

General Information on Township Meetings

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1. What constitutes a ‘conflict of interest’ that may preclude a member of the board of trustees from voting on an issue?

A good general rule of thumb to follow in determining whether you have a “conflict of interest” is whether or not a decision you are participating in will affect your own financial interests or those of your family or business associates. If so, you should recuse yourself from participating in the decision-making process. Ohio’s Ethics Laws are governed by Ohio Revised Code Chapter 102. The primary prohibitions under Chapter 102 prohibit township trustees from using their authority or influence to secure, from soliciting, or from accepting a thing of value if the value has a substantial and improper influence upon the public official. The “thing of value” includes a potential detriment. There are also several other statutes that trustees must be aware of. O.R.C. 2921.42 prohibits trustees from having an unlawful interest in a public contract and sets forth several prohibitions and exceptions. O.R.C. 511.13 also prohibits trustees (as well as township employees) from having any interest in a contract entered into by a board of trustees. If you have a conflict of interest you are prohibited from not only voting on the issue but also from discussing or lobbying other trustees. If you are unsure whether or not you have a conflict of interest, you should (prior to any vote) contact the Ohio Ethics Commission at (614) 466-7090 and request an advisory opinion. If you are unable to obtain an advisory opinion prior to a vote, then you should air on the side of caution and recuse yourself from any deliberation and vote. All provisions of the Ohio Ethics Law are criminal prohibitions. Depending upon the scenario, violations are either a first degree misdemeanor or fourth degree felony punishable by a fine, prison term or both.

2. Must debate on a motion stop immediately as soon as any member calls the question?

Yes, debate on a motion must stop immediately when a member calls the question. When a motion is on the floor during a meeting to address a particular matter of township business, typically debate ensues regarding that business. When a member calls the question, they are making what is called a “subsidiary motion” to dispose of the original motion being debated. Calling the question is synonymous with “moving the previous question,” “demanding the previous question,” and “demanding the previous motion.” Any of these words said by a member will serve to call the question; essentially the member is making a motion to end debate and force an immediate vote on the motion or motions on the floor. Once a member has called the question and it has been seconded, the chair immediately takes a vote on the motion to call the question. It is important to note that the motion to call the question must pass by a two-thirds vote rather than a majority vote, and if it does not, the chair will open the floor for debate on the original motion.

3. How detailed must the meeting minutes be? Must they be read in their entirety before being approved at the next meeting?

O.R.C. 507.04 requires a township fiscal officer to keep “an accurate record of the proceedings of the board of township trustees at all of its meetings.” Other than this section, there is no definite answer to the question of what should be included and how detailed the minutes from a board of trustee meeting must be. Generally the safest thing to do is to include as much detailed information as possible. The Ohio Supreme Court has provided some guidance by stating that

the minutes of a public body “must contain sufficient facts and information to permit the public to understand and appreciate the rationale behind the public body’s decision.” As a result, minutes should accurately reflect the decision-making process leading up to a vote, including the debate of the subject. Minutes need not be taken verbatim, but items should include: date of the meeting and the time the meeting was called to order; name of the trustees present or absent and who is presiding; all motions which call for board action including the name of the person proposing it and the name of the person seconding it; any amendments to the motion; trustee action (recording the vote of each trustee); procedural motions (refer an item to committee, postpone a motion, adjournment) need only indicate if the motion was passed or defeated—no roll call vote is required; summarize discussions on motions, including statements of each trustee, especially if controversial; summarization of statements made by members of the public and name of speaker; record all communications received by trustees and all announcements made at the meetings; and the time of adjournment.

The Ohio Revised Code does not require meeting minutes to be read in their entirety prior to approval. It is well established that a board of trustees may adopt reasonable rules for the conduct of its meetings (See R.C. 504.09 for limited home rule township). Therefore, a board should adopt rules governing the approval of meetings minutes and specifically whether or not minutes should be read in their entirety prior to approval. Roberts Rules of Order do provide that when copies of the minutes have been provided in advance to members, the actual reading of the minutes may be waived if no member objects. Typically, a trustee will ask the other trustees if there “are any corrections, deletions, or additions to minutes.” If no corrections are noted, then it would be sufficient for that trustee to say “If there are no corrections deletions or additions, the minutes stand approved.” No formal vote would be required to approve the minutes.

4. What are the rules governing executive sessions?

There are seven valid reasons to hold an executive session. Those reasons are stated in O.R.C 121.22(G)(1)-(7). Prior to adjourning into executive session, a trustee must make a motion to adjourn into executive session citing the specific purpose authorized by law. For example, a board may make a motion to adjourn into a executive session, pursuant to O.R.C. 121.22(G)(1), for the purpose of considering the appointment of a public employee. The motion must be seconded and followed by a roll call vote by a majority of the trustees. The vote may not occur by acclamation or show of hands. The Board, in its discretion, may determine who may be included (or excluded) in the discussions occurring in executive session. Once in executive session, no actual voting or decision-making may occur. All votes must occur in an open meeting. One court has even held that if a public body decides to take no action on a pending matter, such a determination should be made and voted upon in open session. Furthermore, trustees should only discuss those issues in executive session that were authorized by the initial motion. Once an executive session has concluded, a trustee should make a motion to come out of executive session. Again, this motion must be seconded and followed by a roll call vote. The minutes of the meeting should reflect both motions going into and out of executive session as well as both roll call votes and whether any action was taken. Although Roberts Rules of Order frown on disclosure, nothing in the Open Meetings Act prohibits a trustee from disclosing the information shared in executive session, unless such disclosure is prohibited a statute.

5. What should be included on the meeting agenda?

While the Ohio Attorney General has recently opined that a board of township trustees is not required by statute to prepare and distribute to the public or media a written agenda for a regular meeting, having an agenda that is well-planned can be invaluable toward improving the efficiency and effectiveness of your meetings. An agenda for a regular meeting should at a minimum include the following: a call to order and any opening ceremony, such as the Pledge of Allegiance; approval of minutes (from the previous meeting(s)); reports from any officers or committees, which may include the Fiscal Officer; standing business, which may include reports from each department of the township; unfinished business; new business; public comment; announcements; and adjournment. Using this framework, detail can be added regarding particular issues that will be addressed at a given meeting. An agenda for a special meeting, if used, would typically be much narrower and focus on the purpose for which the meeting is called. In assembling an agenda, be sure to require submission of items leaving ample time for the preparer. If the agenda is amended leading up to the meeting, remember to distribute updated copies prior to the commencement of the meeting. A properly formulated agenda can be a very useful tool for conducting township meetings.

6. What is the difference between a resolution and a motion?

A motion is a proposal that a group take action on an issue and is made verbally. A motion must be presented before the group, for example, before a township board of trustees. A motion must be seconded and accepted by the requisite vote of trustees, typically a majority, for the action proposed to be taken. A motion can either be a main motion or a secondary motion. Main motions are the most common type of motions and bring business before a board. Motions are made by a member saying, "I move that [a certain action to be taken]," for instance, that a meeting be adjourned.

A resolution is a type of main motion that states a policy or principle and is the actual action to be taken in a motion. A resolution can be either verbal or written. Thus, for example, if a board member says "I move to authorize the Fiscal Officer to send a letter to the Board of Health," a motion has been made, and the resolution is the action: the Fiscal Officer sending a letter to the Board of Health. This type of resolution is administrative in nature and may be made orally in this manner. However, certain statutes require written resolutions. Even if not required by the Ohio Revised Code, boards should consider using written resolutions for actions that are not administrative in nature or particularly important actions, such as purchases and hiring. If a written resolution is used, a trustee would make an oral motion to adopt the resolution during a meeting. For example, a board member would say, "I move to adopt Resolution 07-333 hiring John Doe as the Township Fire Chief." This statement by the board member is a motion, and there would be a written resolution numbered 07-333 that is being adopted by the verbal motion, resolving to hire John Doe, assuming a majority of trustees vote for the motion to pass. Resolutions typically include a preamble that is explanatory in nature and states the background of the action being taken and the reasons that members should support the resolution. Each reason listed in the preamble is prefaced with the word "Whereas." The preamble is followed by the resolution, which will begin with the word "Resolved," and describe the action to be taken.

If more than one action is to be taken, the resolution may contain more than one “Resolved,” followed by a description of each action.

7. What are the notification requirements when a special meeting is called?

The notification requirements for a special meeting are set forth in the Open Meetings Act. O.R.C. 122.22(F) requires a board of trustees to establish, by rule, a reasonable method that allows the public to determine the time, place and purpose of a special meeting. Any rule adopted by a board must require at least 24 hours advance notification to all media outlets that have requested notices of special meetings. The Open Meetings Act also requires that a board of trustees establish by rule that any person, upon request and payment of a reasonable fee, may obtain reasonable advance notification of all meetings at which any specific type of public business is to be discussed. In addition, the rules should provide for who may call a special meeting, the method of contacting each trustee and in what locations (i.e. “front door of township administrative office or bulletin board located at...”) the special meeting notice will be posted. Unless required by another statute or your own rules, there is no requirement that a special meeting notice be advertised in a newspaper. Any meeting procedures and methods of notification should set forth and adopted by a written resolution. The special meeting notice itself should contain the time, date, location and purpose of the special meeting. Remember to discuss only those matters listed in the special meeting notice.

8. Can members of the board of trustees gather without violating Ohio’s Sunshine Laws?

Yes, but only under certain circumstances and trustees must always use caution when gathering outside of the traditional meeting setting. R.C. 122.22(A) requires that public officials take official action and conduct all deliberations on official business only in open meetings, unless specifically exempted by law. In order for the Open Meetings Act to apply to a gathering of trustees, you must first have a meeting. O.R.C. 122.22(B)(2) defines a “meeting” as a prearranged gathering of a majority of a public body to discuss or conduct public business. All three components (prearranged, majority of the body, and discussion or deliberation of public business) must be present to have a meeting under the Open Meetings Act. Some courts have held that a gathering of a majority of a public body is not a meeting and did not violate the Open Meetings Act where members of the public body acted only as passive observers in a ministerial fact-gathering capacity or informational gathering session. Often times, however the line between “informational gathering” and conducting public business is blurry and a board should contact their County Prosecutor or outside legal counsel to determine if a gathering by trustees is subject to the Open Meetings Act.