

SOUTHEASTERN ECONOMIC DEVELOPMENT CORPORATION

CORPORATE POLICY 1.03

MEETINGS OF THE BOARD OF DIRECTORS

Chapter: 1.0 – Governance Policies
Section: 1.03 – Meetings of the Board of Directors
Effective Date: November 17, 2010

1.0 PURPOSE

1.1 To establish a policy for conducting the meetings of the BOARD.

2.0 EFFECTIVE DATE AND AMENDMENTS

2.1 This Policy shall be effective upon the approval by the BOARD. This Policy may only be amended by approval of the BOARD.

3.0 PROCEDURES

3.1 The President or his/her designee is authorized to establish and disseminate administrative procedures to implement this BOARD POLICY, as applicable.

4.0 POLICY

4.1 BOARD meetings shall be conducted by the Chair of the BOARD (“Chair”). In the event that the Chair is not present, then the meeting shall be conducted by the Vice Chair of the BOARD.

4.2 All meetings shall be conducted in compliance with the BROWN ACT and BYLAWS.

4.3 Regular meetings of the BOARD shall be held at least 10 times a year. The regular meeting dates and times shall be set annually by BOARD resolution. The BOARD may vary the location. Notice of meeting shall be made available to the media and public as required by the BROWN ACT and the BYLAWS.

4.4 Special meetings may be called by the Chair or by a majority of the BOARD in accordance with the BROWN ACT and the BYLAWS.

4.5 All meetings shall be held at the principal office of the CORPORATION or other locations as deemed appropriate by the BOARD and/or President.

4.6 All meetings shall be open to the public, except for closed sessions held pursuant to the BROWN ACT or otherwise permitted by law.

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- 4.7 Closed sessions shall be held upon the order of the President, the Chair, or a majority vote of the BOARD. Such closed sessions may be only for purposes permitted by BROWN ACT or otherwise permitted by law, and in accordance with the City of San Diego's Policy on Closed Session except that records of closed session may also be taken by audio recording in lieu of certified court reporter. Any audio recordings of closed sessions shall be maintained by CORPORATION's Legal Counsel at all times.
- 4.8 The presence of a majority of the directors presently appointed to the BOARD of the CORPORATION at a meeting of the BOARD shall constitute a quorum for the transaction of business.
- 4.9 The PRESIDENT shall ensure that an agenda is prepared and distributed for each regular and special BOARD meeting in a manner which is consistent with the BROWN ACT and BYLAWS. Any member of the BOARD or the PRESIDENT may request an item be included on a forthcoming BOARD agenda. The item shall be included on an agenda (1) upon the review and approval of the PRESIDENT, or (2) by direction of the BOARD at a prior meeting.
- 4.10 Order of Business as reflected on BOARD meeting agendas shall be as follows:
- a) Call to Order;
 - b) Roll Call (verbal for record);
 - c) Announcement of the Closed Session Agenda, public testimony on Closed Session Items, and Adjournment into Closed Session
 - d) Closed Session
 - e) Reconvene Open Session
 - f) Non-agenda Public Comment;
 - g) Approval of the minutes;
 - h) Corporation Report;
 - i) Consent Agenda Items. Items of routine nature or approved unanimously by a Committee shall be indicated as consent items and shall be acted upon without individual comment with one vote; provided, however, if anyone indicates a desire

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to discuss any item listed as a consent matter, then that item shall be removed from the consent agenda for individual discussion and voting;

- j) Regular Agenda Items. Regular items requiring BOARD action, arranged in a sequence that will minimize unnecessary waiting by the public and interested persons;
- k) BOARD Comment; and
- l) Adjournment.

- 4.11 An affirmative vote of a majority of the directors that are present at a meeting at which a quorum is present shall be regarded as an official act of the BOARD, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, BYLAWS or the other law.
- 4.12 Any motions to “approve” an item on the agenda shall mean approval of the staff recommendation as set forth in the item, unless the motion provides otherwise.