

## **GATEWAY PROGRAM DEVELOPMENT CORPORATION (GDC) OPEN MEETINGS AND TRANSPARENCY POLICY**

### **I. Introduction**

A. This document sets forth the official policy of Gateway Program Development Corporation (GDC) relating to public attendance at and participation in meetings of the GDC'S Board of Trustees (the "Board").

B. The goals of this policy are to: provide advance notice of all public meetings of the Board (including matters expected to be considered at the meetings); provide procedures governing when business may be conducted in executive (closed) session; protect rights of personal privacy from unwarranted invasion; set forth exceptions from the general policy; accommodate representatives of all groups and constituencies who may wish to attend Board meetings; establish procedures with respect to groups or individuals who do not observe appropriate standards of decorum; and govern the release of materials that reflect actions taken both in public session and the preparation of the minutes of meetings of the Board.

### **II. Policy**

A. The activities and decisions of GDC, a New Jersey nonprofit corporation, may implicate the expenditure of public funds or the use of public assets and are taken in the public interest. Accordingly, it is GDC policy that members of the general public should have access to the Board's meetings.

B. The public portions of the Board's meetings shall be video recorded and posted on GDC's website and, where practicable, live streamed on the website or via a third party platform accessible from a link on the GDC website.

C. For purposes of this policy, the term "meeting" means any gathering, whether corporeal or by means of communication equipment, which is attended by, or open to, the Board, held with the intent, on the part of the trustees present, to take official action or otherwise binding action with respect to the public business of GDC. The term "meeting" does not mean a gathering (1) attended by less than a quorum of the Board, (2) at which a quorum of the Board discusses matters excepted by this policy or that will be considered in public session by a public entity that is subject to open meetings requirements, or (3) attended by or open to all the members of two or more other public bodies at a convention or similar gathering.

D. For the purposes of this policy, the term "public business" means matters which relate in any way, directly or indirectly, to the performance of the functions of GDC or the conduct of its business.

### **III. Exceptions**

As the public interest could be adversely affected, or the personal privacy or guaranteed rights of individuals (including employees) could be subject to unwarranted invasion, when certain

subjects are considered by the Board, the meetings of which would otherwise be open to members of the general public, including representatives of the media, the Board shall act in executive session (unless the Board otherwise determines) when taking action on or discussing such subjects (referred to as “subject matter exceptions”):

1. Matters involving public safety or law enforcement.
2. Matters involving external or internal investigations or audits.
3. Matters related to proposed, pending, or current litigation or judicial or administrative proceedings.
4. Matters related to collective bargaining or negotiations.
5. Matters related to personnel and personnel procedures.
6. Matters related to the purchase, sale, or lease of real property, or securities where disclosure would affect the value thereof or the public interest.
7. Matters related to, or which could impact upon, the issuance, sale, resale, or redemption of bonds, notes, or other obligations of GDC or a public entity.
8. Matters rendered confidential, privileged, or private by federal or state law or regulations or rules or decisions of court.
9. Matters in which the release of information could impair a right to receive funds from the United States or other grantor.
10. Matters involving ongoing negotiations or reviews of contracts or proposals not included in Item 4 above.
11. Matters related to the acquisition or development of facilities or projects (or the redevelopment of existing facilities or projects) when public disclosure may impact on property values.
12. Matters disclosure of which would constitute an unwarranted invasion of the personal privacy of an individual.

#### **IV. Procedures**

A. The duties of the Chairman of the Board (or, in the event s/he is unable to perform duties by reason of illness, disability, or absence, the Vice-Chairman), in connection with meetings of the Board include such powers as are necessary to conduct the meetings efficiently and in business-like fashion, giving due regard to providing members of the general public, including representatives of the media, the opportunity to attend the meetings and the need for the Board to be able to act in a timely fashion.

B. Time of and Public Participation in Meetings

1. Meetings of the Board are held as often as one or more times each month. A yearly calendar of such meetings is prepared by the Secretary. The Board may also hold special meetings consistent with GDC's Bylaws as may be necessary or desirable.
2. The Secretary ensures that reasonable seating areas are established for members of the general public, including the media.
3. In connection with the public presentation of a matter or matters for discussion or action at a meeting of the Board, members of the public present at the meeting who have registered a desire to comment may do so prior to action by the Board. In addition, prior to the end of any meeting of the Board, members of the public may address the Trustees on any GDC matter. Each commenter may be limited to a fixed time allotment, and all commenters may be limited to a fixed time allotment, taking into account the extent of the agenda; however, unless otherwise determined by the Chairman, the fixed time allotment for all commenters shall be 30 minutes. The Trustees are neither expected nor required to respond during the comment period.
4. If any member of the public or media fails to observe proper decorum or otherwise interferes with the Board's orderly conduct of business, the Chairman may expel the person(s) from the meeting, and may suspend or adjourn the meeting to another time or location.

#### C. Notice

1. A schedule of Board meetings is included in a public calendar of meetings posted on GDC's website, updated as appropriate.
2. Notice of meetings is provided:
  - a. to each Trustee in accordance with the provisions of the Bylaws;
  - b. to the New Jersey Secretary of State and the county clerks of Essex and Hudson Counties; and
  - c. on the GDC website no later than the afternoon prior to the scheduled Board meeting.
3. Notice for an individual meeting includes the time and place the meeting is to be held, whether it is a regular or special meeting, and whether it is planned to be held in open or executive session or some combination thereof. To the extent possible and known at the time notice is given, notice for an individual meeting includes a listing of items on the agenda.
4. Failure to provide such notice or any defect therein shall not affect the validity of any action taken at the meeting.

#### D. Executive Session

1. When the need occurs for consideration of matters in executive session, such a closed session may be called by either:

- a. the Trustees present at the Board meeting by a quorum thereof upon motion of one of them.
  - (1) A motion to consider or vote on matters in a closed, executive session is entertained whenever made and takes precedence over all other business and motions.
  - (2) The motion identifies the general nature of the subjects to be considered in the closed, executive session and, if it is not to take place immediately, states, as closely as possible the time and circumstances for such session and when the matters discussed or acted upon may be disclosed; or
- b. the Chairman, acting at any time (whether or not during a meeting of the Board).
  - (1) If an executive session is scheduled to be held, the notice therefor should identify the general nature of the subjects to be considered in the closed, executive session and, if it is not to take place immediately, states, as closely as possible the time and circumstances for such session and when the matters discussed or acted upon may be disclosed.
  - (2) If a closed, executive session is held in accordance with this subparagraph IV.D.1.b., the fact that such meeting was held is reported in the minutes of the meeting at which the executive session is held or of the next meeting of Board.

Prior to entering executive session, the Chairman or Secretary shall announce the reasons for discussing or acting upon matters in executive session consistent with one or more of the subject matter exceptions enumerated in paragraph III, above.

2. The Chairman, on his own motion or by unanimous consent of the Trustees present, may invite GDC officers, employees and consultants, and other persons necessary or desirable to assist in the Board's deliberations, to attend an executive session or any portion thereof.

3. The decision to hold an executive session results from a determination in the sole discretion of the Board that the nature of the matter to be discussed or acted upon is encompassed by one or more of the subject matter exceptions enumerated in paragraph III, above, and requires a closed discussion.

## **V. Minutes**

A. Minutes are kept of all action taken at public meetings of the Board.

B. After the minutes of Board meetings have been prepared for and approved by the Board, they are made available on GDC's website. They are also made available to members of the general public, including representatives of the media, upon request.

C. The minutes are to be reasonably comprehensive and are to include the time and place at which the meeting was held, trustees (or in the case of a meeting of one of the committees, the

members of the committee) and, as appropriate, others present, a summary or record of matters acted upon or discussed, and the vote, if any, on such matters.

D. Records are kept of reports made during the public portion of Board meetings involving matters other than subject matter exceptions enumerated in paragraph III, above.

1. Such reports are disclosed in the minutes.

2. Written materials, if any, prepared and distributed in connection with reports made, may be filed with the minutes maintained by the Secretary.

Adopted: \_\_\_\_\_, 2018