

SUPPLEMENTAL NOTICE FOR EMERGENCY TELEPHONE CONFERENCE MEETING

An emergency special called meeting of the “Charter Holder Board of Directors for Triumph Public High Schools (El Paso), (Laredo), (Lubbock), and (Rio Grande Valley)” will be held on Monday, **March 16, 2020 beginning at TBD** CST at the San Antonio Central Administrative Office • 1218 S. Presa • San Antonio, Texas 78210.

This meeting will be conducted via telephone conference because it was deemed an emergency due to an unforeseeable situation: **[See SAPI Bylaws and Open Meetings Act sections below.]**

The following items on the agenda to be presented for board approval are:

1. *Resolution Declaring Emergency Response to COVID-19,*
2. *Waiver of Procurement Policies for COVID-19 Related Work,*
3. *Waiver Days for Missed Instructional Days,*
4. *Waiver to Authorize Absences for Employees,*
5. *Approval of Pay During Closures, and*
6. *Authorization of Other State Waivers.*

AS PER STUDENT ALTERNATIVES PROGRAM, INC. CORPORATE BYLAWS

5.04 Charter School Meetings. When conducting business relating to the operations or affairs of any of the Corporation's open-enrollment charter schools, meetings shall be conducted in accordance with provisions of the Texas Education Code and Chapter 551 of the Texas Government Code, and the Board of Directors shall be subject to the requirements of the Texas Open Meetings Act, including the following provisions: At no time shall a quorum of the full board meet to deliberate any issue or business of the Corporation without posting notice of a meeting as set forth in the bylaws. Directors shall normally attend all meetings in person, but may attend by alternate means if circumstances warrant and in accordance with the Texas Open Meetings Act.

(b) Emergency Meetings:

In the event of an emergency as defined in the Texas Open Meetings Act, a meeting may be conducted by **telephone conference call**. If a meeting involves telephonic participation, the telephonic participation must be by conference call in which all persons participating can be heard by all other participants and the public.

AS PER THE OPEN MEETINGS ACT

Telephone Conference Meeting:

A governmental body may not conduct meetings subject to the Act by telephone or videoconference unless a statute expressly authorizes it to do so.¹⁴⁷ The Open Meetings Act authorizes governmental bodies to conduct meetings by telephone conference call under limited circumstances and subject to procedures that may include special requirements for notice, record-keeping and two-way communication between meeting locations.¹⁴⁸

A governmental body may hold an open or closed meeting by telephone conference call if:

1. *an emergency or public necessity exists within the meaning of Section 551.045 of [this chapter]; and*
2. *the convening at one location of a quorum of the governmental body is difficult or impossible; or*
3. *the meeting is held by an advisory board.*¹⁴⁹

The emergency telephone meeting is subject to the notice requirements applicable to other meetings held under the Act. The open portions of the meeting are required to be audible to the public at the location specified in the notice and must be recorded. The provision also requires the location of the meeting to be set up to provide two-way communication during the entire conference call and the identity of each party to the conference call to be clearly stated prior to speaking.¹⁵⁰

Posting of Emergency Meetings:

These rules affect the timing and content of the notice but not its physical location. Section 551.045 provides:

- b) An emergency or an urgent public necessity exists only if immediate action is required of a governmental body because of:
 - 1) an imminent threat to public health and safety; or
 - 2) a reasonably unforeseeable situation.
- c) The governmental body shall clearly identify the emergency or urgent public necessity in the notice or supplemental notice under this section.
- d) A person who is designated or authorized to post notice of a meeting by a governmental body under this subchapter shall post the notice taking at face value the governmental body's stated reason for the emergency or urgent public necessity.

¹⁴⁷ See generally Hitt, 687 S.W.2d at 796; Elizondo v. Williams, 643 S.W.2d 765, 766–67 (Tex. App.—San Antonio 1982, no writ) (telephone meetings); Tex. Att'y Gen. Op. No. DM-207 (1993) at 3 (videoconference meeting). But see Harris Cnty. Emergency Serv. Dist. No. 1 v. Harris Cnty. Emergency Corps, 999 S.W.2d 163, 169 (Tex. App.—Houston [14th Dist.] 1999, no pet.) (Concluding that telephone discussion by fewer than a quorum of board members about placing items on the agenda, without evidence of intent, did not violate Act).

¹⁴⁸ TEX. GOV'T CODE ANN. §§ 551.121–.126 (authorizing meetings by telephone conference call under specified circumstances).

¹⁴⁹ Id. § 551.125(b). See Tex. Att'y Gen. Op. No. GA-0379 (2005) at 2–3 (addressing Government Code section 551.125(b)(3)).

¹⁵⁰ TEX. GOV'T CODE ANN. § 551.125(b)–(f).