**19a. EXECUTIVE SESSION PROCESS**

Updated July 24, 2017

**Procedures:**

Calling an Executive Session

The decision to hold an executive session belongs to the full board. While this is sometimes accomplished by a majority vote, it can also be accomplished by unanimous consent.

* Planned – Planned by the board chair and chief executive in advance and listed in the board agenda.
* Unplanned – Chair has the authority to call the executive session.
* Board member request – Majority or super majority confirm the decision to have an executive session.

Documentation:

* Minutes of Executive Session
  + No Minutes – If there is only discussion and a vote is not taken, the minutes only need to indicate when the session started and ended.
  + Minutes - What was done at the meeting shall be recorded, not what was said. Minutes should only be kept of business transacted (motions adopted) during the closed session.
  + Minutes are only accessible to those who had a right to be in the executive session and should not be attached to the regular board meeting minutes.
  + Any confidential documents distributed for an executive session should be clearly marked as confidential and collected at the end of the meeting and shredded.
  + Once the subject of the closed session is no longer confidential, the board can choose to open the minutes.
  + If in attendance, legal counsel or the CEO may take minutes or a designee should be appointed such as the Board Secretary
* Board Meeting Minutes
  + Regular board meeting minutes should indicate when the board went into an executive session, what the primary reason was (should be general), any formal decisions that were made in executive session, and when the board came out of the executive session.

Executive Session Attendance

* The meeting agenda should identify executive session participants, including any non-board members.

Subject

* The executive session should only address the topics identified. When the purpose of the executive session has been accomplished, the regular board meeting resumes.

Discussion

* Executive sessions will be for discussion, negotiation and in some instances decision making. After discussion, should the board wish to take action, it can be done back in the board meeting.
* Formal decisions, such as determining executive compensation, personnel issues, settling contract disputes will be decided in an executive session and ratified in the board meeting.

Informing the Chief Executive

* After an executive session without the chief executive, the chair will summarize the substance of the executive session.

Adjourn Executive Session

* Once the subject of the closed session is completed, the presiding officer simply announces that the executive session is ended and reopens the meeting.