

## **Board requirements re: advance submission of handout materials and PowerPoint presentations**

Effective immediately (3-30-09), the Board chair and vice chair have ordered that all handout materials and PowerPoint presentations used during Board meetings are to be delivered to all Board members one week in advance of a Board meeting. This impacts all action items and reports on a Board meeting agenda other than items on the Consent/Information Agenda. <sup>1</sup>

**Thus, each presenter who wishes to use a handout or PowerPoint during the presentation of an action item or report must submit those materials or files to the Board Office one week prior to the Board meeting.**

*[For example, for the Board meeting on May 7-8, 2009, handouts and PowerPoint presentations must be submitted to the Board Office by 12 noon on Thursday, April 30, 2009.]*

The Board chair and vice chair also will expect those who submit such handouts and/or PowerPoint presentations to have these materials in substantially final form when they are submitted one week in advance of a Board meeting. It is recognized that, occasionally, updates or revisions may need to be made to these materials during the days leading up to a Board meeting ..... but the advance submission of a "strawman" or shell document that will be replaced by one containing substantively different information at the Board meeting is not acceptable.

Exceptions may be granted by the Board chair and vice chair on a case by case basis, but all should expect such exceptions to be granted infrequently and then only for exceptional reasons.

*["We're busy and don't have time to get it done a week in advance" ... or "But we always pull together our presentation materials during the last few days before a Board meeting" ... are not valid reasons.]*

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### <sup>1</sup> ADDENDUM:

Handout/PowerPoint materials that are given to Board members as "additional information only – read at your leisure" ... such as materials that are often distributed to the Board during the Chancellor's and Presidents' Report ... also may be exempted from the advance submission requirement.

The objective of this requirement is that critical information be provided in advance when the Board needs to evaluate a proposed action or report in order to render an informed decision or take an informed position. An appropriate guiding principle is provided by the National Association of Corporate Directors (NACD). With respect to "Attention to Information, Agenda & Strategy," NACD states: "*Information flow to the board should be sufficient to support understanding of the company's business and the critical issues the company faces, and enable participants to achieve informed discussions at board meetings. .... Crisp reports distributed in advance of meetings should obviate the need for lengthy management presentations in most board and committee meetings, so that maximum time is preserved for discussion.*"

To be eligible for the exception noted above, the agenda item must not be one where Board action is to be taken or a report is substantive in nature on a specific topic.

For reports such as the open-ended updates given during the Chancellor's and Presidents' Reports – where the information presented is not designed to lead the Board to an outcome or a position and essentially is "read at your convenience" – an exception can be made to the advance submission requirement.