

Executive Sessions

Executive sessions provide an opportunity for the board to meet in private. The board has a need and right at times to meet in total privacy. This may happen in the middle of an ongoing board meeting or at a separately scheduled moment. These special meetings are sometimes misunderstood and may project the image of being secretive and exclusionary. As they normally are closed meetings, restricted only to board members, it is advisable to set straightforward rules and communicate openly their function and purpose. Executive sessions can be turned into effective additions to normal board meetings.

When should an executive session take place?

At times, open deliberation prevents board members from being forth-coming and candid. Some crisis situations should be assessed in privacy before *being brought in front of the* entire board and possible outsiders. Information gathering for a delicate matter should be done behind closed doors.

The following situations may warrant an executive session:

- Investigating alleged improper conduct by a board member-
- Discussing financial issues with the auditor.
- Planning for major endeavors, such as mergers *and* real estate deals.
- Handling any matters where personal or organization confidentiality is requested or prudent.
- Handling of personnel issues such as compensation, performance evaluation and disciplinary issues.

Who participates in executive sessions?

The purpose of the meeting determines who should be present or excluded. Often, executive sessions are private meetings for board members only, with no staff present.

How to keep the sessions effective and appropriate?

The first rule for executive sessions is to hold them for the determined purpose only. When the agreed issue has been handled, the session is over and the normal board meeting resumes. Closed meetings are not occasions to run away from responsibility and hide from difficult issues that need attention.

The chief executive sometimes can feel left-out and even disregarded when the board meets without him/her. To ease this tension, it is important to communicate immediately after the meeting and inform the chief executive of any conclusions or recommendations that resulted from the session. Holding executive sessions on a regular basis can also minimize the secretive atmosphere. Naturally; a strong and trusting relationship between the board and the director alleviates-many feelings of apprehension.

Several states and government-funded organizations function under sunshine laws which open meetings to the public. It is wise to verify whether any provisions are included in these laws concerning closed sessions.

How to handle minutes of executive sessions?

Keep a written record of executive session proceedings. These minutes should include the date and place of the meeting, names of the persons present, any actions taken, and any abstentions from voting if voting took place. Sometimes, a short comment is enough as the meeting may have been simply a private consultation before actual deliberation during the regular board meeting. Executive session minutes are confidential and should be distributed only to board members and others who participated in the meeting.

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