



# Open Meetings Policy



In this policy, the Board of Directors is exercising its powers to adopt rules to prohibit secret meetings of the Board of Directors and other bodies associated with the Board of Directors, except as specifically permitted in the bylaws, including Board Committee meetings at which recommendations are discussed, but no action is taken, Board workshops, and Board retreats. No more than three Board workshops or retreats will be conducted each calendar year.

## Section 1. Open Meetings Requirement

Every regular, special, or called meeting of the Board of Directors shall be open to the members, except as provided by this policy.

## Section 2. General Provisions

A "meeting" means a deliberation between a quorum of the voting Board of Directors or between a quorum of the voting Board of Directors and another person, during which Cooperative business or policy over which the Board of Directors has responsibility is discussed or considered and during which the Board of Directors takes formal action. The term does not include the gathering of a quorum of the Board of Directors at a social function, or the attendance by a quorum of the Board of Directors at a regional, state, or national convention or workshop, ceremonial event, or press conference, if formal action is not taken and any discussion of PEC business is incidental to the social function, convention, workshop, ceremonial event, or press conference. An "open meeting" means open to all members of the Cooperative; an "executive session" means a meeting to which the members do not have access.

## Section 3. Open Meetings Training

Each Director, Advisory Director, and Advisory Director-at-large shall complete a course of training regarding the responsibilities of the Board of Directors

and its members under this section, not later than the 180th day after the date the Director assumes responsibilities as a member of the Board of Directors. The General Manager, the Assistant General Managers, and any staff member recommended by the General Manager shall also complete the training, no later than the 180th day after their date of hire with the Cooperative. The General Manager shall ensure that the training is made available. The failure of one or more members of the Board of Directors to complete the training required by this section does not affect the validity of an action taken by the Board of Directors.

## Section 4. Board Meeting Records

The Board of Directors shall prepare and keep minutes and/or make a recording of each open meeting of the body. The minutes must state the subject of each deliberation; and indicate each vote, order, decision, or other action taken. The minutes and recordings of an open meeting shall be available for inspection and copying by members on request to the Board Secretary or the Secretary's designee. A member in attendance may record all or any part of an open meeting of the Board of Directors by means of a tape recorder, video camera, or other means of audio or visual reproduction. The Board of Directors may adopt reasonable rules to maintain order at a meeting, including rules relating to the location of recording equipment and the manner in which

the recording is conducted. A rule adopted by the Board of Directors may not prevent or unreasonably impair a member from exercising a right granted in this section.

## Section 5. Notice of Meetings

- (a) The Board of Directors shall give written notice of the date, hour, and place of all Board meetings. The notice of a meeting of the Board of Directors must be posted in a place readily accessible to the members at all times for at least 72 hours before the scheduled time of the meeting. The Board of Directors will post the meeting notice physically on a bulletin board in a place convenient to the members at the Cooperative's headquarters and at each of the district offices, as well as on the Cooperative's web site.
- (b) If the Board of Directors recesses an open meeting to the following regular business day, they are not required to post notice of the continued meeting if the action is taken in good faith and not to circumvent this section. If an open meeting is continued to the following regular business day and, on that following day, the Board of Directors continues the meeting to another day, the Board of Directors must give written notice as required by this section of the meeting continued to that other day.
- (c) In an emergency or when there is an urgent necessity, the notice of



a meeting or the supplemental notice of a subject added as an item to the agenda for a meeting for which notice has been posted in accordance with this subchapter is sufficient if it is posted for at least two hours before the meeting is convened. An emergency or an urgent necessity exists only if immediate action is required of the Board of Directors because of a reasonably unforeseeable situation. The Board of Directors shall clearly identify the emergency or urgent necessity in the notice or supplemental notice under this section. The Board Secretary or the Secretary's designee will post the revised agenda on the Cooperative's web site and physically at the Cooperative's headquarters and at each of the district offices at least two hours before the meeting convenes.

- (d) If, at a meeting of the Board of Directors, a member of the Cooperative or of the Board inquires about a subject for which notice has not been given as required by this subchapter, the notice provisions of this subchapter do not apply to:
- (1) a statement of specific factual information given in response to the inquiry; or
  - (2) a recitation of existing policy in response to the inquiry. Any deliberation of, or decision about, the subject of the inquiry shall be limited to a proposal to place the subject on the agenda for a subsequent meeting.

## **Section 6. Exceptions to Requirement That Meetings Be Open: Executive Sessions**

- (a) The Board of Directors may conduct a private consultation with its attorney and any other person whose presence the Board deems necessary, when they seek the advice of their attorney on legal matters. Legal consultation includes, but is not limited to, advice about anticipated or pending litigation, settlement offers, and interpretations of the law.
- (b) The Board of Directors may conduct an executive session to deliberate the purchase, exchange, lease, or value of real property if deliberation in an open meeting could have a detrimental effect on the Cooperative. The Board reserves the right to take action on said real estate matters in executive session.
- (c) The Board of Directors may conduct an executive session to deliberate business and financial issues relating to a contract being negotiated if, in good faith, the Board determines that deliberation in an open meeting would have a detrimental effect on the position of the Cooperative.
- (d) The Board of Directors may conduct an executive session to deliberate the Cooperative's personnel issues or to hear a complaint or charge against a Director or Cooperative employee or consultant. However, this subsection does not apply if the Director or employee who is the subject of the deliberation or hearing requests a public hearing. The Board reserves the right to take action on said personnel matters in executive session.
- (e) The Board of Directors may conduct

an executive session to deliberate "competitive matters," meaning utility-related matters that the Board, in good faith, determines are related to the Cooperative's competitive activity, including commercial information, and would, if disclosed, give advantage to competitors or potential competitors. The Board reserves the right to take action on said competitive matters in executive session.

- (f) The Board of Directors may conduct an executive session to discuss security issues including, but not limited to, security personnel, security devices, and security audits.

## **Section 7. Executive Session Procedures**

Before an executive session is held, the Board of Directors will first convene in an open meeting for which notice has been given as provided by Section Five and during which the presiding Director announces that an executive session will be held and identifies the subsection(s) under which an executive session is held. A final action, decision, or vote on a matter deliberated in an executive session under this chapter may only be made in an open meeting that is held in compliance with the notice provisions of Section Five. The Board Secretary or the Secretary's designee will make and keep a written or audio record of the proceedings of each closed meeting. The record will include a statement of the subject matter of each deliberation, a record of any further action taken, and an announcement by the presiding Director at the beginning and the end of the meeting indicating the date and time. The record will be preserved for at least two years after the meeting.

Para nuestros miembros que lo prefieren, tenemos telefonistas que hablan español y pueden responderles a sus preguntas las 24 horas al día. Para mas información en español o inglés, llamen a cualquier oficina de PEC.

