RESOLUTION OF THE BOARD OF DIRECTORS ADOPTING
AN OPEN RECORDS (SUNSHINE LAW) POLICY

WHEREAS, the Board of Directors (the "Board") of Northwest Foundation, Inc., a Missouri nonprofit corporation ("Northwest Foundation"), wishes to adopt a policy with respect to Sections 610.010 through 610.225, RSMo (the "Sunshine Law") and to appoint a custodian of records as contemplated thereunder;

WHEREAS, the Board has consulted with officials from the Missouri Attorney General's office, other foundations that support Missouri public universities, and with Northwest Foundation's legal counsel regarding whether Northwest Foundation is a "public governmental body" due to being a "quasi-public governmental body" as the latter term is defined in the Sunshine Law and interpreted in cases and opinions; and

WHEREAS, while it is debatable whether or not the Sunshine Law applies to Northwest Foundation, the Board has nevertheless, for the avoidance of doubt, decided to adopt these resolutions and the Open Records (Sunshine Law) Policy attached hereto, which is designed to be the reasonable written policy (in compliance with Sections 610.010 through 610.030, RSMo) that is required by Section 610.028.2, RSMo, all of such sections being part of the Sunshine Law.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby, on behalf of Northwest Foundation, adopts the Open Records (Sunshine Law) Policy attached hereto.

ADOPTED by the Board on this 25th day of October, 2019.

Name:
Title: President

ATTEST:
Name:
Title: Executive Director
Policy Name: Open Records (Sunshine Law) Policy

Effective Date: December 31, 2019

Foundation Board President Signature: [Signature]

Executive Director Signature: [Signature]

Introduction

This Open Records (Sunshine Law) Policy (this "Policy") of Northwest Foundation, Inc., a Missouri nonprofit corporation ("Northwest Foundation") has been adopted by the Board of Directors (the "Board") of Northwest Foundation with respect to Sections 610.010 through 610.225, RSMo (the "Sunshine Law").

I. Purpose of Policy

Northwest Foundation intends to comply with the provisions of the Sunshine Law, as now written or as hereafter amended. Northwest Foundation hereby adopts the procedures set forth in the Sunshine Law, including, but not limited to, procedures to address the requirement that meetings, records, votes, actions, and deliberations of the Board shall be open to the public except as provided by law, which exceptions shall include those instances set forth in Section 610.021, RSMo (in which instances meetings, records and votes can be closed), and other instances provided by law (in which instances meetings, records or votes shall be closed as allowed or required by law), as Northwest Foundation's policies and procedures under the Sunshine Law, and the custodian of Northwest Foundation's records for purposes of the Sunshine Law (set forth below) is directed to comply with all such policies and procedures.

II. Custodian of Records

Except as otherwise provided in this Policy, pursuant to Section 610.023 of the Sunshine Law, the following person, or other person serving as Foundation board secretary, is appointed as custodian of the records of Northwest Foundation, at the following address, for purposes of the Sunshine Law and is hereby authorized and directed to take any and all actions necessary or appropriate in furtherance of such duties:

Carma Kinman, Board Secretary
Michael L. Faust Center for Alumni & Friends
640 College Avenue
Maryville, MO 64468
foundation@nwmissouri.edu
III. Responses to Requests

The above-appointed custodian of records is directed to respond to all requests received by Northwest Foundation for access to or copies of a Northwest Foundation public record within the time period provided by the Sunshine Law, except in those circumstances authorized by the Sunshine Law.

IV. Fees

The fees to be charged by Northwest Foundation for access to and furnishing copies of records pursuant to the Sunshine Law and this Policy shall be as hereinafter provided:

Fee Schedule:
- Paper copies shall be 10 cents per page for copies 9" by 14" or smaller, plus an hourly fee for duplicating time not to exceed the average hourly rate of pay for clerical staff of Northwest Foundation (currently $15.00 per hour).
- Time spent researching Northwest Foundation’s records to locate public records shall be billed at the actual cost to Northwest Foundation.

V. Closings and Further Actions

Northwest Foundation closes all meetings and records it is authorized to close by Section 610.021 of the Sunshine Law. The Board and the officers of Northwest Foundation are authorized and directed to take all further action necessary or appropriate to carry out the purposes and intent of this Policy.

VI. Amendment and Interpretation

Northwest Foundation reserves the right, in its sole discretion (through the Board or Governance Committee of Northwest Foundation) to amend, restate, or supplement, and interpret, this Policy at any time and from time to time. Without limiting the generality of the foregoing, Northwest Foundation may in its sole discretion (through the Board or Governance Committee of Northwest Foundation) establish additional criteria or procedures, or consult with accountants, advisors, attorneys, consultants, development or other professionals, or others, in regard to application, interpretation or review of the Sunshine Law, this Policy, and related issues and matters.