

203.1 RAS POLICY - CONDUCTING BOARD BUSINESS AND MEETINGS

I. PURPOSE

The purpose of this Policy is to specify the rules, in addition to those established by law and other Board policies and governance documents, that the Board and Board members must follow when conducting Board business and meetings.

II. GENERAL STATEMENT OF POLICY

In order to fulfill its legal responsibilities, efficiently and effectively conduct its business, and maximize productive time and dialogue during its meetings, the Board has developed and must, as individual members and a collective body, adhere to the rules, standards, and norms for conducting its business and meetings.

III. BOARD BUSINESS

A. General

1. Board business is conducted by the Board only through official actions taken at a properly-noticed and open meeting when a quorum of Board members is present.
2. Committees have assigned Board members to ensure that there is adequate Board representation at each meeting, and to limit Board member participation to a maximum of three members to avoid a quorum.
3. The Board may give work direction to and evaluate the performance of one District employee: the Superintendent. The Superintendent takes work direction from the Board, not individual Board members.
4. The Superintendent is responsible for following all laws, regulations, policies and procedures governing the bidding for, evaluation, and selection of third party services and, when required, to bring information about proposals and the administration's recommendation to the Board for approval. Except for Board-only products and services, such as Board professional development, Board members must not attempt to insert themselves into a bidding/contracting process at any stage, unless otherwise provided by law or authorized by the Board.

B. Legal Advice and the Attorney-Client Privilege

1. The Board Chair may contact legal counsel to seek advice on matters within the Board's authority. Other Board members must not contact legal counsel for the District unless they have been given prior approval from the Board to do so. Attorneys contracted to provide legal services to the District represent the Board as

a whole; not individual Board members or District employees.

2. The attorney-client privilege is held by the Board as a body. Individual Board members do not have the legal right to waive the privilege or to disclose confidential legal advice or other information protected by the attorney-client privilege.
 3. Board and Board Committee members have no right to record a meeting that has been closed for the purpose of receiving legal advice from an attorney (under the Open Meeting Law, this is a meeting closed “as permitted by the attorney-client privilege.”)
- C. Electronic Communications
1. Board members, except the Board Chair if necessary, must not send or forward any written communication(s), including texts, emails, chats, faxes, and posts, to a quorum or more of Board members to avoid possible violation of the Open Meeting Law. Best practice is for the Superintendent to send such communications and for Board members to reply only to the Superintendent.
 2. Emails and text messages between two Board members, between a Superintendent and a Board member, or between another employee and a Board member are not necessarily protected from disclosure under the Minnesota Government Data Practices Act (MGDPA). All government data is presumed to be public data and may have to be disclosed in response to a data practices request.
 3. If Board members use their personal email accounts or their personal phones (for example, by sending text messages) to conduct Board business, they are taking the risk that their emails and/or text messages may be searched in the event that the District becomes involved in litigation.

IV. BOARD MEETINGS

- A. Requirements Prior to Meetings
1. Board members must review the materials distributed prior to a Board meeting and ensure that they are prepared to discuss and act on the issues coming before the Board. As part of this preparation, Board members must contact the Superintendent no later than Friday at noon prior to a Board meeting if they have governance questions about the agenda items and/or materials they have received for that meeting.
 2. If Board members pose questions for the first time at a Board meeting they may not receive a response during the meeting. If Board members know in advance that they need specific governance information to be prepared for discussing or taking action on an issue, it is their responsibility to provide sufficient advance notice to the Superintendent. A Board member’s failure to prepare for a meeting by ensuring they have access to the governance information they need prior to or at a Board meeting is not, in and of itself, a reason for the Board to table a motion or otherwise

delay taking action.

3. The Board Chair and the Superintendent or designee must inform Board members in advance of Board meetings if they are aware that Board member attendance is likely to be insufficient to establish a quorum.

B. Parliamentary Procedure

The rules contained in the then-current edition of Robert's Rules of Order govern the conduct of Board meetings in all cases to which they apply and in which they are not in conflict with statutory requirements, Board Bylaws, Board policies, and/or any special rules of order adopted by the Board.

C. Special Rules of Order

1. Members will speak while seated.
2. A member may speak to an issue only after the member is recognized by the Board Chair.
3. The Board Chair decides the order in which Board members will be recognized to address an issue. The Board Chair must make a good-faith effort to alternate between pro and con positions, if germane to the discussion.
4. The Board Clerk must keep a record, and include in the minutes: the motion and any approved amendments, and the names of members making and seconding each motion and amendment.
5. The Board Chair or designee must repeat a motion or the substance of a motion prior to a vote on the motion.
6. The Board Chair must call for affirmative and negative voice votes on all motions, unless a different manner of voting is required, such as a roll call vote.
7. The Board Chair or designee must announce the result of each vote. The vote of each member, including abstentions, must be recorded in the minutes. If the vote is unanimous, the result may be entered as unanimous in the minutes provided that the minutes record the members present and voting at the time of the vote.
8. When abstaining from a vote of the Board, or recusing oneself, due to an actual or perceived conflict of interest, a Board member must state the reason(s) for their abstention or recusal.
9. Board rules may be suspended until the next successive meeting by a vote of two-thirds of the Board members present or five Board members, whichever is greater.
10. The Board Chair may declare a recess at any time after explaining the reason for the recess.

The following references include some of the laws, regulations, and/or policies which are related to the topics contained in this Policy. This is not an exhaustive list and is provided for information purposes only.

Legal References: Minn. Stat. Ch. 13D (Open Meeting Law)
Minn. Stat. § 123B.09, Subds. 6, 7, and 10 (Boards of Independent School Districts)
Minn. Stat. § 123B.14 (Officers of Independent School Districts)

Cross References: None