

RESOLUTION NO. 2023-01

AUTHORIZING REMOTE ATTENDANCE AT BOARD MEETINGS BY MEMBERS OF THE BOARD OF DIRECTORS OF THE PORT UPON CERTAIN CONDITIONS

WHEREAS, the Port of Greater Cincinnati Development Authority (the "Port"), a body corporate and politic duly organized and validly existing under the laws of the State of Ohio, is authorized and empowered under Ohio Revised Code ("R.C.") 4582.60 to adopt rules to allow the remote attendance and participation of Board members in Board meetings; and

WHEREAS, to promote the orderly and efficient operation of the organization, the Board desires to adopt the following rules governing remote attendance and participation in meetings of the Board of Directors (the "Rules"):

Board members shall be authorized to attend a Board meeting by interactive videoconference in lieu of attending in person, and quorum required under the Bylaws of the Port shall include Board members who attend a meeting in such manner, all in accordance with the following conditions:

- A. The Board establishes a primary meeting location that is open and accessible to the public, which location shall be included in the meeting notice.
- B. No more than three Board members may attend remotely at the same meeting. All other Board members participating in the meeting must attend in-person at the primary meeting location.
- C. A Board member may remotely attend only if the Board member is not present at the location of the Board Meeting. Board members remotely attending a Board meeting cannot be physically together in the same remote location as any other Board member.
- D. The Board shall cause a clear remote connection to be established with remote Board participants that enables all meeting participants at the primary meeting location to hear and see each Board member.
- E. Meeting materials that are available prior to the meeting shall be sent electronically, hand-delivered, or sent via United States postal service to each Board member prior to the meeting.
- F. Board members attending remotely shall have the capacity to receive meeting-related materials that are distributed during the meeting.
- G. A roll-call vote shall be taken for each Board member attending remotely.
- H. The minutes of the Board meeting shall identify which Board members attended remotely.

NOW, THEREFORE, BE IT RESOLVED by the Board of the Port of Greater Cincinnati Development Authority:

Section 1. Pursuant to its authority under R.C. 4582.60(A), the Board hereby authorizes its members to participate remotely in Board meetings according with the Rules set forth in this resolution. A Board member participating remotely in compliance with the Rules is present for purposes of conducting the business of the meeting including, but not limited to, determining quorum.

Section 2. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken, and that all deliberations of this Board that resulted in such formal action were held in meetings open to the public in compliance with the law.

Section 3. This resolution shall be in full force and effect upon its adoption.

Adopted:

Yeas: 7

Nays: 0



Chairperson

Attest: 

Secretary

As amended January 24, 2023.