

July 1, 2024

MEMORANDUM FOR: Lisa Johnson-Billy
Chair, Udall Foundation Board of Trustees

SUBJECT: Certification of The Government in The Sunshine Act Compliance,
Board of Trustees Meeting, July 23, 2024

As required by the Sunshine in Government Act, 5 USC § 552b, the Morris K. Udall and Stewart L. Udall Foundation (Udall Foundation) will shortly publish a notice of its intent to hold a meeting of the Board of Trustees of the Udall Foundation (the Board) on July 23, 2024. The matters to be considered at the meeting are: (1) Call to Order and Chair's Remarks; (2) Trustees' Remarks; (3) Executive Director's Remarks; (4) Consent Agenda Approval (Minutes of the April 3, 2024, Board of Trustees Meeting, and Board takes notice of any new and updated personnel policies and internal control methodologies); (5) Vote on Proposed Executive Session (discuss internal personnel rules and practices of the agency, and disclose information of a personal nature where disclosure would constitute a clearly unwarranted invasion of personal privacy); (6) Program Eligibility; and (7) Executive Session.

As required by 5 USC § 552b(f)(1), I have been asked for a formal legal opinion to determine whether the Board may legally close parts of this meeting to the public. The Board is proposing, as required by 5 USC § 552b (d)(1), to vote to hold a closed session to solely discuss internal personnel rules and practices of the agency, and that discussion is likely to disclose information of a personal nature where disclosure would constitute a clearly unwarranted invasion of personal privacy. The vote of each voting member will be recorded and, should the motion pass, the portion of the meeting devoted solely to the internal personnel rules and practices of the agency, including the portions of that discussion that are likely to disclose information of a personal nature where disclosure would constitute a clearly unwarranted invasion of personal privacy, will be closed to the public. The entire meeting, including both the open session and the closed session, will be electronically recorded. The vote of each voting member will be made publicly available along with a list of all persons attending the closed sessions, in accordance with 5 USC § 552b (d)(3) and 5 USC § 552b (f). The recording of the closed portion of the meeting shall be available as required by 5 USC § 552b (f)(2), and subject to other restrictions such as 5 USC § 552 (the Privacy Act).

I have reviewed materials describing the purposes of the proposed Executive Session and the topics proposed to be discussed. I hereby certify that in my opinion the Board may legally restrict attendance at the closed portion of the Board Meeting under 5 USC §§ 552b(c)(2) and (c)(6) as the subject matter of this portion of the meeting is likely to "relate solely to the internal personnel rules and practices of an

agency” and is likely to “disclose information of a personal nature where disclosure would constitute a clearly unwarranted invasion of personal privacy”.

This opinion shall be maintained with the records of the July 23, 2024, meeting of the Udall Foundation Board of Trustees and shall also be made publicly available upon request.

GWENDOLYN T. D. FRANKS
General Counsel