

## 1. PURPOSE

While established as an independent organization, the Victor Valley College Foundation strives to be transparent in its business dealings and welcomes guests to attend its monthly Board of Directors meetings. Occasionally, however, in carrying out the mission of the organization, its Board must consider items of a confidential nature. In such instances, guests may be excused from Board meetings as set forth in this policy.

## 2. POLICY:

The Victor Valley College Foundation Board of Directors allows guests to participate as spectators and when invited as advisors during the conduct of its regular business, but reserves the right to excuse all guests when considering confidential items.

## **Procedure:**

For the purposes of this policy, a guest shall include all non-voting individuals present during a duly called meeting of the Victor Valley College Foundation Board of Directors. This shall include, but not be limited to, visitors, ex-officio liaisons, and emeritus council members. At the discretion of the President, Foundation staff may be permitted to remain present in the meeting to ensure proper recording of actions taken during the closed session. Professional advisors (i.e. Attorneys) may be consulted during closed session.

Guests may be excused from meetings when any of the following occur:

- An item on the agenda indicates that it will be considered in closed session
- During the course of a meeting, the President determines that a discussion warrants closed session
- During the course of a meeting, a majority of Board members present vote to move an item under consideration into closed session.

Examples of topics that may warrant closed session discussions include:

- Legal issues involving potential or actual litigation
- Personnel matters
- Confidential donor negotiations

## A meeting shall be closed as follows:

- 1. The President shall announce that the Foundation Board of Directors will enter a closed session discussion and excuse guests from the room. In doing so, the President will announce any non-voting individuals, such as staff or professional advisors, who will be permitted to stay.
- 2. Before discussion commences, the President shall assign a record keeper. The record keeper may be a member of staff or of the Board of Directors, but shall not be the President. The name of the record keeper must be known to all present prior to the discussion.

- 3. The President shall preside over all closed session discussions.
- 4. Roberts Rules of Order shall be followed.
- 5. The meeting shall be reopened, at the conclusion of the item under discussion. Action resulting from the discussion shall be reported publicly to the board and any guests upon reopening the meeting.
- 6. A discussion shall be considered concluded upon an action taken to resolve the issue under discussion, or upon a majority vote of the board to conclude the discussion without action. Once concluded, the meeting shall be reopened.

All present during closed session meetings will respect the confidentiality of the discussion. Action taken as a result of those discussions, however, will be recorded in the minutes of the meeting during which a closed session occurred.