



Open Records – Open Meetings  
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# Importance of Good Policy

- 1) The right records management policy:
  - a) Let's everyone in your corporation know what they can and cannot do with “paper” “records”.
  - b) Keeps you organized
  - c) Assists in handling your corporate affairs efficiently.
- 2) Helps during audit time
- 3) Helps with public records requests



# BE ORGANIZED

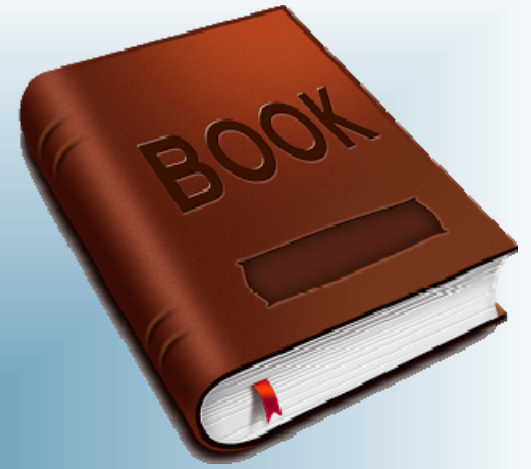


# UP FRONT

- Where do I begin?????

# Corporate Book

What do I do with it?



**Keep it** at your main place of business

**Update it** – REGULARY

You will **Refer to it**

It is the place to keep  
important corporate papers

## Why the Corporate Book – BECAUSE IT -

- Provides history of who you are and why you do what you do!
- A clear and concise record of all Board actions all **IN ONE PLACE!**
- Operational instructions
- Assists in transparency
- **YOU ARE REQUIRED TO!**



# AUDITORS

- Each year Audited by the State
- Auditor requests Corporate Book



- What do they look for?
  - List of Current Directors
  - Schedule of Meetings
  - Agendas
  - Minutes of Meeting and Actions Taken at Meeting
  - Board Resolutions
  - Appointment of Chair/Vice Chair/Members
  - Do your postings on the website match the corporate book



And the

# BEST

reason of all to keep your corporate book . .





# Yikes . . . .

We've been subpoenaed

and we need to provide the following:

- copies of all Board actions
- copies of contract limits set by the Board
- copies of Board minutes



# What's in the Book?

- Corporate Book –
  - Articles of Incorporation
  - Code of Regulations/By-Laws
  - Comprehensive Ethics Policy
  - Employer I.D.
  - Officer Appointment
  - Signing Authority (who can sign what)
  - Public Records Policy
  - Board of Directors and schedule of terms



# What else is in the Book?

- Notices
- Agenda
- Minutes
- Resolutions
- Budgets

Organized by year



# Board Meetings



# How Do I Do This?

- Meeting requirements established in the Code of Regulations

## CUYAHOGA COUNTY LAND REUTILIZATION CORPORATION AMENDED AND RESTATED CODE OF REGULATIONS

### ARTICLE I

#### CORPORATION

Section 1.1. Corporate Name. The name of the Corporation shall be "Cuyahoga County Land Reutilization Corporation" (hereinafter referred to as the "Corporation").

Section 1.2. Principal Office. The place in the State of Ohio (the "State") where the principal office of the Corporation is located is the city of Cleveland, Cuyahoga County, Ohio.

Section 1.3. Nonprofit Corporation. The Corporation has been organized as a county land reutilization corporation under Ohio Revised Code ("R.C.") Chapter 1724 (the "Community Improvement Corporation Law") and R.C. Chapter 1702 (the "Nonprofit Corporation Law"). The Corporation shall carry on only such activities as are consonant with the purposes set forth in Section 1.4 of this Code of Regulations and in its Articles of Incorporation and in the laws of the State applicable to the Corporation. It is intended that the Corporation shall have the status of an organization which derives its income from the exercise of essential governmental functions and the income of which, if not used by the Corporation for the continuance of its purposes, accrues to the County of Cuyahoga, Ohio (the "County") and is not included in gross income for federal income tax purposes under Section 115(1) of the Internal Revenue Code of 1986, and all regulations issued thereunder (the "Code"). All authority and activities of the Corporation shall be limited accordingly. Notwithstanding any other provision of the Corporation's Articles of Incorporation or this Code of Regulations, the Corporation shall not directly or indirectly carry on any activity which would prevent it from claiming or maintaining exemption from federal income taxation. The Corporation is not organized for profit and shall not have any authority to issue capital stock. The Corporation shall have perpetual existence. [Amended on 10/28/2011 by motion]



# Meetings



- Meetings established in our Code of Regulations
- All meetings where a determination of the Board is required IS OPEN TO THE PUBLIC.
- Designate your secretary
- Adopt Roberts Rules of Order
- Held per calendar quarter on 4<sup>th</sup> Friday – except for December which is the 3<sup>rd</sup> Friday.
- Set your Agenda



# Requirements for Directors

Party to Be Noticed	Activity to Be Noticed	Notice Period	Methods for Notice	Receipts Needed for ...	Code of Reg. Section
Directors	Regular Board Meeting	Not less than 7 days nor more than 14 days prior to meeting	<ul style="list-style-type: none"> <li>• Personal Delivery</li> <li>• U.S. Mail (first Class)</li> <li>• Fax</li> <li>• E-Mail</li> </ul>	<ul style="list-style-type: none"> <li>• Fax</li> <li>• E-mail</li> </ul>	Section 4.4.1
	Special Board Meeting	At least 24 hours prior to special meeting	<ul style="list-style-type: none"> <li>• Personal Delivery</li> <li>• U.S. Mail (first Class)</li> <li>• Fax</li> <li>• E-Mail</li> </ul>	<ul style="list-style-type: none"> <li>• Fax</li> <li>• E-mail</li> </ul>	Section 4.4.2



# Requirements for Public/Board/Media

Party to be Noticed	Activity to be Noticed	Notice Period	Methods for Notice	Receipts Needed for	Code of Reg. Section
Public	<ul style="list-style-type: none"> <li>Board Meeting               <ul style="list-style-type: none"> <li>Regular</li> <li>Special</li> </ul> </li> </ul>	Not later than 24 hours prior to regular or special meeting	<ul style="list-style-type: none"> <li>Hard Copy Posted at Offices of Land Bank</li> <li>Offices of Co. Treasurer</li> <li>Offices of Commissioners</li> <li>Published on Website</li> <li>As Amended</li> </ul>	(NA)	Section 4.8.2
Directors	Agenda with minutes from last meeting and resolutions for next meeting	7 days prior to scheduled Board Meeting	E-mail to Each Director Hard copy by regular mail	None	None – Administrative practice
Public	Agenda for Regular or Special Meeting	Not later than 24 hours prior to regular or special	Published on website	(NA)	Section 4.8.4
News Media Special Request	Regular or Special Meeting	Same as for the specific activity described above	E-mail notification	No, but Media must fill out a special notification request form	Section 4.8.3



[www.cuyahogalandbank.org](http://www.cuyahogalandbank.org)

## Posting to the web



# On the Web



- Organization Documents
  - Articles of Incorporation as filed and recorded
  - Code of Regulations
  - Agreement and Plan
- Reports
  - Report to Ohio General Assembly
  - State of Ohio Regular Audits from first audit through last audited year
- Board of County Commissioners' Resolutions
  - Incorporation documents
  - Designation of Land Bank as County Agent
  - Approving Agreement and Plan
- Policies
  - Ethics Policy
  - Public Records Policy
- Actions from all Board meetings – notices of meetings, agendas, approved minutes, resolutions including the yearly budget



# Important Take-Aways

- Transparency is important - it makes your life easier
- KEEP and UPDATE your corporate book
- KEEP and UPDATE your WEBSITE
- Auditors do check!
- The public checks!

