

MEMORANDUM

TO: DIA Board

FROM: Lori Boyer, CEO

DATE: April 18, 2022

RE: Committee Structure and Procedures

Background:

At the most recent Strategic Implementation Committee (SIC) meeting several questions arose regarding quorum for a standing committee as well as the ability of a committee member who is attending virtually to vote in said meeting. Upon review of DIA bylaws, this memo is intended to communicate staff's findings and provide clarification moving forward.

Committee Quorum

Up until the recent resignation of Board Member Bill Adams, SIC had four regular members. The decision to designate SIC as a four-member committee came in 2019 as the result of a Governance Committee recommendation in an effort to broaden the audience and input of board members at the committee level. This was not adopted as a Bylaw change but simply a policy followed by Board Chairs, in their discretion. Nonetheless, DIA bylaws only require a minimum of three regular members.

- 5.2 Standing Committees:** The Chair shall appoint the membership of the standing committees. Each committee shall consist of no less than 3 Board members.

Until the time of a new appointment to SIC by the Chair, it is to remain a 3-member committee with the Chair serving as an ex-officio member. Quorum for a standing committee requires a majority of the regular members which in this case is two.

- 5.5 Standing Committee Quorum:** A quorum of any standing committee shall consist of a majority of the regular members. In the event of absence or conflict by one of the standing committee members, the Chair shall be counted in determining whether a quorum is present and shall be entitled to vote.

Voting

Board members who are virtually attending a board meeting that has been publicly noticed and at which a quorum is physically present are permitted to vote if they are unable to physically attend due to an approved extraordinary circumstance. Presently, these are as follows:

1. Illness, injury or other health matters; or
2. Out-of-town business-related trips.

Bylaws state that any board member attending virtually due to an approved extraordinary circumstance may participate and vote as long as such member notifies the board chair and board staff.

- 6.4 Quorum:** Six (6) members shall establish a quorum. All decisions and recommendations of the Board shall require a concurring vote of a majority of the members participating. Tie votes shall result in the subject agenda item being continued to the next meeting of the Board. If at any time during the meeting the quorum is lost, such shall be stated in the minutes and no further final action may be taken by the Board.

For board meetings (including committee meetings) required to be held at a physical meeting place, a board member may attend, participate, and vote at such meetings using communications media technology (as that term is defined in 28-109, Florida Administrative Code), if (1) the meeting has been properly noticed, (2) a quorum of the board is physically present at the meeting place; and (3) such board member is unable to physically attend the meeting place due to an extraordinary circumstance. Such member's attendance at a board meeting via communications media technology will not be considered an absence for such member. Additionally, such member's attendance may not be counted towards the board's establishment of a quorum. For purposes of this provision, the board hereby approves the following circumstances as extraordinary circumstances that may prevent a board member from physically attending a board meeting in-person (an "Approved Extraordinary Circumstance"):

1. Illness, injury or other health matters; or
2. Out-of-town business-related trips.

A board member who attends a board meeting via communications technology due to an Approved Extraordinary Circumstance may do so without further necessary action by the board as long as such member notifies the board chair and board staff prior to the meeting. The board may approve additional extraordinary circumstances, as may be presented to the board, on a case by case basis in the board's good judgement.