



**March 18, 2020**

**Special Meeting  
of the Board of Directors**

### Agenda

**One Maritime Plaza, 2nd Floor, Classrooms A & B  
Wednesday, March 18, 2020, at 3:45 p.m.**

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- I. Call to Order
- II. Pledge of Allegiance
- III. Roll Call
- IV. Report and Communications from the Chair: Sharon Speyer
  - A. Consider Video Conference and Teleconference Board Meeting Participation Policy 3-7
- V. Adjournment

### **Consider Video Conference and Teleconference Board Meeting Participation Policy**

Due to recent developments related to COVID-19, it is deemed advisable that necessary safety protocols be established while minimizing the impact to the Port Authority's business operations.

The Port Authority's current meeting rules permit telephonic attendance by up to two members, so long as at least seven members are physically present. The rapidly changing COVID-19 environment has caused concern about conducting public meetings. External counsel has opined that the Port Authority may amend its current policy to enact broader telephonic attendance in the event of emergencies.

An amendment to the Video Conference and Teleconference Board Meeting Participation Policy of the Port Authority's Rules and Regulations is recommended to permit telephonic attendance by up to twelve members, provided at least one member is physically present, to supersede the existing policy when special circumstances exist, such as the current health concern. Utilizing the broader telephonic permissions would be at the Chairperson's discretion and primarily enacted under special circumstances.

### Video Conference and Teleconference Board Meeting Participation Policy

#### Introduction:

The Board of Directors (the “Board”) of the Toledo-Lucas County Port Authority (the “Port Authority”) acknowledges that the Port Authority is a public body and is subject to Ohio’s Open Meeting Act. Board members also acknowledge that the Ohio Revised Code provides that members of the Board may under certain circumstances attend Board meetings via video conference or teleconference. The purpose of this policy is to set forth those circumstances.

To ensure compliance with applicable laws and to protect the Port Authority, its officers, directors and staff from potential legal problems regarding Ohio’s Open Meetings Act, the Port Authority Board hereby adopts the following Policy:

#### **I. Authorization of Attendance at Board Meetings by Video or Teleconference:**

The Board hereby authorizes attendance by its members by video conference or teleconference; provided, however that the conditions set forth below must be met:

- A. At least one (1) Board member must be physically present in person at the primary meeting location if the Board conducts a meeting by video conference or teleconference;
- B. No more than one Board member remotely attending a Board meeting by teleconference may be physically present at the same remote location;
- C. A Board member may remotely attend by video conference or teleconference only if the Board member is not present at the location of the Board Meeting;
- D. The Port Authority will distribute and circulate meeting-related materials to Board members, the public, and the media in advance of or during a meeting at which Board members will attend by video conference or teleconference, and
- E. The Port Authority will verify the identity of a Board member who remotely attends a meeting by video conference or teleconference. Prior to each Board meeting, the Secretary of the Board will provide to each Board member that is expected to attend the Board meeting remotely a unique four-digit personal identification number (“PIN”). At the beginning of the Board meeting, each Board member attending remotely shall provide the appropriate PIN to the Secretary (or if the Secretary is not present, to the Board member presiding over the meeting) to verify the identity of the Board member attending remotely. If a Board member attending remotely forgets or loses the PIN provided, or if a Board member unexpectedly needs to attend the Board meeting remotely (and the Board member was not previously provided a PIN), the Board member’s identity may be verified by any reasonable means; provided, that all other Board members attending the meeting (both in person and remotely) must unanimously agree that the Board member’s identity has been verified.
- F. This Policy applies to any and all meetings of the Board and any and all meetings of

its committees.

### **II. Compliance with Other Requirements of Ohio's Open Meetings Act:**

The Port Authority will continue to comply with applicable requirements of Ohio's Open Meetings Act if Board members attend a meeting by video conference or teleconference, including the following requirements:

- A. The Board will establish a primary meeting location that is open and accessible to the public;
- B. Meeting-related materials that are available before the meeting will be sent via electronic mail, facsimile, hand-delivery, or U.S. Postal Service to each Board member;
- C. For a video conference, the Board will cause a clear video and audio connection to be established that enables all meeting participants at the primary meeting location to see and hear each Board member;
- D. For a teleconference, the Board will cause a clear audio connection to be established that enables all meeting participants at the primary meeting location to hear each Board member;
- E. All Board members can and will receive meeting-related materials that are distributed during the meeting;
- F. A roll call voice vote will be recorded for each vote taken; and
- G. The minutes of the meeting will identify which Board members remotely attended by video conference or teleconference.

### **III. Authorization of the Chair to Declare the Policy Active:**

The Board hereby authorizes to the Chair the power to implement and rescind this emergency Policy for the period of extraordinary circumstances. If the Chair, at his or her discretion, determines that extraordinary circumstances have physical attendance by Board Members at Board Meetings unsafe, he or she may trigger the use of this policy for the duration of the emergency. The Chair may then rescind the Policy once he or she determines the emergency is over. However, the Chair may trigger the use of the Policy should an emergency situation present itself again.

**This Policy was adopted by the Board at a meeting on the 17th day of March, 2020.**

### RESOLUTION NO. \_\_\_\_\_

#### **AUTHORIZING VIDEO CONFERENCE AND TELECONFERENCE BOARD MEETING PARTICIPATION POLICY**

WHEREAS, the Toledo-Lucas County Port Authority (the "Port Authority") is a body corporate and politic duly organized and existing under the laws of the State of Ohio, including Ohio Revised Code Section 4582.01, *et seq.* (the "Port Statute"); and

WHEREAS, on January 4, 2017, Governor Kasich signed into law House Bill 455, which permits airport and port authorities to conduct meetings by video conference and teleconference, provided certain conditions are satisfied and that the Board of Directors has implemented rules and regulations surrounding remote attendance; and

WHEREAS, pursuant to such authorization, the Board of Directors of the Port Authority (the "Board") approved Resolution No. 25-17 on April 17, 2017, permitting remote attendance of Board Members in accordance with the amended Rules and Regulations of the Port Authority; and

WHEREAS, in an abundance of caution to the recent coronavirus (COVID-19) pandemic, the Board finds it necessary, and has determined that it is in the best interest of the Port Authority, (i) to avail itself of the ability for Board members to attend Board meetings remotely, and (ii) to adopt a Video Conference and Teleconference Board Meeting Participation Policy for the Port Authority (the "Policy") that will temporarily supersede Article II, Section 10 of the Rules and Regulations of the Port Authority;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Toledo-Lucas County Port Authority:

Section 1. The Policy will supersede Article II, Section 10 of the Rules and Regulations as attached hereto.

Section 2. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code, the rules for notification of meetings to the public and news media as set forth in the Bylaws of this Board.

Section 3. This resolution shall be in full force and effect immediately upon its adoption.

Approved:

\_\_\_\_\_  
Sharon Speyer, Chair

Yeas:

\_\_\_\_\_  
Thomas J. Winston, Secretary

Nays: