RECORD RETENTION TRUISMS:

- YOUR LAND BANK IS A “PUBLIC OFFICE.”
- “SUNSHINE LAWS” APPLY TO YOU.
- BOARD OF DIRECTORS & COMMITTEES MUST MEET “OPENLY” AND WITH NOTICE. MUST KEEP RECORDS.
- “PUBLIC RECORDS” IS A BROAD CONCEPT; INCLUDES ELECTRONIC OR PAPER DOCUMENTS OR COMMUNICATIONS ABOUT YOUR BUSINESS.
- PUBLIC RECORDS MEANS YOU ARE SUBJECT TO THE RECORDS RETENTION PROCESS; KEEP IT “ORDERLY AND ACCESSIBLE.”
Organizing Your Land Bank
Corporate Book and Board Meetings
Jacqui Knettel
ORGANIZE
Your Land Bank

- Where do I begin?????
CREATE and MAINTAIN Good Policy

Good records management plan:
A. INFORMS
B. ASSISTS
C. PROVIDES ASSURANCE

Take the time to create policy!!
Corporate Book

What do I do with it?

Keep it

Update it

Refer to it

It is the tool for tracking decisions and operations of your Land Bank.
Keep It!

• YOU ARE REQUIRED TO!
• Provides history of who you are and why you do what you do!
• Clear and concise record of all Board actions all IN ONE PLACE!
• Operational instructions.
• Provides transparency.
• At your main place of business.
What’s in the Book?

- Corporate Book –
  - Articles of Incorporation
  - Code of Regulations/By-Laws
  - Comprehensive Ethics Policy
  - Employer I.D.
  - Officer Appointment
  - Signing Authority (who can sign what)
  - Public Records Policy
  - Board of Directors and schedule of terms
What else is in the Book?

- Notices
- Agenda
- Minutes
- Resolutions
- Budgets

Organized by year
Update It!

When?

• Before and after every Board meeting.
• Change in Board members.
• Changes in by-laws or policies have been approved/ratified by the Board.
• Before the auditors arrive!
Each year Audited by the State
Auditor requests Corporate Book

AUDIT TIME!
• What do they look for?
  – List of Current Directors
  – Schedule of Meetings
  – Agendas
  – Minutes of Meetings and Actions Taken at Meetings
  – Board Resolutions
  – Appointment of Chair/Vice Chair/Members
  – If your board meeting documents posted on the website, match your corporate book.
Yikes . . .

We’ve been subpoenaed

and we need to provide the following:

– copies of all Board actions
– copies of contract limits set by the Board
– copies of Board minutes
Board Meetings
How Do I Know What To Do?

• Meeting requirements established in the Code of Regulations

CUYAHOGA COUNTY LAND REUTILIZATION CORPORATION

AMENDED AND RESTATED CODE OF REGULATIONS

ARTICLE I

CORPORATION

Section 1.1. Corporate Name. The name of the Corporation shall be “Cuyahoga County Land Reutilization Corporation” (hereinafter referred to as the “Corporation”).

Section 1.2. Principal Office. The place in the State of Ohio (the “State”) where the principal office of the Corporation is located is the city of Cleveland, Cuyahoga County, Ohio.

Section 1.3. Nonprofit Corporation. The Corporation has been organized as a county land reutilization corporation under Ohio Revised Code (“R.C.”) Chapter 1724 (the “Community Improvement Corporation Law”) and R.C. Chapter 1702 (the “Nonprofit Corporation Law”). The Corporation shall carry on only such activities as are consistent with the purposes set forth in Section 1.1 of this Code of Regulations and in its Articles of Incorporation and in the laws of the State applicable to the Corporation. It is intended that the Corporation shall have the status of an organization which derives its income from the exercise of essential governmental functions and the income of which, if not used by the Corporation for the continuance of its purposes, accrues to the County of Cuyahoga, Ohio (the “County”) and is not included in gross income for federal income tax purposes under Section 115(1) of the Internal Revenue Code of 1986, and all regulations issued thereunder (the “Code”). All authority and activities of the Corporation shall be limited accordingly. Notwithstanding any other provision of the Corporation’s Articles of Incorporation or this Code of Regulations, the Corporation shall not directly or indirectly carry on any activity which would prevent it from claiming or maintaining exemption from federal income taxation. The Corporation is not organized for profit and shall not have any authority to issue capital stock. The Corporation shall have perpetual existence. [Amended on 10/28/2011 by motion]
Meetings

- Designate your Secretary.
- Adopt Roberts Rules of Order.
- Set your yearly calendar of Board meetings.
- When are elections held?
- Set your Agenda.
- Get the financials together for distribution to the Board.
What Else Do I Need For Meetings?

• Is Board Action needed? Resolutions?
• Provide minutes from last Board meeting for approval.
• Post your Notice of meeting and Agenda to your website and your required locations.
• All meetings where a determination of the Board is required ARE OPEN TO THE PUBLIC!
## Requirements for Directors

|---------------------|----------------------------------------|--------------------------------------------|------------------------------------------------------------------------------------|---------------------------|---------------------|
| Directors           | Regular Board Meeting                  | Not less than 7 days nor more than 14 days prior to meeting | • Personal Delivery  
 • U.S. Mail (first Class)  
 • Fax  
 • E-Mail | • Fax  
 • E-mail | Section 4.4.1 |
|                     | Special Board Meeting                  | At least 24 hours prior to special meeting | • Personal Delivery  
 • U.S. Mail (first Class)  
 • Fax  
 • E-Mail | • Fax  
 • E-mail | Section 4.4.2 |
## Requirements for Public/Board/Media

<table>
<thead>
<tr>
<th>Party to be Noticed</th>
<th>Activity to be Noticed</th>
<th>Notice Period</th>
<th>Methods for Notice</th>
<th>Receipts Needed for</th>
<th>Code of Reg. Section</th>
</tr>
</thead>
</table>
| Public              | • Board Meeting        | Not later than 24 hours prior to regular or special meeting | • Hard Copy Posted at Offices of Land Bank  
• Offices of Co. Treasurer  
• Offices of Commissioners  
• Published on Website  
• As Amended | (NA) | Section 4.8.2 |
|                     | • Regular             |               |                   |                     |                      |
|                     | • Special             |               |                   |                     |                      |
| Directors           | Agenda with minutes from last meeting and resolutions for next meeting | 7 days prior to scheduled Board Meeting | E-mail to Each Director  
Hard copy by regular mail | None | None – Administrative practice |
| Public              | Agenda for Regular or Special Meeting | Not later than 24 hours prior to regular or special | Published on website | (NA) | Section 4.8.4 |
| News Media Special Request | Regular or Special Meeting | Same as for the specific activity described above | E-mail notification | No, but Media must fill out a special notification request form | Section 4.8.3 |
www.cuyahogalandbank.org
Posting to the web
On the Web

- Organization Documents
  - Articles of Incorporation as filed and recorded
  - Code of Regulations
  - Agreement and Plan

- Reports
  - Report to Ohio General Assembly
  - State of Ohio Regular Audits from first audit through last audited year

- Board of County Commissioners’ Resolutions
  - Incorporation documents
  - Designation of Land Bank as County Agent
  - Approving Agreement and Plan

- Policies
  - Ethics Policy
  - Public Records Policy

- Actions from all Board meetings – notices of meetings, agendas, approved minutes, resolutions including the yearly budget
Important Take-Aways

• Transparency is important - it makes your life easier
• KEEP and UPDATE your corporate book
• KEEP and UPDATE your WEBSITE
• Auditors do check!
• The public checks!
Important: Take-5s!

If you have been to our 4 previous “Sunshine Law” presentations, we have a “Take 5” for you today.

THANK YOU!
You are NEVER going 100% digital!
(You must deal with paper)
BIG IDEAS FROM 2015, 2016, 2017, 2018:

- You need a “yellow book” from the Secretary of State.
- Your records manager must attend a Sunshine Law certification program (once).
- You need a Local Records Commission.
- You need a protocol for answering public records requests so that your motivations for timeliness or thoroughness are never in question.
- You need a filing system.
BIG IDEAS FROM 2016:

- The Ohio History Connection website will help you inventory records and get your records retention schedule started.

- Keep real-time records of what you have and where it is with redundant (digital and paper) lists.

- Put generic and general information on your website.

- Keep a description of how you do and what you do in the management process and public records request process.
BIG IDEAS FROM 2017:

- Be adaptable! You may need to adjust your filing system midstream (e.g. when a state agency decides to go digital).

- Ohio History Connection publishes a “Local Government Records Manual”—print one for your organization and READ IT!

- Records management is not just about keeping documents, it’s also about knowing what to get rid of and when to do so.

“Shred locally!”

Iron Mountain is NOT “local!”
BIG IDEAS FROM 2018:

- Sunshine Law compliance check list for your self-assessment.
- “Orderly and accessible” applies all of the time, even when your office moves.
- When files/documents are sufficiently stale, consider storing them off-site. “Orderly and accessible” still applies, but with an extra fee.

Cuyahoga Land Bank
BIG IDEAS FOR 2019:

- LOCAL RECORD COMMISSION FUNCTIONALITY
- DISASTER PREPAREDNESS
LOCAL RECORD COMMISSION FUNCTIONALITY

- Why? Because it’s required by law.
- Who? A representative of each department or each of these areas: IT, finance, operations/programs, AND the chair of governing board, fiscal and legal representatives from governing board.
- When? Must meet once a year, but you should meet as often as necessary. Don’t forget to give public notice in advance (on your website)!

**Land Banks are often “special taxing districts” under the ORC**
"It will never happen to us..."

DISASTER PREPAREDNESS!

- IDENTIFY DISASTER RESPONSE TEAM MEMBERS:
  - facilities person (about your building and equipment)
  - information tech person (about electronic information/equipment)
  - document (paper) person
  - safety person (about 1st responder contacts, workplace safety issues)
  - public affairs person (for media relations)

- IDENTIFY POTENTIAL DISASTERS:
  - Fire
  - Earthquake
  - Flood
  - Wind
  - Cold
  - Epidemic
  - HVAC failure
  - Software failure
  - Explosion
  - Improper handling
  - Sabotage
  - Theft (internal/external)
  - Power grid failure
  - Unauthorized access
  - WATER
DISASTER PREPAREDNESS!

- **IDENTIFY VITAL RECORDS**
  Corporate book and corporate records including insurance policies
  Contracts/MOUs
  Building plans
  Account numbers/accounts receivable
  Documentation of your information systems

  “Permanent” ≠ “Vital”

- **MAKE AN ACTION PLAN FOR RECOVERY**
  Create an evacuation plan (during office hours)
  Create a communications plan (off hours)
  Define response team roles
  Identify salvage priorities and procedures
  Clarify insurance contacts and coverage

Disaster supply box...
**DISASTER SUPPLY BOX:**

- **Container** for supplies
- **Barricade tape** (2 rolls)
- **Plastic** to cover files
- **Dust masks**
- **Hard hats**
- **Safety goggles**
- **Nitrile gloves** (pack of 100)
- **Spill materials**
- **Trash bags**
- **Sharpie markers** (one regular tip, one broad tip)
- **Box cutter**
- **Blank RC-1** (for any records which must be or have been destroyed)
- **Labels** (2”x3” minimum)
- **Binder clips and camp clothes line** (for small batch drying)
- **Emergency preparedness documents** (policies, priorities, etc.)
- **Emergency contact list**
DISASTER PRIORITIES:

- SAFETY OF THE PEOPLE
- REDUCE DAMAGE
- RECORD DAMAGE (especially record destruction)
- STABILIZE THE AREA (and records)
- BEGIN RESTORATION AND RECOVERY
QUESTIONS?

JACQUI:
corporate books, open meetings, social media “records”…?

SARAH:
filming details, LRC, RRNS/RC-2, self-assessment, offsite storage, disaster preparedness…?