

CHAPTER 7
BOARD MEETINGS

7.1 BOARD MEETINGS POLICIES AND PROCEDURES

This chapter shall be known as the District’s Board Meeting Policy (the “Policy”).

7.2 PURPOSE

This Policy establishes guidelines for meetings of the District Board, including how meetings are to be convened, how they are to be conducted, and how minutes are to be prepared and approved.

7.3 COMPLIANCE WITH STATE LAW

A. Application of the Open and Public Meetings Act: In adopting this Policy, the District recognizes the application of the Open and Public Meetings Act, Utah Code Ann. §52-4-101 et. Seq. as it may be modified, amended, superseded, or replaced from time-to-time (the “Act”). Any inconsistency or conflict between this Policy and applicable provisions of the Act shall be governed by the Act.

B. Definitions. The definitions stated in Utah Code Ann. §52-4-103 are incorporated herein by reference.

7.4 TYPES OF MEETINGS

A. Regular Meeting. A regularly scheduled meeting of the Board for which notice of the date, time, and place has been given in the Annual Meeting Schedule.

B. Special Meeting. Any meeting of the Board that replaces or is held in addition to regular meetings.

C. Annual Meeting. The meeting at which officers of the District are elected and/or appointed by the Board of Trustees. The Annual Meeting may be held on the date and hour of its regularly scheduled meeting in January.

D. Emergency Meeting. A special meeting held because of unforeseen circumstances, to consider matters of an urgent or emergency nature.

E. Committee Meeting. A meeting held by those Trustees who are members of a committee created by the Board.

7.5 PLACE OF MEETINGS ¹

A. Except as the Board may otherwise determine, meetings of the Board shall be held at the principal place of business of the District. Notice of a meeting to be

¹ Utah Code Ann. (1953) § 17B-1-310(2)

held at a place other than the principal place of business shall be given as provided by law.

7.6 MEETING NOTICE AND AGENDA

- A. Required Annual Notice. An annual schedule of the regular meetings of the Board, including the date, time, and place of each meeting, shall be posted at the District's principal office, posted on the District's website, and posted on the Utah Public Notice website. Notwithstanding the foregoing, any meeting may be rescheduled at the request or on the affirmative vote of a majority of the Board, with notice of the rescheduled meeting to be provided as stated in paragraph 7.6.D.
- B. Agenda. An agenda shall be prepared for every meeting of the Board. Each topic to be considered by the Board shall be listed with reasonable specificity as an agenda item. Any Board meeting agenda may include a "public comment", or its functional equivalent, agenda item, and any topic raised by a member of the public may be discussed, even if it is not listed as an agenda item. Each agenda will include topics as requested by any Board member or the General Manager.
- C. Regular Meetings. Not less than 24 hours advance public notice, including the date, time, location, will be given for each regular and special meeting of the Board, by posting a written notice at the principal office of the District as well as on the District's website and the notice will be posted on the Utah Public Notice website.
- D. Special and Emergency Meetings. If, due to unforeseen circumstances, it is necessary for the Board to hold an emergency meeting to consider matters of an emergency or urgent nature, the foregoing notice requirements may be disregarded and the best notice practicable may be given. The notice requirements are minimum requirements and are not to be construed as precluding such additional postings and notifications as may be directed by the Board. When possible, the notice described in paragraph C shall be given. No special meeting shall be held until a reasonable attempt has been made to notify all Trustees, and a majority of the Trustees contacted and polled agree to hold the special meeting.
- E. Amendments to Agenda. The agenda of a meeting of the Board may be amended to include additional subjects at the request of any Board member, even though notice of the meeting has already been given as provided in paragraph C immediately above, if the amended notice is posted and given in accordance with the requirements of paragraph C at least 24 hours before the scheduled time of the meeting.

7.7 NOTICE TO TRUSTEES

Notice of all regular and, when possible, special meetings of the Board will be sent by the Clerk to all members of the Board at least 24 hours in advance of each meeting. Such notice should include the date, time, and place of the meeting as well as a copy of the previous meeting's minutes and the agenda for the present meeting.

7.8 CONDUCT OF MEETINGS ²

- A. Meetings of the Board may be conducted according to Robert's Rules of Order when requested by a Trustee of the Board and shall comply with Utah's Open and Public Meetings Act.
- B. The General Manager or any Board member shall have the right to place any matter on the agenda if notice is given at least 24 hours before the meeting. The meeting shall follow the agenda unless otherwise agreed.
- C. The Chair shall preside over all special, emergency, and regular meetings of the Board of Trustees, including the Annual Meeting. In the absence of the Chair, the Trustee who has the longest service on the Board of those present at the meeting shall preside.

7.9 QUORUM ³

No action may be taken, and no business may be conducted at a meeting of the Board unless a quorum, consisting of at least two (2) members of the Board, is present. A Board member who is not physically present may nevertheless participate in the meeting through electronic means and be counted toward the required quorum in accordance with Utah Code Ann. §52-4-207. Any Board member participating via electronic means may make, second and vote on all motions and participate in the discussion as though present, except that the Board member who chairs the meeting must be present at the anchor location.

7.10 PRESUMPTION OF ASSENT

A Trustee who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless the Trustee's dissent or abstention is entered into the minutes of the meeting or unless that Trustee files a written dissent to such action with the Clerk before adjournment of the meeting. A written dissent shall not apply to a Trustee who voted in favor of such action.

² Utah Code Ann. (1953) § 17B-1-310

³ Utah Code Ann. (1953) § 17B-1-310(1)(a)

7.11 NO PROXY

No Trustee may appoint another individual, by proxy or otherwise, to assume her or his responsibilities as a Trustee.

7.12 OPEN AND CLOSED MEETINGS, ACTIONS TAKEN⁴

- A. Open Meeting. All meetings of the Board, except closed meetings, shall be open to the public.
- B. Closed Meeting. Except as otherwise directed by the Board, closed meetings shall be open only to Board officers, members of the Board, and District staff. A closed meeting may be held upon the affirmative vote of two-thirds of the members of the Board present at an open meeting for which notice is given, provided a quorum is present. A closed meeting may be held for any of the following purposes:
1. Discussion of the character, professional competence, or physical or mental health of an individual.
 2. To discuss collective bargaining.
 3. To discuss pending or reasonably imminent litigation.
 4. To discuss the purchase, exchange, lease, or sale of real property, including any form of a water right or water shares, if such discussion prevents the District from completing the transaction on the best possible terms.
 5. Discussion regarding deployment of security personnel, devices, or systems.
 6. Investigative proceedings regarding allegations of criminal misconduct.
 7. Information that is required to be maintained as private or protected by the Utah Procurement Code (Utah Code 63G-6a), including trade secrets.
- C. Actions Taken. No resolution, rule, regulation, contract, or appointment shall be approved, and no vote shall be taken, in a closed meeting and no person being considered to fill the unexpired portion of an elected Board member's term may be interviewed during a closed meeting, nor may the Board discuss filling a mid-term vacancy or temporary absence of a Board member due to military service or discuss the character, professional competence, or physical or mental health

⁴ Utah Code Ann. (1953) § 52-4-101 et seq.

of any person whose name has been submitted for consideration to fill a mid-term vacancy or temporary absence the Board during a closed meeting.

- D. Conduct of a Closed Meeting. A motion to close the meeting must be approved, in an open public meeting with a quorum in attendance, by two thirds majority vote of those Board members who are present before a meeting may be closed. The reason or reasons for closing the meeting, the location where the closed meeting will be held, and the vote, by name of each member of the Board for or against the motion to close the meeting is to be declared during the open portion of the meeting and be reflected in the minutes of the open meeting.
- E. Closed Meeting Sworn Statement. Unless the closed meeting is called for purposes specified in Section 7.9.B.1 or 7.9.B.6, in which case the presiding officer shall sign a sworn statement [see suggested affidavit in Appendix of Forms] affirming the purpose of the meeting, a recording shall be made of the closed portion of the meeting, and detailed written minutes may be kept, too. The recording and minutes shall include:
 - 1. The date, time, and place of the meeting.
 - 2. The names of members present and absent.
 - 3. The names of all others present.

7.13 MINUTES AND AUDIO RECORDINGS OF MEETINGS TO BE KEPT⁵

- A. Open Meeting. Written minutes and an audio recording shall be kept of all open meetings. Such minutes shall include:
 - 1. The date, time, and place of the meeting.
 - 2. The names of Board members present and absent.
 - 3. The substance of all matters proposed, discussed, or decided by the Board, which may include a summary of comments made by Trustees, and a record, by individual Board member, of each vote taken.
 - 4. The name of each person who is not a Trustee but, after being recognized by the Chair, provided testimony or comments to the Board, and the substance, in brief, of their remarks.
 - 5. Any other information that any Trustee requests be entered in the minutes.

⁵ Utah Code Ann. (1953) § 52-4-101 et seq.

6. Minutes shall not be “final” or “official” until they have been formally approved by the Board and pending minutes shall contain a clear indication they have not yet been approved by the Board and are subject to change until approved.
- B. Recording of Meetings. Notwithstanding the foregoing, a recording is not required for an open meeting that is a site visit or traveling tour, provided that no vote or action is taken by the Board. The recording of a meeting is to be maintained according to the records retention schedule established by State Archives after which time the recording may be erased or destroyed and any tape or other recording device may be reused. Where written minutes are not prepared, as allowed for closed meetings, the recording shall be maintained indefinitely. Such recordings are to be maintained in or converted to a format that meets long term records storage requirements. The recording of a meeting is to be a complete and unedited record from the commencement of the meeting through adjournment of the meeting. Recordings of closed meetings are to be separate from recordings of any open meeting or open portion of the meeting.
- C. Pending and Approved Minutes Availability. In accordance with Utah Code 52-4-203(g), the District shall:
1. Make pending minutes available to the public within a reasonable time after holding the open meeting that is the subject of the pending minutes.
 2. Within three business days after approving written minutes, post a link on the Utah Public Notice Website to the approved minutes and any materials distributed at the meeting, which will be kept on our website.
 3. Within three business days after holding an open meeting, make an audio recording of the open meeting available to the public for listening.
 4. Establish and implement procedures for the Board’s approval of the written minutes of each meeting.

7.14 PUBLIC HEARING PROCEDURES

- A. Public hearings before the Board shall follow the following procedural steps:
1. Declaration that the public hearing is open.
 2. Verification that legal notification requirements have been met.
 3. Staff presentation.

4. Questions by Board members.
5. Call upon individuals who have completed and submitted registration cards.
6. Note the statement by the Chair that the public hearing is closed.
7. Staff response.
8. Questions by Board members.
9. Board discussion.
10. Board vote (optional).

B. The following rules shall be observed during public hearings before the Board:

1. Members of the public who desire to speak shall indicate on the attendance record the speaker's name, address, and affiliations to the agenda item(s) (or whom the speaker represents).
2. The Chair shall determine who will speak after reviewing the attendance record. Each speaker shall be called by the Chair.
3. Speakers shall state their names, addresses and affiliations to the agenda items (or whom they represent) before beginning their comments.
4. Speakers shall address their comments to the Chair, and they shall not debate with other meeting attendees or make personal attacks.
5. A predetermined time limit shall be placed on speakers. A speaker cannot combine his time with another (e.g., Speaker "X" cannot give his time to Speaker "Y" so that Speaker "Y" has double the time), and redundant speakers/comments will not be recognized by the Chair.
6. To permit everyone the opportunity to hear the proceedings, attendees shall be as quiet as possible.
7. The hearing is designed for civil discussion. Therefore, attendees shall not jeer, cheer, yell out comments, or clap.
8. After the close of the public comment period, discussion shall be limited to Board members and staff.

- C. The Chair of the public hearing shall enforce the procedures and rules set forth above in subsections A and B. The Chair, at its discretion and consistent with the District's policies and procedures, may take such additional actions as will promote an orderly and efficient public hearing.

7.15 ELECTRONIC MEETINGS

A. As used in this Chapter:

1. "Act" means the Utah Open and Public Meetings Act, Utah Code Ann. (1953) §§ 52-4-1 et seq.
2. "Closed to the public" means a meeting which the public is not allowed to attend pursuant to the Act.
3. "Open to the public" means a meeting which the public is allowed to attend pursuant to the Act.
4. Terms used in this Chapter which are defined in the Act, shall have the meaning given by the Act.

B. Authorization. As authorized by the Act, the Board may hold, convene, and conduct any meeting in which one or more Trustees participate electronically, provided:

1. The notice for, and procedures of, the meeting shall conform to the Act and to all applicable provisions of this Manual; and
2. The Board, after it makes reasonable effort to do so, is unable to hold the meeting with all Trustees physically present in the anchor location.

C. Budget or Logistical Considerations. The Chair, or the Acting Chair in the Chair's absence, may determine that it is not in the best interest of the District to hold an electronic meeting or restrict the connections based on the following:

1. Budget or logistical considerations.
2. Available equipment capacity.
3. Considerations deemed sufficient by the Chair or Acting Chair

D. Trustees not physically present. The procedure to participate electronically in a meeting, shall be connected to the anchor location by means of a telephonic,

telecommunications, or computer conference, subject to the following conditions:

1. The Board, at the appointed time, shall initiate contact with those Trustees who indicated they will attend electronically.
 2. Trustees participating electronically shall use a secure, encrypted Internet line or a secure, telephone line that prevents unauthorized parties from listening.
 3. Trustees participating electronically shall not use speaker phones or other communication equipment that may allow unauthorized parties to overhear the meeting.
- E. Additional procedures. In this Manual, applicable procedures shall govern an electronic meeting, with the following additions:
1. Trustees who wish to participate electronically shall notify the Board at least twenty-four (24) hours before the scheduled start of the meeting and shall provide contact information to allow their participation.
 2. Minutes of the meeting shall note that the meeting was conducted electronically in accordance with the Act and with this Chapter. The minutes shall note the identity of those Trustees participating electronically.
 3. All parties participating electronically should be able to hear and to speak with each other and all present in the anchor location.
 4. Trustees and parties in the anchor location should be able to hear and to speak with those participating electronically.
 5. Electronic participation in a meeting shall constitute presence at that meeting for all purposes, including the determination of a quorum and voting.
 6. If visual aids or documents are to be presented or used at the meeting, the Board shall make reasonable efforts to provide copies to each person participating electronically.
 7. At the conclusion of the meeting, persons attending electronically shall verbally certify that they participated in good faith in the entire meeting.
- F. Anchor Location. The anchor location for all electronic meetings shall be the Board Room in the District offices, 1800 West 4700 South, Taylorsville, Utah. All

electronic meetings shall originate from this location; however, the Board, at its discretion, periodically may select alternative and/or additional anchor location(s).

1. A quorum of the Board need not be present at a single anchor location.
2. As few as one Board member may be present at the anchor location as long as all other requirements of this Policy and Utah Code Ann. § 52-4-207 are satisfied for a meeting to be held as an electronic meeting.
3. The Board member who chairs the meeting must be physically present at the anchor location.
4. Space and facilities must be provided at the anchor location(s) so that all interested persons may attend and monitor the open portions of the meeting.
5. If the meeting is a public hearing, space and facilities must be provided at the anchor location(s) so that interested persons and the public may attend, monitor, and participate in the hearing.

G. Notice. Advance public notice, including the agenda, date, time, location, and a description of how the Board Members will be connected to the electronic meeting, will be given for each electronic meeting of the Board by:

1. Posting a written public notice not less than 24 hours in advance, including the agenda, date, time, location, and a description of how the Board Members will be connected to the electronic meeting, given for each electronic meeting of the Board.
2. Providing written or electronic notice to at least one newspaper of general circulation in the District and to a local media correspondent, and by posting the notice on the Utah Public Notice Website created under Utah Code Ann. § 63F-1-701.
3. The notice must be posted at the anchor location and must be provided to all Board Members at least 24 hours before the meeting.
4. These notice requirements are minimum requirements and are not to be construed as precluding such additional postings and notifications as may be directed by the Board.

H. Confidentiality. Since confidentiality may be intentionally or inadvertently compromised, the following shall not be part of any electronic meeting:

1. Communication among the Board, staff, and the District's legal counsel, such that the attorney-client privilege may arise.
 2. An interview or discussion by the Board of an employee or a candidate for employment.
 3. Topics required or allowed to be kept confidential, private, or protected by state or federal law.
 4. Any other topic which the Board determines must remain confidential, private, or secret.
 5. Nevertheless, the preceding topics may be part of an electronic meeting if the Board, at its discretion, determines it is in the best interests of the District.
- I. Conduct of Meeting. No action may be taken, and no business may be conducted at a meeting of the Board unless a quorum, consisting of a simple majority of the members of the Board, is present.
1. A Board Member who is not physically present may nevertheless participate in the meeting through electronic means and be counted toward the required quorum.
 2. Any Board Member participating via electronic means may make, second and vote on all motions and participate in the discussion as though present.
 3. The Board Member who chairs the meeting must be present at the anchor location.
 4. If neither the Chair nor the Vice Chair is physically present at the anchor location (but there is still a quorum) a Board Member who is physically present at the anchor location will preside over the meeting.