

Town and Gown of USC

Electronic Meetings

Policy

Exigent Circumstances

With the advent of several electronic meeting applications including Skype, Web-ex, Zoom, etc., Town and Gown of USC's Board of Directors, in their capacity as either a Director or as a member of the following committees: Executive Finance, Governance, or Nominating Committee (herein referred to individually as a "committee") may need to meet electronically. Committees other than those named above may also hold electronic meetings as needed. Electronic meetings shall be deemed appropriate under the following circumstances:

1. Any national or state emergency, such as the onset of a pandemic, that might preclude in-person meetings in which people sit and interact in close proximity;
2. Any time a pressing or time sensitive issue needs to be addressed or voted on before the next scheduled, in-person Board or Committee Meeting;
3. When the Board or a Committee needs to meet and there is no available room on campus; and/or
4. When Committee Members need to meet and do not have time to drive to a central location for an in-person meeting.

Procedures

For any Electronic Board or Committee Meeting held for one or more of the above stated reasons, all actions presented and approved by the Board, electronically and all matters presented for discussion during Skype, Web-ex, Zoom, etc., meetings shall be deemed to be authorized, confirmed, and ratified to the same extent as if such actions and matters were presented and voted upon in person at a meeting in which the requisite quorum were present and counted. In addition, the following procedures must be met:

1. All Board Directors have signed the Electronic Vote Consent Form (EVCF) prepared by the Parliamentarian. The EVCF is an agreement to have the Directors' electronic votes counted when requested between formal Board Meetings or at Electronic Committee meetings.

2. The electronic meeting must be called by the CEO/President, or the Committee Chair with the knowledge of the CEO/President. Official electronic minutes of Board Meetings must be kept in the same manner and to the same extent as are those of in-person Board Meetings. A summary of all electronic Committee Meeting Minutes must be included in the next scheduled, in-person or Electronic Board Meeting Consent Agenda, whichever may be applicable.
3. All Board Directors or Committee Members have been notified of the meeting as required by the Bylaws of Town and Gown of USC. In the case of emergency electronic meetings, Board Directors or Committee Members shall be notified as soon as the exigent circumstances permit.
4. A quorum (51% of the membership of the Board or Committee) is present. No votes other than adjournment or rescheduling of a meeting may be taken without a quorum being present.
5. Official meeting minutes are recorded and submitted to the Secretary and CEO/President in a timely manner.

Approved: 10/30/2018

Revised and Approved: 05/28/2020

Revised and Approved: 08.20