

Antioch University

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2.200 Board of Governors (Board Governance)

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April 2012

### 2.217 Open / Closed Meetings

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Type of Policy <input checked="" type="checkbox"/> <b>University</b> <input type="checkbox"/> <b>Campus</b>		Open / Closed Meetings	
		<b>Policy 2.217</b>	
<b>Board Governance Policies</b>		<b>Effective date: February 24, 2012</b>	
Policy History:	Approved by:	Resolution #	Date:
	Board of Governors	2.24.12:11	February 24, 2012
	Chancellor	N/A	February 21, 2017
Responsible Office:	Responsible Administrator:	Contact information:	Applies to:
University Board of Governors	Board Chair	937-769-1351	Board of Governors and Committee Meeting Members

## I. Introduction and Purpose

Antioch University (“AU”) is an Ohio, private, non-profit corporation organized under Chapter 1702 of the Ohio Revised Code. It is not a public body and, therefore, is not subject to the Ohio Sunshine Law (Ohio Revised Code §121.22) which requires that all meetings of public bodies be open to the public. However, while the University is not a public entity, it operates to achieve certain educational and charitable purposes for the public good. In so doing, the University strives to operate as transparently as reasonably practical. This requires that the University balance the trichotomy of competing interests which open meeting policies pose, that is, the public’s right to know, the individual’s right of privacy, and the University’s need to function effectively.

This policy establishes principles and guidelines for the conduct of meetings of the Board of Governors (“BoG”), and its committees and *ad hoc* task forces in a manner which advances our commitment to the public interest and which serves the interests of our various constituencies.

## II. Definitions

### A. Open meetings

Meetings or sessions which are designated on the agenda as “open” may be attended by, faculty, employees and students, and other members of the University community as well as the general public. The Board may designate the meeting as a “limited open” session indicating on the agenda the groups which are invited to attend. This may be necessary where there is sensitive information being shared which is not appropriate to all audiences.

### B. Closed meetings

#### 1. BoG Meetings

Members of the University Leadership Council (“ULC”) are ordinarily invited to attend and participate at regular or “open” meetings of the BoG. Meetings of the Board of Governors which are designated on the agenda as “closed” may be attended only by members of the Board of Governors, the Chancellor (who is an *ex officio* member of the BoG) and those members of the administration, or others whom the Board requests or directs in its sole discretion to be present.

#### 2. BoG Committee Meetings

Committee meetings which are designated on the agenda as “closed” may be attended only by members of the committee, including the chair of the Board (who is an *ex officio* member of all committees) and those members of the administration or others whom the committee requests or directs in its sole discretion to be present as resources. Other members of the BoG may ordinarily attend and participate in closed BoG committee meetings, except Governance Committee meetings (which are typically limited to committee members only).

### C. Executive Session

Meetings or sessions of the Board of Governors which are designated on the agenda as “executive session” may be attended only by members of the Board of Governors and the Chancellor (as an *ex officio* member of the BoG). In those circumstances in which the BoG meets to address issues related to its self-evaluation, or issues concerning the Chancellor, such as the Chancellor’s contract, compensation, performance or evaluation, the Chancellor may be excused from the executive session to allow the members of the BoG to meet confidentially. The Board may specifically invite General Counsel, outside counsel or others to attend an executive session as resource persons to the BoG as it deems necessary or appropriate.

### **III. Guidelines**

- A.** Unless otherwise designated, meetings of the Board or its committees are deemed to be closed. However, to the extent reasonably practical, meetings shall be open to the public, taking into consideration the need for the University to operate effectively and efficiently and the need for individual privacy. Often the board or committee will be addressing matters that require confidentiality. Examples of meetings which would ordinarily be closed include:
- 1.** Meetings to discuss searches for a new Chancellor or other executive employee where, for example, disclosure of the identity of the candidates may jeopardize the search.
  - 2.** Meetings to discuss confidential personnel matters including consideration of the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of an employee or the investigation of charges or complaints against an employee or member of the Board.
  - 3.** Meetings to discuss strategic plans, marketing plans, financial projections, trade secrets or other proprietary information.
  - 4.** Meetings to discuss negotiations with vendors or other third parties regarding contracts or potential contracts with the University, including consideration of the purchase of property for University purposes, or for the sale of property at competitive bidding, if premature disclosure of information would give an unfair competitive or bargaining advantage to a person whose personal, private interest is adverse to the University.
  - 5.** Conferences with General Counsel or outside counsel concerning disputes or legal affairs involving the University, particularly any disputes that are the subject of pending or threatened legal action.
  - 6.** Preparing for, conducting, or reviewing negotiations or bargaining sessions with University employees and their union concerning their compensation or other terms and conditions of their employment.
  - 7.** Matters required to be kept confidential by federal law or regulations or state statutes including the Family Educational Rights and Privacy Act (FERPA).
  - 8.** Details relative to the security arrangements and emergency response protocols for the University, if disclosure of the matters discussed could reasonably be expected to jeopardize the security of the campus or University.
  - 9.** Any other matters in which disclosure could reasonably be expected to be

harmful to the interests of the University in achieving its educational and charitable missions.

## **B. Designation of Meetings**

It is the prerogative of the Board or committee chair to set the agenda and to determine which meetings shall be open, closed or in executive session. Members of the Board or committee may seek to change the designation of the meeting as open or closed by motion to amend the agenda. The designation of meetings as open or closed or executive session is within the sound discretion of the Board or committee and nothing in this policy or its implementation shall be interpreted to give a private right of action against the University to challenge any such designation.

## **C. Conduct of Open Meetings**

While the University community and general public are invited to attend and observe open meetings of the Board or its committees, this does not necessarily include the right to participate in the discussion or deliberations. The Board or committee chair is authorized to control the conduct of the meeting and to determine whether and when public comment on the work of the Board or committee will be sought. Members of the board or committee must have sufficient time as a group to discuss and deliberate those matters on its agenda. Therefore, time for comment or participation by others may be limited. The chair of the committee or Board may instruct the members of the community or the public at the beginning of the meeting concerning the time and opportunity to comment or participate and any limitations or other procedural requirements. Community members who fail to abide by the directives of the chair, or who are otherwise disruptive, may be excused from the meeting.

## **D. Audio or Video Recording**

Recording of meetings tends to interfere with and chill discussion and deliberation. Consequently, no audio or video recording shall be made of any meeting of the Board of Governors, or its committees and task forces without the express written consent of the Chair of the Board or committee. Consent will be granted only in exceptional circumstances; for example, in celebratory events held during the meeting. As a condition to attend open meetings, visitors may be asked to leave computers, cell phones and other electronic equipment outside the meeting room. They may also be asked to allow their bags and other belongings to be searched prior to entering the room.

All questions regarding the implementation of this policy shall be directed to the Office of General Counsel.