



Guidelines on RGGI, Inc. Board of Directors Meetings

1. Introduction and Applicability

These Guidelines on Board of Directors Meetings shall apply to all meetings of the RGGI, Inc. Board of Directors. It is the intent of the Board of Directors that the Board shall conduct its business publicly, except in the circumstances described in Section 6 of these guidelines.

The Board may meet by teleconference, including conference telephone, webinar, or electronic video screen communication, or other similar equipment, so long as all directors participating can hear one another.

“Meetings” as used in these Guidelines on Board of Directors Meetings includes in-person meetings and teleconference meetings. Meeting notices will include a description of the meeting format as well as the details for participation in the meeting. In-person meetings will include access by telephone or other electronic media.

These Guidelines on Board of Directors Meetings rely on internet communications including e-mails to interested parties who receive meeting notices. Meeting notices, agendas, and materials will be accessible on the RGGI, Inc. website.

2. Notice of Meeting

With the exception of the Special Meetings of the Board described in Section 7, notice of Board meetings shall be provided not less than ten business days in advance of the day on which the meeting is to be held.

Any member of the public may receive notices of meetings by signing up for the electronic mailing list on the RGGI, Inc. website www.rggi.org.

Any notice of meetings provided to the Board and members of the public who have requested such a notice shall also be posted on the RGGI, Inc. website at the same time as delivery of the notice to the Board and to members of the public who have requested such notice.

3. Registration for Meetings

Members of the public attending a Board meeting shall be asked to register for the meeting no later than two business days in advance of the day on which the meeting is to be held. Members of the public shall be asked to register their name and professional affiliation during registration.

4. Availability of Meeting Agendas

Items to be discussed at the meeting will be included in an agenda. The agenda shall be posted to the RGGI, Inc. website not less than two business days in advance of the day on which the meeting is to be held. In the event agenda items are changed at the request of any member of the Board or the Executive Director, a revised agenda will be posted on the RGGI, Inc. website as soon as possible.

5. Availability of Meeting Materials

Written materials which are not privileged, not confidential and not materials that would be legally protected information in any of the Signatory States and which are submitted to the Board in connection with a matter subject to the discussion or consideration at a Board meeting will be made available to the public. All such written materials will be posted to the RGGI, Inc. website no later than the day of the meeting or on the day following the meeting if it is not feasible to post them beforehand.

6. Executive Sessions

An executive session is a meeting or portion of a meeting of the Board that is closed to members of the public. It may be called by the Board to protect and advance the best interests of RGGI, Inc. and/or the Signatory States. Matters that may be considered in executive session may include, but are not limited to the following:

- Litigation and Legal Advice
- Personnel Matters
- Confidential/Proprietary Information
- Sensitive and Security Information
- Commercial Transactions/Procurement
- Status of Signatory States

When meeting in executive session, in addition to the Board, the Chair of the meeting may permit other attendees he or she deems necessary to be present in such an executive session.

7. Notice of Special Meetings

Notice of Special Meetings of the Board shall be provided not less than three business days in advance of the day on which the meeting is to be held.

8. Interruption of Meetings

In the event any Board meeting is willfully interrupted by a person, a group or groups of persons so as to render the orderly conduct of such meetings unfeasible, and order cannot be restored by the removal of such persons, the Chair of the meeting may order the meeting room cleared and continue the meeting.

9. Accessibility of Meetings

For all Board meetings that are held at a physical location, the Board shall make reasonable accommodations to provide accessibility to persons with disabilities.

10. Disclaimer

These Guidelines on Board of Directors Meetings have been adopted by the Board in the exercise of its discretion and may be revised, supplemented, modified or withdrawn, in whole or in part, at any time, with immediate effect. These Guidelines are a statement of how the Board intends to conduct its meetings, but are not legally binding on the Board. Nothing set forth in these Guidelines shall serve as the basis for a cause of action on the part of any person or entity for monetary damages or declaratory or injunctive relief, or to invalidate, delay or prevent any action of the Board, based upon an actual or alleged violation of these Guidelines. These Guidelines on Board of Directors Meetings are not intended to and do not create any rights in any person or entity.

Nothing in these Guidelines detracts from or supplants any of the powers or duties of the Corporation or its Directors, Officers, employees and agents as established by the Corporation's by-laws. Nothing in these Guidelines is intended to, or may be construed as, affecting the obligations of individual Board members under any governing freedom of information or freedom of access laws, to the extent applicable.