

Board Meetings and Hearings

Purpose

To establish rules for the conduct of Board meetings and hearings in accordance with the Institute's authorizing legislation and the Institute's Bylaws.

Policy

- (a) The Board shall meet and hold hearings at the call of the Chairperson or a majority of its members.
- (b) Not all sessions of the Board will constitute a meeting. The following elements must be present in order for a Board session to meet the definition of a "meeting":
 - i. A quorum, for purpose of taking action, must be in attendance;
 - ii. Deliberations must take place; and
 - iii. The deliberations must determine or result in the joint conduct or disposition of PCORI business.
- (c) **Open Meetings:** Open meetings shall be advertised at least seven (7) days in advance and open to the public. The Board shall provide notice at least seven (7) days in advance of the time, location, and general topics scheduled for discussion of each open meeting.
- (d) **Executive Sessions:** PCORI's Board of Governors reserves the right to hold a closed meeting or enter into executive session to deliberate and consider such matters solely concerning personnel, matters concerning actual or threatened litigation involving PCORI, or other matters requiring privileged communication or confidential advice of counsel. The decision to hold a closed meeting or enter into executive session must be made by the Chairperson.
- (e) **Committee Meetings:** Committee meetings are not "meetings" because they do not involve deliberations and a vote to take action or dispose of PCORI business. PCORI committees may make recommendations to the Board; however, committees cannot take final action or dispose of business that binds PCORI.
- (f) **Meeting Minutes:** Minutes of all open meetings shall be taken and maintained by the Institute. Minutes of open meetings shall be made available on the PCORI public Internet website within forty-five (45) days following review and approval by PCORI legal counsel and the Board.
- (g) **Board Action:** Any act authorized by majority vote of the members of the Board present at a meeting of the Board at which a quorum is present shall be an act by vote of the Board, unless the act of a greater number is required by law or the PCORI Articles of Incorporation or Bylaws.

(h) **Action Without Meeting:**

- i. Unless restricted by the Act, any action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.
 - ii. Action may be taken by written consent in lieu of action taken by the Board at an open meeting, but only in instances where it is not practical or advisable to wait until the next open meeting to take such action. Any such action shall promptly be reported on the PCORI website and at the next open meeting.
- (i) **Quorum:** In accordance with PCORI’s authorizing legislation, a majority of the Board members shall constitute a quorum, but a lesser number of members may meet and hold hearings.
- (j) **Telephonic or Digital Participation:** Board members may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another (and, in the case of open meetings, the public located at the location specified in the meeting notice is able to hear all of the participating members of the Board).
- (k) **Proxy Voting:** Board members may not vote by proxy.

Definitions

- (a) **Meeting:** The term “meeting” means the deliberations of at least the number of members of the Board required to take action on behalf of PCORI where such deliberations determine or result in the joint conduct or disposition of official PCORI business. Examples of Board sessions that are not “meetings” for purposes of this policy include, but are not limited to the following:
- i. Background or status report discussions;
 - ii. Events that are purely social or team-building in nature;
 - iii. Discussions to coordinate PCORI work or to assign responsibilities for particular projects for fact finding and subsequent reporting to the full Board; or
 - iv. Discussions to set the agenda for future open meetings of the Board.
- (b) **Open Meeting:** The term “open meeting” means a meeting of the Board that is open to the public.
- (c) **Executive Session:** The term “executive session” refers to a closed meeting:
- i. Solely concerning matters of personnel;

- ii. Concerning actual or threatened litigation involving PCORI; or
- iii. Concerning matters requiring privileged communication or confidential advice of counsel.

Collateral Documents

- (a) PCORI Authorizing Legislation
- (b) PCORI Bylaws