



**SOUTH DAKOTA HIGH SCHOOL ACTIVITIES ASSOCIATION
SPECIAL MEETING OF THE BOARD OF DIRECTORS
SDHSAA OFFICE BUILDING**

February 11, 2014

12:00 p.m.

Pierre, South Dakota

The Board of Directors held a special meeting on February 11, 2014, at the SDHSAA Office Building in Pierre, South Dakota with members present as follows:

Darren Paulson

Eldon Marshall

Rick Weber

Todd Trask

Mike Ruth

Jason Uttermark

Dan Whalen

Members excused:

Mike Miller

Staff members present included Wayne Carney, Jo Auch, James Weaver, and John Krogstrand.

The meeting was called to order by Chairman Darren Paulson at 12:00 p.m. followed by the Pledge of Allegiance.

Discussion and adoption of Resolution concerning open meetings as current Board policy

Chairman Paulson welcomed SDHSAA legal counsel, Ms. Lindsey Riter-Rapp, to the meeting and asked her to review the draft Resolution with the Board. The first part of the Resolution deals with the desire for the board to operate within the parameters of the open meeting laws of the State of South Dakota. The second part of the resolution deals with the posting of materials and public access to those materials. These sections mirror state statute.

The second half of the Resolution talks about policy for the board to follow for open meeting laws. However, due to the type of organization there have been some modifications to the executive session policy when dealing with student eligibility.

Chairman Paulson summarized the goal of the Resolution by saying:

Based on the nature of what we are and those we serve, including our member schools, the public and most importantly, the student participants across this state, we have instructed our legal counsel to propose a resolution which will pro-actively address those concerns which have been brought to our attention. It is our desire and hopes, this effort, brought forth in good faith, not only improves the communication and openness between our organization and constituents, but also allows us to better assist and bring value to the schools and the students-participants, who are the core of our mission.

Following discussion, it was moved by Rick Weber, seconded by Todd Trask, to adopt the Resolution.

The motion carried 7-0.

Please note adopted Resolution on pages 3-4.

Adoption of Resolution as Board Policy

It was the desire of the Board of Directors to officially adopt the Resolution as official Board policy effective immediately.

Following discussion, it was moved by Todd Trask, seconded by Dan Whalen, to adopt the Resolution as official Board policy effective immediately.

The motion passed 7-0.

Forward policy to membership as a constitutional amendment

The Board discussed the importance of having the adopted Board policy being forwarded to the SDHSAA membership in the form of a constitutional amendment. If approved, the amendment would be added to the SDHSAA Constitution and Bylaws under the current Article V, Association Meetings.

Following further discussion, it was moved by Jason Uttermark, seconded by Mike Ruth, to direct SDHSAA staff, in concert with Board and legal counsel, to draft a proposed constitutional amendment to submit to the membership for ratification. The amendment would reflect the currently adopted board policy concerning open meetings and open records. Furthermore, the amendment would clarify under which circumstances the Board of Directors could enter into executive or closed session.

The motion passed 7-0.

Chairman Paulson asked for volunteers to form a subcommittee which would draft a proposed constitutional amendment to be reviewed by the Board of Directors and legal counsel at the March Board meeting. Board members Ruth, Weber and Paulson volunteered to serve on the committee.

The proposed amendment shall be reviewed at the March 5, 2014, meeting of the Board of Directors for final Board approval prior to being sent to the membership for a vote and possible adoption following the Annual Meeting of the Association on April 22, 2014. In order to pass, a constitutional amendment must receive a 60% approval of those member schools voting with each ballot signed by the superintendent of schools and school board president.

Adjournment

There being no further business to come before the Board, it was moved by Todd Trask, seconded by Mike Ruth, to adjourn at 12:48 p.m.

The motion passed 7-0.

Respectfully submitted,

Wayne Carney
Executive Director

Adopted Resolution for SDHSAA

Whereas the South Dakota High School Activities Association is a voluntary, non-profit association;

Whereas being statutorily authorized the school boards of public schools and the governing body of non-public schools have delegated the control, supervision and regulation of interscholastic activities to this association;

Whereas the South Dakota High School Activities Association staff and board are empowered to work jointly and in cooperation with member schools across South Dakota for the advancement of both curricular and co-curricular interscholastic activities;

Whereas the schools boards of the member public schools participating in the association are required to operate within the parameters of the open meeting laws of the State of South Dakota; and

Whereas the South Dakota High School Activities Association staff and board desire to continue to communicate openly and completely with these member schools to ensure that it operates with similar transparency.

THEREFORE, BE IT RESOLVED

The official meetings of the Board of Directors of the South Dakota High School Activities Association, consisting of a majority of the Board members of the association, are open to the public.

The SDHSAA shall provide public notice, with proposed agenda, that is visible, readable, and accessible for at least an entire twenty-four hours before any meeting, by posting a copy of the notice describing the time and place of the meeting, visible to the public, at the principal office of the SDHSAA, and by posting it on the SDHSAA's website immediately upon dissemination of the notice to the Board.

If any printed material intended for consideration during the open meeting and relating to an agenda item of the meeting is prepared or distributed by or at the direction of the SDHSAA staff or board and the printed material is distributed before the meeting, the material shall either be posted on the SDHSAA's website or made available at the SDHSAA office at least twenty-four hours prior to the meeting or at the time the material is distributed to the SDHSAA board, whichever is later.

If, for any reason, certain of the printed material which is open for inspection is not available for posting on the website or available for viewing at the SDHSAA office, at least one copy of the printed material must be available in the meeting room for inspection by any person while the SDHSAA board is considering the printed material.

All records shall be open other than those records the SDHSAA receives or develops that are intended to be considered during executive or closed meetings. These records shall not be made available for review by or for distribution to the public.

While the South Dakota High School Activities Association desires to operate openly with its member schools, the SDHSAA Board of Directors recognizes that important reasons exist for it to enter into executive or closed session for certain purposes. Those reasons include:

- (1) Discussing the qualifications, competence, performance, character, or fitness of any employee or prospective employee;
- (2) Discussing any actions impacting participation by or eligibility of a student or member school in extracurricular activities;
- (3) Consideration and discussion of confidential records received from members schools or students for utilization by the Board during its decision making process;
- (4) Consulting with legal counsel, or reviewing communications from legal counsel, on matters requiring his or her legal expertise;
- (5) Preparing for or reporting upon contract negotiations; and
- (6) Discussing financial, marketing, pricing, proprietary or other business sensitive matters whose release might be deemed harmful by the board to the position of the association.