

**AZTEC SHOPS, LTD.  
BOARD OF DIRECTORS**

**Open Meeting Policy**

1. Background: Aztec Shops, an auxiliary organizations of the California State University is subject to the open meeting requirements set out in California Education Code §§ 89920-28.1 The following procedures are intended to complement and implement those statutory requirements. See cited references in Sections 2 through 12 below.
2. Scope of Application: These procedures apply to the Board of Directors and Committees of the Board. A meeting is a quorum of the relevant body gathered to discuss or act upon a business matter (no matter how informal and whether or not notice has been given). Written posting, notice and waivers may be given by electronic means.
3. Minimum Meeting Requirement: The Aztec Shops Board of Directors will hold at least four meetings per fiscal year. Reference: Education Code § 89903(b).
4. Regular Meeting Schedule: Aztec Shops posts on its website each July the time and locations for that upcoming year's regular meetings. Reference: Education Code § 89921.
5. Regular Meeting Notice and Action Requirements: Except as provided in Section 6 below, meetings require one week prior written notice. No action by the Board or Committees will be taken at a meeting on any issue unless and until the matter has been publicly posted for at least one week. A meeting agenda may be changed only with respect to the order of items and the addition or deletion of non-action items. Reference: Education Code §§ 89921 and 89924.
6. Special Meeting Requirements: Special meetings require at least 24-hour written notice of the time, place, and the specific agenda of items to be discussed or acted upon to board members, notice-requesters, or persons directly affected by meeting business. Special meeting notice may be waived in writing to the corporate Treasurer-Secretary by any board member before or at such meeting, and is deemed waived by presence when the meeting convenes. A special meeting may be called at any time by the Board of Directors presiding officer or Committee chair, or by a majority of the relevant body, by delivery personally or by mailed written notice to each body member, and to any notice requester or other party to be directly affected by such meeting. No business other than that set out in the notice shall be considered at such meetings. Reference: Education Code § 89922.
7. Closed Session Requirements: A meeting may adjourn to closed session in circumstances limited exclusively to: litigation, collective bargaining, the appointment, employment, evaluation of performance, or dismissal of an employee, or a hearing on complaints or charges brought against any employee by another person or employee (unless the

employee requests a public hearing). The term “employee” does not include any person elected or appointed to an office. Upon a favorable vote of a Board of Directors or Committee majority, a closed session may be held to discuss investments where a public discussion could have a negative impact on the organization’s financial situation. In this case, a final decision shall only be made during public session. Reference: Education Code § 89923.

8. Meeting Notice: Any individual or media representative may see a Meeting Notice on Aztec Shops website.
9. Persons Permitted to Attend Meetings: The Board and Committees shall conduct their business in public. Except as specifically provided in Section 7 above, meetings will be open and public, and all persons will be permitted to attend. The Board and/or Committees may prescribe a reasonable written meeting protocol to help ensure that a meeting is conducted effectively without unnecessary disruption. Any such protocol shall be announced at the opening of the meeting. Reference: Education Code § 89920.
10. Meeting Preparations:
  - a) The meeting agendas will be developed and prepared by the Designated Staff in coordination with the Chair and will be comprised of recommendations and reports ready from each Committee. The Audit Committee will also be included on the Board agenda when the Chair of that committee needs to make a report to the Board. Board members with potential agenda items should contact the Designated Staff to coordinate the item for timely inclusion on a meeting agenda.
  - b) The Designated Staff will confer with the Chair prior to the Board meeting in order to set the agenda, permit preparation of staff reports, and satisfy required notice timelines.
  - c) The Chair will work with the Designated Staff to ensure that the agenda reflects accurately and completely matters that are timely and ripe for the Board of Directors to consider.
  - d) Meeting notices, including specific agenda items, shall be posted on the organization’s website at least one week before regular meetings, except as permitted by law for special meetings that require 24-hour notice/posting.
  - e) Each item in the agenda packet to the Board of Directors should include an appropriate staff report introducing the item and providing summary background, analysis, alternatives, recommendation and, if necessary, supporting documentation sufficient to properly inform Board members and permit them to make prudent judgments on the item. While confidential agenda information under statutory standards will not be available to the public, other information may be either provided before or at the meeting, and may be posted in advance of a meeting on the organization’s website.
  - f) The Board of Directors or Committee members are cautioned to avoid any formal or informal gatherings constituting a quorum of that body to discuss agenda items prior to a meeting, or any series of gatherings prior to a meeting not constituting a quorum which could be construed as forming a consensus on any item to be considered at the meeting.

## 11. During the Meeting:

The conduct of meetings will be guided by Robert's Rules of Order in a practical manner, consistent with the California Nonprofit Public Benefit Corporation Law and the California Education Code. The GB or sub-board may establish a reasonable written protocol and speaking limitations for public comments.

Typical Meeting Agenda Sequence:

- I.) Call to Order
- II.) Review/approve Minutes of Previous Meeting(s)
- III.) Public Comments
- IV.) Management /Committee Announcements
- V.) Action Items/Consent Agenda (committees, Board Members & Staff)
- VI.) Executive/Closed session (as scheduled)
- VII.) Adjournment

Consent Agenda. The Consent agenda may be approved with the Chair stating "If I hear no objections, the Consent Agenda is passed." Any item on the Consent Agenda may be removed to the appropriate agenda-sequence by a Board Member without discussion. The GB may establish more detailed procedures relating to the Consent Agenda process.

Reports and Action Items. The Chair should introduce the name of the Report and Business Action item on the agenda, and then ask staff to summarize the nature of the item and take up any required detail to elaborate on more complex matters.

## 12. Meeting Protocol

Members of the General Public (those who have not been explicitly invited to present on specific agenda topics) will make themselves known to the Aztec Shops staff (name and town of residence) as a Visitor to the meeting, and will be acknowledged by the Chair during the time specified for such comment by the Public (Section II of the Board Agenda). The Visitor may choose to speak or not, and may stay in the room for the duration of the meeting or may speak and leave. Each Visitor may speak for a total of no more than 3 minutes.