

**BOARD OF TRUSTEES  
FIRST UNITARIAN CHURCH OF DES MOINES  
EXECUTIVE SESSION POLICY**

**POLICY:**

The Board of Trustees of First Unitarian Church may enter into Executive Session only in accordance with the following guidelines:

1. To enter into Executive Session
  - a. a quorum must be present;
  - b. a motion to enter the Executive Session must state the reason(s) for the session;
  - c. the motion must be moved, seconded and approved by a simple majority vote of those present.
2. The reason(s) stated in the motion are the only issue(s) to be discussed during the Executive Session.
3. Board members and others whom the board invites as needed for the purpose of the session are the only persons entitled to attend the Executive Session.
4. No votes or binding decisions will be made in a Executive Session, unless the nature of the issue is such that it must remain confidential until fully resolved.
5. Minutes of the Executive Session:
  - a. If the session was an informal discussion, the general substance of the session should be noted.
  - b. If the session contributes to a board decision about a difficult or important issue (legal, personnel, etc.,) minutes should be taken.
  - c. Any minutes taken are to be shared only with participants in the meeting.
  - d. Such minutes and any other confidential documents should be clearly marked as such and maintained by the Board Chair or Executive as applicable.
6. Minutes of the open Board Meeting of which the Executive Session is a part will reflect
  - a. the details of the motion and vote to enter into the Executive Session;
  - b. the time the Board began and ended the Executive Session;
  - c. any report out of the Executive Session;
  - d. decisions to be made as a result of the Executive Session discussion will be formalized in the open Board Meeting with a motion that is properly made, seconded, and voted upon. (See item 4 above for exceptions.)
7. "Executive Sessions" may be held to manage the following
  - a. selection of the Unsung UU of First Unitarian Church;
  - b. selection of members to fill Board or Committee vacancies;

- c. Human Resources issues, including evaluations, compensation, and disciplinary issues;
- d. legal Issues;
- e. any other issue that arises requiring confidential discussion by the Board of Trustees.

**APPROVAL OF THE POLICY:**

This Policy requires the approval of the majority of the Board of Trustees. Date approved to be appended to the Policy.

**APPROVED: February 23, 2015 by the Board of Trustees**

**NOTA BENE:** This policy includes an addendum providing background information relating to "Executive Sessions".

## **ADDENDUM TO BOARD OF TRUSTEES POLICY on EXECUTIVE SESSIONS**

### **BACKGROUND:**

**OVERVIEW OF EXECUTIVE SESSIONS:** <sup>1</sup> *“Executive sessions are useful tools for protecting and advancing the best interests of an organization. Such sessions provide a venue for handling issues that are best discussed in private, for fostering robust discourse, and strengthening trust and communication. Distinguished by their purpose and participants, executive sessions serve three core functions: (1) they assure confidentiality, (2) they create a mechanism for board independence and oversight, (3) they enhance relationships among board members and with the chief executive.*

*Such sessions provide the necessary forum for Board members to speak openly about topics that warrant special treatment. Such sessions are exclusive to Board members. The chief executive or special advisors may be invited to join for part or all of the session.*

*While such sessions seem contrary to the expected openness and transparency of the Board, these sessions provide the necessary effective mechanism to deal with/manage certain kinds of issues, provided that they are called for the right reasons and handled appropriately.”*

**ROBERTS RULES OF ORDER and EXECUTIVE SESSIONS:** Roberts Rules of Order allow for Executive Sessions. The rules are discussed on page 95 lines 15-35 and page 96 lines 1-18 of Roberts Rules of Order Newly Revised 11<sup>th</sup> Edition. The rules state that such sessions may be entered into when required by rule, custom, or upon the adoption of a motion to do so. Such a motion is a question of privilege and is therefore adopted by majority vote.

Roberts Rules state that only members of the body, special invitees, and such employees or staff that are determined to be necessary are allowed to remain.

Minutes of such sessions are to be considered for approval only in an Executive Session if the minutes include the details of the “debate” and not just the action taken.

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<sup>1</sup> Section taken from Board Source: “Executive Session: How to Use Them Regularly and Wisely”