

## GOVERNANCE PROCESS (GP)

### GP 1: Board Purpose

The purpose of the board is to represent the public in determining what programs and services the college will offer, to whom, at what cost, with what priority, and to evaluate the performance of the organization.

The Board is committed to excellence and accountability in everything the college does, to programs and services of the highest quality, and to making them available to the widest spectrum of appropriate constituencies.

### GP 2: Board Job Description

The job of the Board of Trustees is to govern, not manage, the college and:

1. To act in accordance with all applicable laws, rules and regulations in carrying out the mission of Elgin Community College and to uphold its statutory duties and powers as stipulated in the *Illinois Compiled Statutes*;
2. To appoint the president, designated administrative personnel and all full-time faculty;
3. To ensure that financial and personnel resources are available and to hold, preserve, and invest the assets of the district;
4. To set tuition and course fees;
5. To select the college demand depository institution;
6. To fix and enact governing policies, which address:
  - a. *Goals*  
All planning and decision-making emanating from the institutional vision, mission and goals, as measured by the effectiveness indicators.
  - b. *Executive Parameters*  
The prudent and ethical boundaries within which all executive activity and decisions must take place.
  - c. *Governance Process*  
The specification of how the board conceives, carries out and monitors its own task.
  - d. *Board/President Relationship*  
The delegation of powers to the president, the monitoring of those powers, and the evaluation of the president.

7. To strengthen the linkages between and among the various communities and constituencies of District 509 and to maintain a positive image when representing the college to the public;
8. To evaluate itself and the performance of the college and president in accordance with board policies on *Goals* and *Executive Parameters*;
9. To name, in perpetuity, or such term as the board approves, any building, room, space, or area of Elgin Community College; [Rev. 8/14/12]
10. To establish the parameters under which alcohol may be served on campus or at college events.

### **GP 3: Governing Responsibility**

The board is the sole governing body of the college. In carrying out its governing responsibility, the board, **as a whole**, will:

1. Operate in all ways mindful of its civic trusteeship obligation to the citizens of its district;
2. Be the sole governing body of the college. In carrying out its governing responsibility, the board, **as a whole**, will keep adequately informed about educational and other relevant issues, actively gathering and retaining necessary information to enhance the decision-making process in accordance with GP 8.9 and the *Board Policy Handbook*;
3. Focus chiefly on intended long-term outcomes;
4. Be an initiator of policy;
5. Use the expertise of individual members to enhance the ability of the board as a body;
6. Ensure the continuity of its governance capability through training, development, and the orientation of new members;
7. Be accountable to the general public for competent, conscientious and effective accomplishment of its obligations as a body;
8. Seek formal input from various sources, including staff, students, alumni, employers and other community members, on institutional goals;
9. Make decisions, to the extent possible, on a consensus basis.

#### **GP 4: Chair's Job Description**

The role of the Chair is, primarily, to uphold the integrity of the board's process and, secondarily, to represent the board to outside parties. The Chair will:

1. Ensure that the board behaves in a manner consistent with its own policies and appropriately enforce the board members' *Code of Conduct* (GP 7);
2. Preside at board meetings in an efficient and consistent manner, using the most recent edition of *Robert's Rules of Order* within the guidelines of ECC Parliamentary Procedures (GP 10), and shall set the tone for each meeting through positive leadership; [Rev. 8/14/12]
3. Set the agenda with input from board members and the college president. Any board member wishing to have a specific item placed on the agenda shall inform the board Chair 14 days prior to the board meeting, whenever practicable. Should the Chair deem the item inappropriate, the board member may present the issue for consideration at the next Committee of the Whole meeting. The board may, with the consent of the majority, participate in discussions of new business deemed important to the operations or administration of the college or its programs. [Rev. 8/14/12]
4. Attempt to arrive at a consensus by the members on board decisions;
5. Officially speak for the board and is the only member so authorized;
6. Call special meetings, as required;
7. Ensure that other board members are informed of current and pending board issues and processes;
8. Convene the annual board organizational meeting;
9. Appoint legal counsel for the college with approval by the board at the annual organizational meeting;\*
10. Appoint a college treasurer and fix his or her compensation with approval of the board at the annual organizational meeting;\*
11. Appoint auditors for the college, as recommended by the Finance Committee, with approval by the board at the annual organizational meeting;\*
12. In the absence, inability, or refusal of the Chair to act, the Vice Chair shall assume the Chair's duties.

\* For reference, see GP 8.2

## **GP 5: Board Committees Principles**

The board may establish committees to help carry out its governing responsibilities and will determine committee goals and limits of committee authority. Committees will not interfere with the wholeness of the board's job, nor with delegation from the board to the president nor with the president's authority.

1. Board committees may not speak, act or make decisions for the board except when formally given such authority for specific and time-limited purposes.
2. Board committees are to make policy recommendations for board deliberation, not to advise the staff.
3. A board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same topic.
4. The president works for the full board and is not required to obtain approval of a board committee before an executive action.
5. This policy applies only to committees that are formed by board action, whether or not the committees include non-board members. It does not apply to committees formed under the authority of the president.
6. Current Committees of this Board of Trustees shall include: [New 8/14/12]
  - a. *Finance Committee* (required by law). Members are appointed by the Chair and approved by the board at the annual reorganization meeting.
  - b. *Committee of the Whole* (CoW). All trustees are members of this committee, with the same officers as elected for the general Board of Trustees, including the board Chair.

## **GP 6: Board Planning Cycles**

The board will be proactive and will approach its planning with a style that emphasizes outward vision, focuses on strategic principles and encourages diversity of viewpoint.

1. The long-range vision of the board will be embodied in the college's annual strategic plan, which is adopted early in the spring semester for the following fiscal year.
2. The board will develop its own annual operating plan. The board planning process will begin during board policy reviews in May/June and will conclude at the end of the fall semester, at which time the college's Strategic Planning Committee finalizes the strategic plan for the following fiscal year. The board's annual plan includes:
  - a. Planning required by board policy;
  - b. Annual board activities; and
  - c. Presentations and reports.

3. In its operating plan or in other documents, the board will identify areas of stakeholder input needed to increase the level of wisdom and forethought it gives to policy deliberations and decisions and will inform the Strategic Planning Committee.
4. A professional development and community engagement plan will be developed as part of the board's retreat. The purpose of trustee professional development is to make each trustee a better trustee, thereby making the board a better board. Professional development is not an expense; it is an investment — in our current and future leaders, in good governance, in best practices and innovation. Networking, community engagement, learning and growth occur at these events, benefitting each individual trustee, the board as a whole and the college as a whole through deepened relationships, ultimately improving and directly strengthening the board as a team and leading to better stewardship. Trustees are encouraged to participate in activities and events that promote or support service as well-informed and effective team members of the board, sharing the many opportunities equitably among all trustees and meeting each trustee's varied learning needs and styles, backgrounds and motivations for serving on the board. [Rev. 11/9/10; 12/13/11; 8/14/12, 10/11/16]

- a. Off-Campus Community Engagement Events

Encouraged to attend as many off-campus community engagement events as board resources allow, each trustee shows board support for the organization, gains a better understanding of community thinking, and better appreciates the diversity present in our district. Accordingly, each trustee may be furnished a ticket, for their own use, to a proportionate number of events each year on the board's list of community engagements. Particular attention shall be devoted to expanding these opportunities to include greater variety and events outside of Elgin. Examples of appropriate events include, but are not limited to, events of local not-for-profits, scholarship-granting agencies, service organizations, Chambers-of-Commerce functions, etc. Trustees with suggestions for inclusion on the list of community engagements events are encouraged to be proactive.

[Rev. 8/14/12, 10/11/16]

- b. ECC On-Campus Events

Each trustee is encouraged to attend as many on-campus events as possible to support the students and organizations involved. Accordingly, each trustee may be furnished two tickets, for their own use, to most Visual and Performing Arts Center (VPAC) shows, speaker series, sporting events, Visiting Chef Dinners, and the like. The Classic 100 dinner and ECC Foundation fundraisers are not included. Contact the VPAC box office for tickets to eligible VPAC events.

- c. Professional Meetings/Conferences/Travel

Each trustee is a member of the Illinois Community College Trustees Association (ICCTA) and the Association of Community College Trustees (ACCT). Dues are paid from the board's college budget. The board Chair allocates the budget for professional development travel and reconciles discrepancies between total budget allocation and total travel requests.

See ECC Administrative Procedure 2.601, *Travel and Business-Related Expenses* (provided in the Trustees Handbook), before making any travel arrangements.

Conference attendees will be expected to submit a written report on conference travel (form provided in Trustees Handbook) to the board Chair upon their return in order to educate those trustees unable to attend.

### 1. Criteria for Attendance

- a. Promotes professional growth, professional knowledge, and/or permits the individual trustee to contribute in their role as a member of the Board of Trustees;
- b. Increases the visibility of Elgin Community College.

Trustee examples:

1. Delivers a paper, participates on a panel, contributes to a program.
2. Serves as officer of state or national association or presides at meeting.
3. Serves as member of a committee that will be meeting at the conference.
4. Attends the conference to increase personal and professional knowledge.

### 2. In-State

Though only one trustee may be appointed as the board's official representative (with one alternate) to the ICCTA meetings, all trustees are encouraged to attend all appropriate ICCTA meetings, seminars and workshops, whether held in the Chicago area or downstate. Overnight accommodations are generally limited to one night per trustee. Additional nights need pre-approval by the board.

### 3. Out-of-State

Each trustee may elect to attend two out-of-state professional development events annually. Out-of-state events may include, but are not limited to, the following:

ACCT National Congress, site varies	<a href="http://www.acct.org">www.acct.org</a>
ACCT Legislative Summit*, Washington, DC	<a href="http://www.acct.org">www.acct.org</a>
Community College Futures Assembly, Orlando	<a href="http://www.coe.ufl.edu/futures">www.coe.ufl.edu/futures</a>

Should a trustee desire to attend two of the three listed events, no approval is required. Should a trustee wish to attend an event not shown above, board approval is required. In the event that one or more trustees are unable to attend two such opportunities in a given year, the board may approve a third trip for certain trustees to allow attendance, learning and representation by the board at the widest variety of conferences possible.

The board strives to participate in leadership at the national level by seeking appointments to one or two ACCT committees or other ACCT leadership opportunities, whether elected or appointed. Any trustee interested in serving at this level needs the recommendation and approval of the board of trustees in an open-session meeting because this level of service incurs a financial obligation by the board.

\* ACCT Legislative Summit – Recommendations

[New 8/14/12]

1. Recognize this summit as an opportunity to showcase ECC achievements.
2. Support the ACCT agenda and our own agenda, as needed.
3. Each year, identify who should attend to ensure the best possible, most professional manner of agenda presentation.

- d. The board will conduct an annual retreat in June, for the purpose of developing new professional development goals based on collected evidence from the board self-evaluation, goal evaluation, the president's annual review and community engagement calendar. The professional development plan guides trustees in collectively managing their responsibilities to Elgin Community College.  
[Rev. 9/12/17]
5. The board will review and approve institutional vision, mission and goals every three years.
6. The board will review and approve effectiveness indicators annually in August.

### **GP 7: Board Members' Code of Conduct**

The board expects ethical and professional conduct of itself and its members.

1. Board members must represent unconflicted loyalty to their responsibilities to the college superseding personal interests and their interests in other organizations. Board members must not use any information provided by the college or acquired as a consequence of their service to the college in any manner except to further their board duties, nor may they misrepresent known facts on any issue involving college business.  
[Rev. 11/12/13]
2. Board members must avoid any conflict of interest with respect to their fiduciary duties to the District, in addition to their existing obligations under Section 805/3-48 of the *Illinois Public Community College Act* and the reporting requirements under the *Illinois State Officials and Employees Ethics Act (Illinois Compiled Statutes, Chapter 5, Act 430)*.
  - a. There must be no self-dealing or any conduct of private business or personal services between any board member and the college except as provided for by law.
  - b. Board members must not use their positions to obtain employment in the college for themselves, family members, or close associates.
3. Board members with questions about college operations should direct them to the president and the board Chair. The Chair shall determine if response to the questions being asked needs board approval.
4. Board members may communicate decisions made by the board as a whole to the public, press or other entities; however, the board Chair is the only board member empowered to make official comments on behalf of the board. Board members must always speak with one voice, supporting all duly adopted board decisions, even if the board member was in the minority, regarding actions that may not have obtained unanimous consent. Inquiries from external organizations or individuals should be referred to the board Chair or president.  
[Rev. 11/12/13]

5. The president is the only employee the board may evaluate.
6. Board members will maintain confidentiality regarding privileged communications, and, upon termination of service, must continue to maintain confidentiality with respect to information acquired in closed session. [Rev. 11/12/13]
7. Board members will enforce upon themselves whatever discipline is needed to govern with excellence, including a resolution of censure.
8. Board members are to refrain from nominating ECC employees or groups. If a person or program merits recognition, it is your obligation to notify the Chair and the president who will consider the recommendation. At the direction of the president, the College will write and submit nominations. [Rev. 9/12/17]

## **GP 8: Board Operations**

The board will operate in a consistent manner, following the policies detailed herein, and, unless otherwise noted, adhere to the operational proceedings listed below:

1. The board will operate in accordance with:

*Illinois Public Community College Act (Illinois Compiled Statutes, Chapter 110, Act 805)*

*Open Meetings Act (Illinois Compiled Statutes, Chapter 5, Act 120)*

*Freedom of Information Act (Illinois Compiled Statutes, Chapter 5, Act 140)*

*Intergovernmental Cooperation Act (Illinois Compiled Statutes, Chapter 5, Act 220)*

*Illinois State Officials and Employees Ethics Act (Illinois Compiled Statutes, Chapter 5, Act 430)*

and other applicable state and federal statutes.

2. The Chair shall convene the annual board organizational meeting in April/May, in accordance with current election regulations. The board shall elect a Chair, a Vice Chair and a secretary. The Vice Chair shall fulfill the duties of the Chair in the absence, inability or refusal to act by the Chair. The secretary will oversee the appropriate signatory responsibilities of the board. The president will appoint a recorder to be present at all meetings, and said recorder will be responsible for the operational needs of the board. The president shall appoint an election official. The board shall approve the appointments of treasurer, auditors and legal counsel, as well as board representatives to external organizations and board committees. [Rev. 4/13/10; 11/9/10]
3. A schedule of regular board meetings will be adopted at the annual organizational meeting. All regular meetings are open and public. [Rev. 11/9/10]
4. In the absence of the board secretary or if the secretary is unable or refuses to perform the duties of his or her office, the board shall appoint a secretary *pro tempore*.
5. The board shall conduct its annual review of policies between May and July. The board will consider proposed new or revised policy twice, first as an informational



item, second as a recommendation for approval. Upon majority vote of the board, the policy will be incorporated into the board's policies.

6. The agenda will be set by the board Chair, with input from board members and the college president. Any board member wishing to have a specific item placed on the agenda shall inform the board Chair 14 days prior to the board meeting, whenever practicable. Should the Chair deem the item inappropriate, the board member may present the issue for consideration at the next Committee of the Whole meeting.  
[Rev. 8/14/12]
7. The board will give citizens the opportunity to address the board but reserves the right of the Chair to limit the time allotted for remarks to no more than three minutes. Trustees will neither speak, nor interrupt, nor respond during the audience participation section of a board meeting. All appropriate responses will be made at a later time by the Chair or the President. Such response will be made only after proper research and deliberation.  
[Rev. 9/9/14]
8. In the event of emergency situations not covered by specific policies, the college president, with the advice and consent of the board Chair, if practicable, shall have the authority to take any appropriate action required by such emergency. Emergency actions taken, and the reasons for them, shall be communicated to the board as soon as practicable.
9. The board shall establish an annual board budget by March to ensure representation of the college at appropriate meetings and for professional development activities. The Chair shall monitor this budget.
10. Whenever a trustee vacancy occurs, the remaining members shall fill the vacancy, and the person so appointed shall serve until a successor is elected at the next regular election for board members and is certified in accordance with Sections 22-17 and 22-18 of the *Election Code*. However, if the vacancy occurs with less than four months remaining before the next scheduled District 509 election, and the term of office of the board member vacating the position is not scheduled to expire at that election, then the term of the person so appointed shall extend *through* that election, until the succeeding District 509 election.

In the event of a resignation or inability of the nonvoting student member to complete his or her term, said vacancy shall be filled in accordance with the prevailing student referendum, and the student elected shall serve until the expiration of the term of such vacating student member.

11. Closed sessions may only be held in accordance with the provisions of the *Open Meetings Act*. Only members of the board and individuals specifically invited by the Chair shall attend closed sessions. All discussions conducted in closed sessions and the minutes shall be kept confidential. Statute requires a semi-annual review of closed-session minutes. In that review, the board determines what shall be kept confidential to protect the public interest or the privacy of an individual and what will be released for the public record.

12. Current and former trustees, officers of the Board of Trustees, and any employee will be insured by the college while acting at the direction of or performing services for or on behalf of Elgin Community College; but only while acting within the scope of their duties or obligations in their respective insured capacities as a trustee, officer or employee.
13. All final actions by the board will be voted on in open session consistent with the provisions of the *Illinois Open Meetings Act* and the *Illinois Public Community College Act*.
14. Board members or committees may ask the board Chair and the president for information. Said information will be provided to all board members. Any dispute as to such information requested will be provided to the board as a whole.
15. The board will follow its parliamentary procedures in accepting recommendations from board committees. Recommendations contained in reports from board committees do not require a second. Minority committee reports are allowed and should be included at the presentation time of the majority reports of the Committee of the Whole and Finance Committee. The policy requires informing the Chair prior to the meeting that a minority report will be given. (See GP 10) [Rev. 8/14/12]
16. The board will be electronically connected to the college.
17. The board shall commit to providing an educational and work environment that is free from all forms of discrimination and conduct that may be considered harassing, coercive or disruptive, including, but not limited to, sexual harassment. The board will not tolerate any actions, words, jokes or comments based on a person's sex (gender), race, color, national origin, age, religion, disability, sexual orientation or identity, or any other legally protected characteristic.

All other allegations of sexual or other unlawful harassment or discrimination will be quickly and discretely investigated. To the extent possible, the complainant's identity and the identities of any witnesses and the alleged harasser will be protected against unnecessary disclosure. All of the parties involved in the investigation will be informed of the results after the investigation has been completed.

### **GP 9: Board Self-Evaluations**

The board will begin to conduct a self-evaluation in May, to end no later than June.

[Rev. 8/14/12]

### **GP 10: Parliamentary Procedures**

[New 8/14/12]

The parliamentary procedures outlined below provide the basic points and practices of meeting procedure and are not intended to be comprehensive in nature. Rather, these are guiding principles designed to foster democratic decisions, protect people's rights,

ensure a fair hearing on all sides of an issue, and facilitate orderly decision-making. In other words, parliamentary procedure is intended to help, not hinder, the flow of a meeting.

Whereas parliamentary law refers to the rules, precedents and customary practices that apply to meeting conduct, parliamentary procedure usually refers only to the steps taken to implement them. However, the term *parliamentary procedure* is used synonymously by most boards, and in this policy, is used to refer to both parliamentary law and parliamentary procedure.

ECC board of trustee's procedures and policies are adapted from a number of sources in order to meet the board's responsibility to conduct effective, orderly meetings. Sources include the *Board of Trustees Policies* (specifically, GP 8: Board Operations), plus past practices in accordance with:

*Illinois Public Community College Act (Illinois Compiled Statutes, Chapter 110, Act 805)*  
*Open Meetings Act (Illinois Compiled Statutes, Chapter 5, Act 120)*  
*Freedom of Information Act (Illinois Compiled Statutes, Chapter 5, Act 140)*  
*Intergovernmental Cooperation Act (Illinois Compiled Statutes, Chapter 5, Act 220)*  
*Illinois State Officials and Employees Ethics Act (Illinois Compiled Statutes, Chapter 5, Act 430)*

and other applicable state and federal statutes.

1. ECC uses the most recent edition of *Robert's Rules of Order* as a guideline within ECC Parliamentary Procedures. However, as a small board (less than 12 members), ECC uses a hybrid of parliamentary procedures intended for both small and large boards taken from *Robert's Rules of Order*, as well as other applicable sources. Common parliamentary procedures outlined herein and/or in GP 8: Board Operations, take precedence over *Robert's Rules of Order*.
2. The Chair presides over board meetings and should be knowledgeable about the rules and board policies and may reference them at board meetings. If a procedural concern, which is not addressed in this policy (GP 10) is raised, the board parliamentarian, who is a trustee and retains all the rights to participate as a trustee during meetings, will advise the Chair on the matter and/or determine if further study is needed. The Chair makes any and all final rulings, subject to the will of the majority.
3. Parliamentary procedures require that the Chair:
  - a. Retain control of the meeting at all times;
  - b. Keep things as simple as possible;
  - c. Clearly explain the rules, options of the board, and reasons for the Chair's actions;
  - d. Advise the board on wording of motions, when needed; and
  - e. When in doubt, respect the wishes of the majority, protect the minority and do what seems fair and equitable.
4. Common Parliamentary Procedures as Defined by ECC Board of Trustees

a. *Vote on a motion*

Voting is done by voice vote or by roll-call vote. Those in favor of a motion say “yes” or “aye”. Those opposed say “no”. The board Chair will determine voting procedure for a motion by following state and federal statutes. All final actions by the board will be voted on in open session consistent with the provisions of the *Open Meetings Act* and the *Illinois Public Community College Act* (GP 8.13, Board Operations)

b. *Make a motion*

There must be a motion on the floor in order to have discussion or debate. To be considered, all motions require a second. When a motion is made and seconded, the Chair should repeat the motion prior to discussion and again before calling for the vote. Only one motion may be considered at a time.

c. *Second a motion*

Seconding a motion indicates support for discussing another member’s motion. It prevents spending time on an issue that only interests one member.

d. *Discuss a motion*

Debate and discussion occur only after the motion has been made, seconded, and repeated by the Chair. The Chair ensures that all are given an opportunity to speak while also monitoring the debate and enforcing reasonable limits according to his/her discretion. All debates must be germane to the motion. The person who makes the motion speaks first and may be asked to refrain from speaking again until all other board members have had a chance to speak. The Chair of the board may choose to limit the number of times a member may speak to a motion. Only one motion may be considered at a time.

e. *Amend a motion*

Amendments may be offered to the motion by striking out and/or inserting words. A motion to amend requires a second and is then discussed and voted on prior to addressing the main motion. There are three motions that may not be amended:

1. To end debate;
2. To request information; or
3. To adjourn.

f. *End debate*

Usually the Chair ends the discussion when all who wish to speak have done so within the rules and then calls for the vote. However, once the Chair ends the discussion, any board member may call for the vote.

g. *Table a motion*

The motion to table an agenda item is used to lay something aside temporarily to take care of a more urgent matter. This action should not be used to postpone indefinitely, postpone to a certain time, or kill an item. After other business is transacted, a member may make a motion to take the item from the table for further discussion and action.

h. *Move to postpone to a certain time*

A motion to postpone to a certain time is used to postpone action to a later time or meeting, and the item is then taken up at that time.

*i. Move to postpone indefinitely*

A motion to postpone something indefinitely is used to dispose of a motion without making a decision for or against an issue.

*j. Call for intermission*

Any member may make a motion to call for intermission, specifying the length of time in the motion. It requires a second and is not debatable prior to the vote. The board Chair may call an intermission, specifying the length of time, without a vote.

*k. Avoid considering an improper matter*

Board members may move to object to considering a matter if they believe it improper to do so. Improper matters or motions include those that violate board rules or laws or conflict with previously adopted motions.

*l. Request information*

Board members may say “point of information” when they need specific information related to a motion during a meeting.

*m. Give closer study of something*

If additional information for consideration is needed, a motion may be made and seconded to refer the topic to an existing committee, to a board team or to the president, who may assign it to a staff member for further study. The motion is then discussed and acted on instead of the main motion. If the motion is defeated, the main motion is then acted on.

*n. Reconsider a motion*

This motion has limited use. A member who voted on the prevailing side of a motion may move to reconsider the vote, which is used to permit correction of erroneous action or to take account of new information or a changed situation.

*o. Act on committee reports*

The board will follow its parliamentary procedures in accepting recommendations from board committees. Recommendations contained in reports from board committees do not require a second. Minority committee reports are allowed and should be included at the presentation time of the majority reports of the Committee of the Whole and Finance Committee. The policy requires informing the Chair prior to the meeting that a minority report will be given. (GP 8.15)

*p. Protest breach of rules or conduct*

Any member may “rise to a point of order” to identify a violation of the board’s rules. The Chair responds; there is no debate or vote on the action.

*q. Adjourn the meeting*

The meeting is adjourned by a motion. The motion is made by the Chair or a board member when the agenda specifies adjournment or when all business has been dealt with. No second is required. A voice vote is used.

## 5. Committee of the Whole Parliamentary Procedures

Parliamentary procedure for a board committee is less formal than for regular board meetings. The Committee of the Whole (CoW) is made up of all board members, with the same officers as elected for the general board of trustees, including the board Chair.

The purpose of the Committee of the Whole is to receive reports and to allow debate and discussion in a less formal environment. The Chair seeks to assure that all members have the opportunity to participate, all aspects of an issue are covered, and a general understanding of the outcome is evident.

The Chair may seek to gain consensus on a topic or issue as a means of members expressing their opinion. However, all votes to act must take place at a regular meeting. Other procedures specific to Committee of the Whole meetings include:

- a. No motion is required to discuss points of concern.
- b. Reports and presentations are received without a motion.
- c. Meeting minutes should include naming of presentations, reports received, topics discussed and outcomes — not what was said or specific dialogue.

### **GP 11: Remote Attendance**

[New 9/9/14]

(Attendance by a means other than a physical presence)

#### 1. Definitions

For purposes of this policy, the following terms shall have the following meanings:

- a. "Attend by electronic means" means attending by audio or video conference.
- b. "Meeting" means any gathering, whether in person or by video or audio-conference, telephone call, electronic means (such as, without limitation electronic mail, electronic chat, and instant messaging), or other means of contemporaneous interactive communications, of a majority of a quorum of the members of the Board of Trustees held for the purposes of discussing public business.
- c. "Public building" means any building or portion thereof owned or leased by any public body.

#### 2. Electronic Participation

- a. If a quorum of the members of the Board of Trustees is physically present as required by Section 2.01 of the Illinois Open Meetings Act, (5 ILCS 120/7 (a) a majority of those members present may allow a member to attend the meeting by means of video or audio conference if the member is prevented from physically attending because of:
  1. personal illness or disability; or
  2. employment purposes; or
  3. business of the public body; or
  4. a family or other emergency,

#### 3. Notification Requirements

- a. If a member wishes to attend a meeting by audio or video conference, then the

member must notify the Board recording secretary before the meeting unless such advance notice is impractical.

4. Consideration of Request for Electronic Participation and Placement on the Agenda
  - a. Consideration of a member's request for electronic participation shall occur immediately after roll call is taken.
  - b. Such consideration shall appear on the agenda as "Consideration of and possible actions on any requests for electronic participation in meeting" and be placed on the agenda immediately following "Roll Call."
  - c. Those members physically present shall consider whether any such request meets the requirements of Paragraph 2, and vote regarding whether such member may be allowed to participate electronically.
  - d. Any member requesting to attend the meeting by electronic means must have such request approved by a majority vote of those members physically present.
  - e. Any member requesting to attend the meeting by electronic means may participate in the debate on such question but may not vote on the approval of their own request.
  - f. If more than one member requests to attend the meeting by electronic means, such requests will be considered in the order in which notification was received by the Board recording secretary as required in Paragraph 3.
  - g. Any member whose request to attend the meeting by electronic means is approved may not vote on the approval of any other member's request considered during that meeting, but may participate in any debate on the question.
  - h. Any member whose request for attendance by electronic means is denied may continue to listen to and/or view the meeting via electronic means, but may only participate to the same extent in which a member of the public physically present at the meeting could participate.
5. Closed Sessions
  - a. Any member's request to attend by electronic means only the closed session of any such meeting shall be considered and voted upon in one session and otherwise in accordance with the Open Meetings Act.
6. Other Remote Participation
  - a. The Board of Trustees' legal advisor may attend an open or a closed meeting by electronic means without the requirement of such matter being put to a vote as required in Paragraph 4.
7. Reimbursement of costs associated with attendance by electronic means
  - a. Reasonable costs associated with or occasioned by a member's attendance at a meeting by electronic means shall be reimbursable.

