

# THE TRUSTEES of PURDUE UNIVERSITY

## Policy Regarding Conduct of Meetings of the Board of Trustees and Committees of the Board of Trustees Through the Use of Means of Electronic Communication

*As Adopted December 15, 2012*

**Section 1. Conduct of Board Meetings.** Meetings of the Board of Trustees (the “Board”) may be conducted through the use of means of electronic communication pursuant to applicable law and pursuant to the following policy adopted by the Board:

- a. A Trustee may, subject to the limitations specified herein, participate in a meeting of the Board by electronic communication only if the Trustee uses a means of communication that permits the Trustee, all other Trustees participating in the Board meeting, and all members of the public physically present at the place where the Board meeting is conducted to simultaneously communicate with each other during the Board meeting.
- b. At least one-third (1/3) of the Trustees must be physically present at the place where the Board meeting is conducted.
- c. All votes of the Board taken at any meeting in which a Trustee participates through means of electronic communication shall be taken by roll call vote.
- d. Each Trustee shall physically attend at least one-half (1/2) of the stated meetings of the Board annually.
- e. A Trustee who participates in a Board meeting by means of electronic communication is considered to be present at the Board meeting, shall be counted for purposes of establishing a quorum, and may vote at the Board meeting.
- f. A Trustee who wishes to participate in a Board meeting by means of electronic communication shall notify the Board Secretary as soon as reasonably possible. Except in the case of a declared emergency, a Trustee shall provide such notice not less than [two (2) days] before the Board meeting in question.
- g. Except as set forth above, there shall be no limit on the number of Trustees who may participate in any one Board meeting by electronic communication, no limit on the total number of Board meetings that the Board may conduct through the use of means of electronic communication, no limit on the number of Board meetings in which any one Trustee may participate by means of electronic communication, and no other limits or obligations imposed on a Trustee by virtue of his or her participation in a Board meeting through the use of means of electronic communication. This policy shall not affect the public’s right to attend a Board meeting at the place where the Board meeting is conducted, but no provision is hereby made for the public to attend a Board meeting at any place other than the place where the Board meeting itself is conducted.

**Section 2. Conduct of Committee Meetings.** Meetings of any Committee of the Board of Trustees (a “Committee”) may be conducted through the use of means of electronic communication pursuant to applicable law and pursuant to the following policy adopted by the Board:

- a. A Trustee may, subject to the limitations specified herein, participate in a meeting of a Committee by electronic communication only if the Trustee uses a means of communication that permits the Trustee, all other Trustees participating in the meeting, and all members of the public physically present at the place where the Committee meeting is conducted to simultaneously communicate with each other during the Committee meeting.
- b. All votes taken at any Committee meeting in which a Trustee participates through means of electronic communication shall be taken by roll call vote.
- c. Each Trustee shall physically attend at least one (1) meeting of each Committee of which he or she is a member annually.
- d. A Trustee who participates in a Committee meeting by means of electronic communication is considered to be present at the Committee meeting, shall be counted for purposes of establishing a quorum, and may vote at the Committee meeting.
- e. A Trustee who wishes to participate in a Committee meeting by means of electronic communication shall notify the Board Secretary as soon as reasonably possible. Except in the case of a declared emergency, a Trustee shall provide such notice not less than [two (2) days] before the Committee meeting in question.
- f. Except as set forth above, there shall be no limit on the number of Trustees who may participate in any one Committee meeting by electronic communication, no limit on the total number of Committee meetings that a Committee may conduct through the use of means of electronic communication, no limit on the number of Committee meetings in which any one Trustee may participate by means of electronic communication, and no other limits or obligations imposed on a Trustee by virtue of his or her participation in a Committee meeting through the use of means of electronic communication. This policy shall not affect the public’s right to attend a Committee meeting at the place where the Committee meeting is conducted, but no provision is hereby made for the public to attend a Committee meeting at any place other than the place where the Committee meeting itself is conducted [nor does this policy require the physical attendance of any specified number of Committee members at the place where any given Committee meeting itself is conducted].