

Executive Sessions: The Basics of Managing Them Well

1. Include the full board in Executive Sessions when appropriate, the executive director and when necessary, professional advisors. Consider including the Executive Director/CEO (hereafter “ED”) in part of each of your Executive Sessions.
2. Executive Sessions are generally called by the board president/chair. Some boards allow other board members to call an Executive Session, but require a majority or 2/3rds vote of the full board.
3. Develop Executive Session policies and guidelines including:
 - a. when and how Executive Sessions are called;
 - b. a list of acceptable topics for discussion during Executive Sessions;
 - c. procedures for how individuals are included in Executive Sessions and who facilitates sessions – generally, the board president/chair does both;
 - d. how and when the ED will participate. For example the ED may attend an entire Executive Session pertaining to a matter of litigation, but none of an audit review, and part of an ED performance and compensation review.;
 - e. language for procedures during Executive Sessions and;
 - f. language that guides acceptable behavior and conduct during Executive Sessions.
 - g. a plan for summarizing discussions to the ED that are had without him/her,
4. Executive Sessions are held during the regular board meeting. Include Executive Sessions as an item on your regular board meeting agenda and list the names of those who will be present. Open your regular board meeting, break for Executive Session and then return to your regular board meeting.
5. Whereas Executive Sessions may include discussion, negotiation, and even a straw poll to determine how board members may vote, actual votes should be saved for the regular board meeting.
6. Stay on topic, Executive Sessions should be focused on one pressing issue. Discuss only those items that meet the topic guidelines you’ve created. Don’t allow individuals to raise other topics for discussion, save those for another session.
7. All discussion during Executive Sessions is strictly confidential - off-the-record. Documents that are distributed for discussion during an Executive Session should be marked “confidential” and kept by the board president/chair, or if appropriate, the ED
8. Minutes of the Executive Session should include the general substance of the meeting discussion ONLY and are NOT attached to the board meeting minutes. They are not part of the official board meeting record. Minutes of Executive Sessions are also kept by the board president/chair, or if appropriate, the ED.
9. In the minutes of your regular board meeting, include the following:
 - when the board went into Executive Session,
 - the primary reason for the session, (brief and general),
 - any formal decision that was made or vote taken after the session, and
 - when the board concluded the session.
10. Following a session, summarize to the ED, those portions of the Executive Session not attend by him/her.