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- **Closed Session Procedures –** *Generally*
  - ◇ Practices in violation – failure to meet procedural requirements

- **Closed Session Procedures** – *Written Statement*
  - ◇ Practices in violation – failing to prepare

- **Exceptions Permitting Closed Sessions –**
  - ◇ *Business Relocation, §10-508(a)(4)* – membership in athletic conference: outside exception

- **Exceptions Permitting Closed Sessions –**
  - ◇ *Legal Advice, §10-508(a)(7)* – Within exception
    - advice on compliance with Act

- **Exceptions Permitting Closed Sessions –**
  - ◇ *Litigation, §10-508(a)(8)* – Within exception
    - discussion of potential lawsuit

- **Exceptions Permitting Closed Sessions –**
  - ◇ *Other Law, §10-508(a)(13)*
    - discussion of confidential financial information: within the exception

- **Exceptions Permitting Closed Sessions –**
  - ◇ *Procurement, §10-508(a)(14)* – membership in athletic conference: outside exception

- **Minutes –** *Generally*
  - ◇ Minutes of closed sessions to evidence the applicability of the claimed exception

- **Minutes –** *Closed Session Statement –*
  - ◇ Practices permitted - not specifying vote to adjourn

- **Minutes –** *Closed Session Statement –*
  - ◇ Practices permitted - not listing how each member voted when recorded vote was not required

- **Minutes –** *Closed Session Statement –*
  - ◇ Practices in violation – failure to identify attendees whose presence was not confidential

- **Notice Requirements –** notice required despite fact that media has learned of the meeting

♦ **Open Session Requirements –** violated by excluding public

***Topic headings correspond to those in the Opinions Index (2010 edition) at http://www.oag.state.md.us/opengov/openmeetings/appf.pdf**

February 26, 2013

Re: University System of Maryland Board of Regents
(Ralph Jaffe, Craig O'Donnell, Complainants)

The Open Meetings Compliance Board has consolidated and considered the complaints of Ralph Jaffe and Craig O'Donnell ("Complainants") that the University System of Maryland Board of Regents ("the Board") violated the Open Meetings Act with respect to two Special Meetings convened to discuss an agreement for the University of Maryland to join the Big Ten athletic conference. Complainants allege that the Board did not give proper notice of the meetings, failed to follow statutorily-required procedures for meeting in closed session, discussed matters in closed session that should have been open to the public, and failed both to keep proper minutes of the closed meetings and to provide an adequate public summary of the closed sessions. The Board filed timely responses to the complaints in which it disputed the allegations and provided a general account of what occurred at each of the Special Meetings. Based largely on that account and for the reasons stated below, we find that the Board violated the Open Meetings Act in multiple respects.

I.
Background

In its responses to the complaints, the Board reported that the prospect of a deal between the University of Maryland and the Big Ten Conference first "emerged" on Thursday, November 15, 2012. That day, the Regents were advised that confidential negotiations with the Big Ten were ongoing and that if a proposal developed over the weekend, they would be briefed on the proposal prior to a scheduled meeting of the Committee on Education Policy, which had been noticed for Monday, November 17. By Saturday, various media outlets were already reporting the University of Maryland's potential change of athletic conferences and the negotiations themselves had advanced to a stage where the Board's leadership decided that a more immediate briefing was called for. To provide that earlier briefing, a previously scheduled session of the Board's intercollegiate athletics working group, to be held Sunday, November 18, was expanded to include the other members of the Board and so was converted into a Special Meeting of the Board.

The November 18 meeting was held via conference call and was not open to the public. The Board's Chairman opened the meeting by emphasizing the importance of maintaining the confidentiality of the discussion to follow. The Board's counsel, Assistant Attorney General Faulk, then offered legal advice on the propriety of meeting in closed session and on related legal concerns. After these preliminaries, University of Maryland President Wallace Loh and Director of Athletics Kevin Anderson "briefed the Board concerning the UMD/Big Ten Contract." The Regents' response describes the proceedings as follows:

> The Regents had many questions for President Loh, and they had a good, robust discussion about the UMD/Big Ten Contract. During their deliberation, the Board discussed the economics of the UMD/Big Ten Contract and potential exit fee that UMD might have to pay upon leaving the Atlantic Coast Conference (the "ACC"). The Board also discussed the prospective possible uses of funds received from the Big Ten. Following its deliberations, the Board concluded the telephone call and planned to reconvene the next day, November 19, 2012.

The response notes that prior to the next day's meeting, President Loh "entered into the UMD/Big Ten Contract." According to the public summary prepared after the November 19 meeting, that meeting took place in the Saratoga Building in Baltimore from 8:30—10:30 a.m. and the Regents who attended participated in person or via conference call. As with the previous day's meeting, no part of the November 19 discussions took place in open session. Again according to the public summary, the Regents "continued the discussion from November 18 on the details of the Big Ten proposal to UMCP to join the league" and were provided with additional detail. Then, "[a]fter discussion, thirteen regents endorsed the UMCP application to the Big Ten; one regent did not endorse the application."

On November 21, Board Chairman James Shea and University System of Maryland ("USM") Chancellor William Kirwan issued a joint statement explaining that, while the Regents' approval was not required to enter into the contract, "it was important to both the university and the system that the Board of Regents deliberate on a move of such significant magnitude." The statement also reported that "[w]ith the advice and counsel of the Office of the Attorney General, the board convened in closed session and voted to endorse the university's application to the Big Ten."

A further statement was issued December 7, 2012, saying that the Board and USM officials,

> . . . acknowledge and sincerely regret that the public notice and closing procedures required by the Maryland Open

> Meetings Act were not followed with regard to the two sessions. However, the matters discussed at each meeting were proper subjects for closed-sessions discussions in accordance with the Open Meetings Act.

Subsequently, in their responses to the complaints, the Board contended that any failures to comply with the notice or closing requirements of the Open Meetings Act were "at worst technical," or were harmless, or were "rendered moot with the publication and adoption of revised minutes." The responses also assert that various exceptions to the Act's open session requirements would have justified closing the meetings and that the closed session minutes of the two meetings were legally sufficient.

II.
Discussion

The Open Meetings Act, Title 10, Subtitle 5 of the State Government Article ("SG"), applies to any meeting of a quorum of a public body that is convened to transact certain kinds of public business.[1] For any meeting subject to the Act, a public body is obliged to comply with the Act's notice, open session, and minute requirements. SG §§ 10-505 through 10-509. Parts of a meeting may be held in closed session but only to discuss matters within one of the Act's specific, enumerated exceptions, SG § 10-508(a)(1)-(14), and only after mandatory closing procedures are observed. SG § 10-508(d). A public body that adjourns to a closed session must limit its closed session discussion to the excepted matters it relied upon in closing the session. SG § 10-508(b). When deciding whether discussion of a particular matter in closed session is permitted, a public body must strictly construe the enumerated exceptions in favor of open meetings. SG §10-508(c).

A. Open Session Requirement

Complainants allege that discussions regarding an agreement to join the Big Ten do not fall within any of the Act's enumerated exceptions and were therefore required to be conducted in open session. The Board now

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[1] In some circumstances, an informational briefing on matters solely within President Loh's purview and unrelated to any policy matter for the Board might represent an "administrative function" not subject to the Act, "so long as the briefing involved no formulation of substantive policy and did not require any action by the Board." *See, e.g.*, 95 *Opinions of the Attorney General* 138, 160-61 (2010). However, given the Board's own description of its November 2012 meetings and of the pervasive impact on the University from a change of athletic conferences, it is apparent that the closed session discussions could not have been limited to an informational briefing on topics unrelated to future Board policy. In any event, the Board has not argued that its meetings constituted an "administrative function" and so we need not address it further.

asserts that several exceptions justify having those discussions in closed session, though it did not identify those exceptions at the time.

After seeing the Board's initial responses to the complaints, which contained only a general description of what occurred in closed session, we requested access to the sealed minutes of the closed session in order to determine whether, or to what extent, the closed session discussions may have exceeded the permissible bounds of the exceptions identified in the Regents' answer. *See* SG § 10-502.5(c). The Board's counsel referred us to the public summaries or "Meeting Notes" posted on the Board's website and explained that no other minutes existed.[2] Lacking further information, our ability to determine what aspects of the discussion should have been conducted in open session is necessarily limited. That said, while it appears that some, perhaps most, of the closed session proceedings did involve matters that may have justified closing the meetings had those reasons been timely offered, we agree with Complainants that at least some aspects of the discussion should have been open to the public.

We note first that the Act does not include a blanket exception for all discussion by a public body relating to proposed contracts or ongoing negotiations. *See, e.g.*, 5 *OMCB Opinions* 130, 134 (2007) ("The Open Meetings Act . . . does not contain an exception for negotiations as such."). Nor does the Act permit closed meetings whenever the public body believes there may be economic or competitive reasons not to discuss an agreement in open session. Instead, public bodies are afforded the option to close a meeting when considering specific kinds of contracts or transactions: the acquisition of real property for a public purpose; a proposal for a business or industrial organization to locate, expand or remain in the State; the investment of public funds; the marketing of public securities; the negotiation of collective bargaining agreements; or, under certain circumstances, consideration of matters directly related to the competitive bidding or proposal process. SG §10-508(a)(3)-(6), (9), (14).

We disagree with the Board's contention that the agreement for the University of Maryland to join the Big Ten Conference implicates either the business relocation or procurement exceptions. SG §10-508(a)(4), (a)(14). An agreement to join an athletic conference is not the type of economic development initiative that the business relocation exception was meant to cover. *See, e.g.*, 7 *OMCB Opinions* 148, 159 (2011) (discussing prior applications of exception (a)(4)). Interpreting the exception to reach this kind of agreement would make it potentially applicable to any contract that, as one of its consequences, results in new business operations or activity within the State. This could be said of virtually any contract involving the delivery of goods or services in Maryland or in any local

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[2] The summaries ("Meeting Notes") are available at http://www.usmd.edu/regents/minutes/ as minutes of the November 18 & 19, 2012 Executive Session.

jurisdiction. So broad and unwarranted an interpretation violates the Act's directive to strictly construe its exceptions in favor of open meetings. SG § 10-508(c).

Exception (4), covering discussions directly related to a competitive procurement, is also inapposite.[3] The exception is "premised on the existence of a competitive bidding or proposal process and does not apply to negotiation issues as such." 8 *OMCB Opinions* 8, 14 (2012) (internal quotations omitted). It is specifically confined to a particular stage of the procurement process (before contract award or bid opening), not expressive of a general policy to shield all contract talks from public view, even concerning sophisticated, important, or lucrative agreements. *See, e.g.*, 4 *OMCB Opinions* 76, 81 (2004); 3 *OMCB Opinion*s 233, 237 (2002) (exception (a)(14) "may not be expanded . . . to encompass *any* contractual negotiation"). In sum, we find that the Board's reliance on exceptions (4) and (14) is misplaced; neither exception is relevant to the agreement discussed at the November 18 and 19, 2012, Special Meetings.

Other exceptions cited by the Board would have permitted some portion of the meetings to have been conducted in closed session. Certainly, the Board was entitled to receive legal advice from its counsel regarding compliance with the Open Meetings Act and related concerns. SG § 10-508(a)(7). Closed-session discussion about potential litigation over the exit fee from the Atlantic Coast Conference or other legal action would also have been permitted. SG § 10-508(a)(8). Perhaps most significantly, under exception (13), the Board was entitled to consider in private session those aspects of the Big Ten agreement that would have involved disclosure of confidential commercial or financial information if discussed in open session.[4] Indeed, the Board's response to the O'Donnell

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[3] The exception permits a closed session "before a contract is awarded or bids are opened" only to "discuss a matter directly related to a negotiating strategy or the contents of a bid or proposal, if public discussion would adversely impact the ability of the public body to participate in the competitive bidding or proposal process." SG § 10-508(a)(14).

[4] Exception 13 allows a closed session to "comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter." SG § 10-508(a)(13). Section 10-617(d) of the State Government Article, part of the Public Information Act ("PIA"), prevents public disclosure of confidential commercial or financial information contained in documents possessed by a State agency. Therefore, under exception 13 of the Act, a public body is permitted to close a meeting when public discussion of that information would compromise its confidentiality. *See, e.g.*, 65 *Opinions of the Attorney General* 320, 343-44 (1980) (discussing compliance with legal requirements for confidentiality under analogous provision of the Open Meetings Law, former Article 76A, §§ 7 through 15). What information would justify closed session discussions as "legally confidential" must be determined according to an objective test, not simply what is asserted to

(continued. . . .)

complaint asserts that discussion of "highly confidential and proprietary commercial and financial information [was] certain to (and did) dominate the discussion of the UMD/Big Ten Contract . . . ." To the extent that the Regent's discussion did involve such information, the meeting could be closed to prevent its disclosure.

At the same time, the Board's response indicates that at least part of its "robust discussion" and "deliberations" involved matters that could have been aired publicly. For example, a discussion of the "prospective possible uses of funds" expected from the deal suggests some early-stage consideration of policy matters and, if discussed in open session, could have offered the public insight into the Board's current priorities or plans without compromising sensitive details about the Big Ten's finances or operations. Or again, if the talks touched upon concerns relating to students' participation in athletic or academic programs, those exchanges, too, could have taken place in open session without jeopardizing protected commercial or financial information.

B. Notice Requirements

For any meeting subject to the Act, regardless whether substantive discussions are to occur in open or closed session, "a public body shall give reasonable advance notice of the session." *See* SG §10-506(a). The Act is flexible with regard to the timing and method of giving notice, particularly where exigent circumstances require that a public body convene on short notice. The "reasonableness" of the public notice given is to be assessed in light of the circumstances making the meeting necessary. *See, e.g.*, 7 *OMCB Opinions* 259 (2011) (discussing feasible methods for informing public on short notice); 1 *OMCB Opinions* 56 (1994) (public body to provide best public notice feasible under the circumstances). In every circumstance, however, the public body has an affirmative duty to provide such notice as it reasonably can.

Here, the Board issued no public notice of the Special Meetings of November 18 and 19, 2012, having been advised by counsel that it was not legally required to do so. This advice was in error and resulted in clear violations of the Act's public notice requirements with respect to both meetings. In its response, the Board concedes that it failed to give "official notice," but points to media accounts of the meetings to suggest that, as a practical matter, the public did have notice of the Board's discussion and

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be confidential by the party supplying the information. *See* 63 *Opinions of the Attorney General* 355, 359-64 (1978) (discussing scope of confidential commercial or financial information under the PIA); 69 *Opinions of the Attorney General* 231 (1984) (applying test to construction data asserted to be confidential). Without any specific knowledge of what commercial or financial information the Big Ten may have provided or President Loh may have shared with the Board, we are unable to say whether, or to what extent, exception 13 may have been an appropriate basis for closing the two sessions.

therefore suffered no informational injury due to the Board's neglect of its statutory duty.

We find this line of reasoning both unpersuasive and irrelevant to whether the Board violated the Act. First, as explained more fully below, such information as the press was able to report did not enable the public to attend the meeting to observe the vote to close it, even assuming that nothing else was required to occur in open session. Second, information about the meeting of a public body transmitted through leaks or obtained by "happenstance" does not relieve the public body of its affirmative duty to provide notice of meetings and "does not diminish the gravity" of a violation of that duty. *Community and Labor United for Baltimore (CLUB)Charter Committee v. Baltimore City Board of Elections*, 377 Md. 183, 195-96 (2003). In the *CLUB* decision, for example, the Court found a violation of the notice requirements of the Act sufficiently serious to void the City Council's action, even though at least two reporters learned of the un-noticed meeting and tried to attend it. In short, only "official notice" satisfies the requirements of the Act.

C. Closing Procedures

The Open Meetings Act permits public bodies to meet in closed session to discuss certain matters, but only after the public body has followed each of the statutorily-prescribed steps necessary to close a meeting. These steps are listed in §10-508(d)(1)-(2) of the State Government Article:

> (1) Unless a majority of the members of a public body present and voting vote in favor of closing the session, the public body may not meet in closed session.
>
> (2) before a public body meets in closed session, the presiding officer shall:
>
> (i) conduct a recorded vote on the closing of the session; and
>
> (ii) make a written statement of the reason for closing the meeting; including a citation of the authority under this section, and a listing of the topics to be discussed.

Thus, the Act requires that the presiding officer do two things in open session *before* a meeting may lawfully be closed to the public. First, the presiding officer must "conduct a recorded vote" on closing the session, which a majority must approve. Second, the presiding officer must prepare

a written statement (or "closing statement") giving the reasons for closing the meeting and listing the topics to be discussed in closed session.[5]

The Board of Regents acknowledges that its presiding officer did not perform either of the duties prescribed in SG §10-508(d) prior to closing the November 18 and November 19 meetings. No closing statements were prepared and no votes to close the sessions were held or recorded. The public was given no explanation of the need or legal justification for closing either meeting. Rather, each meeting simply commenced in closed session, in violation of the Act's mandatory closing procedures.

The Board's response tacitly admits these violations, again attributing them to erroneous legal advice from the Assistant Attorney General advising the Board. At the same time, however, the response seeks to minimize the significance of the violations by arguing that, even had the Board "strictly" complied with the notice and vote for closure provisions of the Act, "the public would not have enjoyed any additional or more prompt access to the information discussed" because the matters dealt with in the two meetings were proper subjects for closed-session discussions.

We take issue with the Board's suggestion that the Act's closing procedures were unimportant in light of the nature of the discussions that followed. As an initial matter, the requirement to conduct a recorded vote on closing a meeting makes the individual members of a public body accountable for that decision. Here, no record exists to show which members favored deliberating in closed session. Furthermore, the written statement that is required serves several objectives, as we have explained in our opinions:

> First, the written statement gives the public body one last opportunity to consider whether a closed session really is necessary. The written statement of the reason, in particular, enables each member of the public body, before voting, to consider whether the reason is sufficient to depart from the Act's norm of openness. Second, the written statement helps enable members of the public who will be barred from the closed session to understand that this exception to the principle of openness is well-grounded. Finally, the written statement is an accountability tool, for an interested observer can compare what is said in the written

[5] The Act imposes other requirements that are applicable after a meeting has been adjourned to closed session, including a post-closing statement regarding the closed session that must be incorporated into the minutes of the public body's next open session. *See* §10-509(c)(2). Complainants allegations concerning the Board's minutes are discussed in Part II.D of the opinion.

> statement preceding the meeting with what is said in the minutes summarizing the actual conduct of the meeting, and infer whether the public body hewed to the topic that justified the closing.

4 *OMCB Opinions* 46, 48-49 (2004). It could be noted as well that a clear articulation beforehand of the reasons for closing a meeting may be useful to members of the public body who participate in the closed session, allowing them to limit their remarks to matters within the relevant exception. 7 *OMCB Opinions* 225, 227 (2011).

The Board's response to the complaints does not say whether members were advised at the time which of the specific exceptions to the Act's open session requirements justified closing the meeting, or whether any guidance or parameters for the members' discussions were communicated. Thus, we have no way to know whether a timely statement of the reasons for closing the meetings would have made any difference to the course of the ensuing discussion. To remove this uncertainty from any future closed sessions, we again stress to the Board the importance of following the Act's required closing procedures.

D. Closed-Session Summary Provided in Open Session Minutes

When a public body meets in closed session, the Act requires certain disclosures about the session to be included in the minutes of the next open meeting. SG §10-509(c)(2). The disclosures required are:

> (i) a statement of time, place, and purpose of the closed session;
>
> (ii) a record of the vote of each member as to closing the session;
>
> (iii) a citation of the authority under this subtitle for closing the session; and
>
> (iv) a listing of the topics of discussion, persons present, and each action taken during the session.

Id.

Complainants allege that the Board's disclosures regarding the Big Ten meetings are deficient in numerous respects, including the lack of a recorded vote to close the session; failure to give a statutory citation for each closed session topic discussed; failure to explain the reason for closing; lack of meaningful information about the topics discussed; failure

to identify all persons attending the closed session; failure to identify actions taken at the Sunday meeting; and, with respect to the Monday vote to endorse President Loh's action, failure to disclose how each member voted.

Some of these alleged violations in the minutes follow necessarily from the Board's failure to comply with the Act's closing procedures. There is no need to repeat that analysis. As we have previously explained, it was a violation of the Act to have held the closed sessions without first voting to do so and without preparing, prior to closing the meeting, a written statement that identified the statutory exceptions being invoked and the reasons why the matters to be discussed fit within those exceptions. But apart from the deficiencies already noted, there remain several other allegations to address.

1. *Adequacy of Topic Description*

The Board's "Meeting Notes" for its November 18 meeting list three topics that were discussed during the closed session: the confidentiality of the meeting, a briefing "on the proposal for UMCP to move from the ACC to the Big Ten; and a briefing "on the status of an ICA review of Towson State University." In our opinion, each of these descriptions meets the Act's minimal requirement that the topics discussed in closed session be disclosed. *See, e.g.,* 4 *OMCB Opinions* 188, 196 (2005) (concluding that "issues related to hiring at the Public Library" satisfied the Act). In this regard, if the topic list reflects all matters that were actually discussed at the November 18 meeting, the descriptions given adequately reveal the agenda followed by the Board in its closed session.

2. *Failure to Identify All Persons Attending Closed Session*

Complainant alleges that the public summary of the closed session is inadequate in that it fails to identify by name everyone who attended the closed session. We agree. The closed session summary of each meeting, for example, fails to name either President Loh or Athletic Director Anderson as "persons present," though they were key participants in one or both meetings. Presumably, they and others were meant to be included under the rubric of "other USM office and institutional staff." This is insufficient and violates §10-509(c)(2) of the Act. Generic descriptions of this kind are permissible only in limited circumstances, "where direct identification would be inconsistent [with] other provisions of the Act or would frustrate any of its underlying objectives." 5 *OMCB Opinions* 86, 92 (2006). No such circumstances are present here and so the name of everyone present, including non-participants and staff, was required to be disclosed.

3. *Failure to Identify Actions Taken at the November 18 Meeting*

Complainant O'Donnell objects that the summary of the November 18 meeting does not indicate a vote to adjourn the meeting. We have not previously considered this necessary and find no violation in this regard.

4. *Failure to Disclose Individual Votes to Endorse Agreement*

Complainant O'Donnell also alleges that the Board was required to disclose how each member voted on the Big Ten agreement that President Loh had signed prior to the November 19 meeting. The Board has stated that the Regents' "vote" on the 19th was not required but was simply a means of expressing support. Section 10-509(c)(1) provides, in relevant part, that "[t]he minutes shall reflect . . . (iii) each vote that was recorded." In considering this provision, we recently explained that "when a public body is required by other law or its own procedures to conduct a recorded vote on a matter, the minutes should inform the public how each member voted." 7 *OMCB Opinions* 237, 244 (2011). Here, because a "recorded vote" was apparently not required, it is our view that it was within the Board's prerogative to decide how to report its expression of support for the President's action. The minutes reflecting the Board's endorsement do not violate the Act.

E. Closed-Session Minutes

Written minutes must be kept of all meetings subject to the Open Meetings Act, whether conducted in open session or closed. SG §10-509(b). In general, closed-session minutes are kept under seal and are not open to public inspection. SG §10-509(c)(3)(ii). Because closed-session minutes are not typically prepared with an eye toward their potential usefulness to the public, such minutes are frequently less detailed than minutes kept of open sessions.

A public body's closed-session minutes, however, may be requested by the Compliance Board and, if so, the public body is directed to provide us with any written response to a complaint. SG § 10-502.5(c)(2)(ii). One purpose of the requirement to prepare and maintain closed-session minutes, therefore, is to aid in the complaint process. With that in mind, we believe that closed-session minutes should, generally speaking, be sufficiently detailed to serve this purpose. We encourage all public bodies, including the Board of Regents, to consider this standard when preparing closed-session minutes.

III.
Conclusion

The Compliance Board rejects the arguments made in the Board of Regents' responses that its failures to comply with the Act were "at worst technical," or that the Act's open government goals were substantially met by subsequent press coverage on what may have been said in closed

session, based on undisclosed sources and unofficial leaks of information. The Board itself has an affirmative duty to comply with the Act. Accordingly, we find that the Board of Regents violated the Open Meetings Act by failing to give public notice of its November 18 and 19, 2012, Special Meetings and by failing to follow the Act's mandatory procedures for closing an open meeting. We also find, even on the basis of the limited information that the Board has provided to us about those meetings, that at least some part of the Board's discussion should almost certainly have been conducted in open session. Lastly, we find that the summaries of the two closed sessions posted on the Board of Regents' website are deficient in that both fail to name all persons present at those meetings as required by the Act. In its response, the Board has outlined revised procedures that it will adopt for future meetings.[6] In our view, those procedures are consistent with the Act and the Board should follow them.

Open Meetings Compliance Board

Elizabeth L. Nilson, Esquire
Courtney J. McKeldin
Julio A. Morales, Esquire

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[6] The revised procedures largely re-state the notice and closing procedures of the Act and include a proposal to provide a public call-in number for meetings held via conference call.