Board Meetings and Meeting Procedures

All official business conducted by the Board of Trustees shall be conducted at a duly noticed, official meeting of the Board. Pursuant to North Carolina law, a “meeting” of the Board occurs whenever a majority of the members of the Board meet, in person or by some electronic means, in order to: conduct a hearing, deliberate, take action, or otherwise transact public business. All Board meetings must be called pursuant to the proper notice and all meetings are open to the public except for closed session.

I. Board Meetings

Pursuant to applicable North Carolina law, the Board is allowed to conduct four types of official meetings: regular meetings, special called meetings, emergency meetings, and recessed meetings. All meetings are public meetings unless designated as a closed session meeting.

A. Types of Meetings

1. **Regular Meeting.** At its annual meeting in June, the Board shall establish a meeting schedule of not fewer than six (6) regular meetings for the upcoming year. The Board shall maintain a copy of the schedule for its regular meetings on its website and a hard copy shall be filed with the Board’s Secretary and shall be posted in a centralized location on campus. If the schedule is revised, the Board’s Secretary shall cause to have the website updated and revise the posted copy of the schedule as soon as possible. Any changes to the regular meeting schedule, except for the cancellation of a meeting, shall require seven (7) days’ notice before the day of the first meeting held under the revised schedule.
   The Board’s Secretary shall keep the minutes for all regular meetings and the minutes shall be approved by the Board at its next regular meeting.
2. **Special Called Meeting.** A special-called meeting may be called by either the Board Chair or the College President. The Board’s Secretary shall prepare the notice for the special called meeting. The notice must be sent to Board members at least 48 hours in advance and the notice must state the time, place and purpose(s) for the special called meeting. The notice will be sent via electronic mail to the Board members’ email address of record. If there is a bulletin board with Board meeting schedules, the special called meeting notice must be posted there at least 48 hours prior to the special called meeting. If no bulletin board is used, the Board’s Secretary shall post the notice on the door of the Board’s meeting room at least 48 hours prior to the special called meeting. If, 48 hours prior to the meeting, the public does not have access to either the bulletin board or interior door of the Board’s meeting room because the building is closed (e.g., if the special called meeting occurs on Monday but the building is closed over the weekend), the Board’s Secretary shall post the notice on the front of the exterior door to the building where the Board’s meeting room is located.
   In addition, the Board’s Secretary shall deliver the notice by email to each person who has submitted a written request for notices of the Board’s meetings. The notice shall also be posted on the College’s website prior to the scheduled time of the meeting.
   The Board’s Secretary shall keep minutes of all special-called meetings and the minutes shall be approved by the Board at its next regular meeting.

3. **Emergency Meeting.** In the event of an unexpected circumstance for which the Board's immediate consideration is required and a meeting is necessary without 48 hours' notice, the Board Chair or the College President may call an emergency meeting. The Board's Secretary shall prepare the notice of the time and location for the meeting. The notice shall be sent via electronic mail to Board members' email address of record.
   In addition, the Board's Secretary shall deliver the notice by email to each person who has submitted a written request for notices of the Board's meetings.
   The Board's Secretary shall keep minutes of all special-called meetings and the minutes shall be approved by the Board at its next regular meeting.
4. **Recessed Meeting.** If proper notice was given at the original meeting and if the time and place of the recessed session were set during open session, no further notice is required, except, notice shall be posted on the College website prior to the scheduled recess meeting.

B. Closed Session Meetings

The Board may conduct business in closed session when permitted by the reasons enumerated in N.C.G.S. § 143-318.11(a)(1)-(9) or as otherwise permitted by law. The Board may hold a closed session upon a motion duly made and adopted during the open portion of the meeting. Every motion shall site the legal reason for going into closed session and the law that renders the information confidential or privileged. A motion based on the need to consult with an attorney employed by the Board regarding the handling or settlement of a lawsuit must identify the parties in the lawsuit.

Unless otherwise designated by the Chair, the Board's Secretary shall keep minutes of all special-called meetings and the minutes shall be approved by the Board at its next regular meeting.

C. Electronic Meetings

The Board may conduct a meeting by use of conference telephone or other electronic means indicated by N.C.G.S. § 143-318.13(a). The Board shall provide a location and means whereby the public may listen to the meeting.

II. Committee Meetings

In accordance with the Trustees' By-Laws, the Board may establish standing or ad hoc committees as necessary. The Chair shall appoint the members of the committees as well as the committee chairs. Committees established by the Board, including the Executive Committee, are subject to this policy except that a majority of the committee's members, present and in attendance at the meeting, shall constitute a quorum of the committee.

III. Meeting Procedures

1. **Parliamentary Procedures.** When conducting its meeting, the Board shall use the parliamentary procedures consistent with the most updated version of *Roberts Rules of Order*. As part of his/her official duties, the Board Chair shall serve as the parliamentarian officer and shall rule on issues and questions concerning

parliamentary procedure. As needed, the Board Chair shall consult with the Board's attorney regarding matters of parliamentary procedure.

2. **Meeting Agenda.** The Board Chair and the President will prepare a proposed agenda for each Board meeting. A request to have an item of business placed on the agenda must be received at least five (5) business days before the meeting. Each Board member will receive a copy of the proposed agenda four (4) business days prior to the meeting and the agenda will be available for public inspection and/or distribution immediately after being made available to Board members. At the meeting, the Board may, by a majority vote, add an item that is not on the agenda.
3. **Quorum.** Eight (8) voting members of the Board in actual attendance at meetings shall constitute a quorum for the transaction of business. Unless otherwise stated, no business shall be transacted without a majority vote of the quorum. A Board member may participate by remote or electronic access as allowed by law. A majority of the full Board is required for the election, non-renewal, or termination of the College President.
4. **Ethics Statement.** At the beginning of each Board meeting (including Board committee meetings), the Chair shall remind all members of their duty to avoid any conflict of interest and shall inquire as to whether there is any known conflict of interest with respect to any matters coming before the Board (or Board committee) at that time.

Policy Number: 01.06

Legal Reference:

Chapter 143, Article 33C of the North Carolina General Statutes; N.C.G.S. § 138-15(e)

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