeting by video or audio means, he or she must notify the Board Secretary or Executive Director at least 24 hours before the meeting unless advance notice is impractical. The Board Secretary or Executive Director will inform the Board Chairperson and make appropriate arrangements. A Board member who attends a meeting by audio or video means, as provided in this policy, may participate in all aspects of the Board meeting including voting on any item.

No Physical Presence of Quorum and Participation by Audio or Video; Disaster Declaration

The ability of the Board to meet in person with a quorum physically present at its meeting location may be affected by the Governor or the Director of the Ill. Dept. of Public Health issuing a disaster declaration related to a public health emergency. The Chairperson or, if the office is vacant or the Chairperson is absent or unable to perform the office's duties, the Vice Chairperson determines that an in-person meeting or a meeting conducted under the **Quorum and Participation by Audio or Video Means** subhead above, is not practical or prudent because of the disaster declaration; if neither the Chairperson nor Vice Chairperson are present or able to perform this determination, the Executive Director shall serve as the duly authorized designee for purposes of making this determination.

The individual who makes this determination for the Board shall put it in writing, include it on the Board's published notice and agenda for the audio or video meeting and in the meeting minutes, and ensure that the Board meets every OMA requirement for the Board to meet by video or audio conference without the physical presence of a quorum.

Rules of Order

Unless State law or Board-adopted rules apply, the Board Chairperson, as the presiding officer, will use the most recent edition of Robert's Rules of Order Newly Revised, as a guide when a question arises concerning procedure.

Broadcasting and Recording Board Meetings

Any person may record or broadcast an open Board meeting. Special requests to facilitate recording or broadcasting an open Board meeting, such as seating, writing surfaces, lighting, and access to electrical power, should be directed to the Executive Director as least 24 hours before the meeting.

Recording meetings shall not distract or disturb Board members, other meeting participants, or members of the public. The Board Chairperson may designate a location for recording equipment, may restrict the movements of individuals who are using recording equipment, or may take such other steps as are deemed necessary to preserve decorum and facilitate the meeting.

LEGAL REF.: 5 ILCS 120/2a, 120/2.02, 120/2.05, 120/2.06, and 120/7.
105 ILCS 5/10-6, 5/10-7, 5/10-12, and 5/10-16.

CROSS REF.: 2:80 (Board Member Conduct), 2:150 (Committees), 2:200 (Types of Board Meetings), 2:210 (Organizational Board Meetings), 2:230 (Public Participation at Board Meetings and Petitions to the Board)

Adopted: 3/13/2000
Revised: 11/15/2004
Revised: 3/13/2006
Revised: 6/11/2012
Revised: 5/13/2013
Revised: 3/20/2017
Revised: 3/16/2020
Revised: 9/21/2020
Revised: 3/14/2022