



California State Council

POLICY AND PROCEDURE

Title: Taking Board Action Outside of a Meeting	Number:
Cross Reference:	
Approved by: California ENA Board of Directors	Origination Date: 08/01/2016
Review Date(s):	Approval Date: 01/12/2017
	Revision Date:

I. POLICY PURPOSE:

The purpose of this policy is to guide the California State Council Emergency Nurses Association (Cal ENA) Board of Directors in making responsible decisions outside of a scheduled Cal ENA Board meeting.

II. POLICY BACKGROUND:

In 2015 the Cal ENA Bylaws were amended to create the Cal ENA Executive Board. Its membership includes the President, President-Elect, Secretary and Treasurer. The tenets of good governance and transparency dictate that boards should take action outside of a meeting only when necessary. In that light, the Cal ENA Executive Board was created to manage time-sensitive issue that arise between regularly scheduled meetings. In addition, the California Corporations Code sets rules for how Board votes may occur outside an in-person Board of Directors meeting.

III. PROTOCOL:

1. Notice of the purpose of the requested meeting must be transmitted in writing by email, fax, hand delivery, or mail to each member of the Executive Board.
2. The Board member requesting the meeting will communicate if the meeting will be held face-to-face, by conference call, by email or by other means.
3. The written notice requesting the meeting must contain the following information:
 - a. The purpose and action to be taken.
 - b. The date and time by which an Executive Board member must respond to the written request.
4. A majority of the Executive Board members must participate in order to conduct the meeting.
5. If the meeting is held through email communications, any motion requires a unanimous vote to pass.
6. If the meeting is held face-to-face or by live conference and/or video call, any motion requires a simple majority vote to pass.
7. There will be documented minutes of the meeting.
8. The purpose and actions taken at the specially called meeting will be included on the agenda of the next regularly scheduled State Council meeting. The Executive Board's may determine if there should be confidential aspects of the meeting protected.