

Executive Sessions

By Bob Harris, CAE

Some boards believe that executive sessions are a way to hold discussions without staff present and without liability for discussions held. Generally the meeting is closed to staff for a discussion of executive or topics that someone feels should be private.

The practice can lead to trouble. There are several reasons to discourage closed-door meetings:

- Most executive sessions have no agenda. Discussions wander and may enter areas to which volunteer leaders should not be involved, such as staff salaries or prices fixing.
- Seldom are minutes kept. If troubles arise for the organization, the participants of the closed-door meeting have no proof as to what was said or not said. All association meetings deserve good minutes.
- Executive sessions can damage the relationship between board and staff. The natural assumption is that staff are being excluded for some reason --- possibly facing criticism. They have no opportunity to respond, resulting in misunderstandings or suspicion.
- Some executive sessions turns into gripe sessions. The board chair that invites leaders to throw anything on the table is opening Pandora's box. Rather than bringing closure to issues, new problems arise.
- Closed door sessions breed rumors. With no one to provide accurate rebuttals and facts --- bad information is passed on as fact because the leaders mentioned it.
- Some directors may call an executive session as a way to promote their personal agenda behind closed doors. An open door meeting insures that personal agendas take a backseat.



Policy on Executive Sessions

If closed-door sessions are held, consider having a policy to be sure that volunteers know what will be discussed; and take responsibility for recording minutes and reporting the outcomes.

The intent of the policy is to focus the discussion on specific topics and to discourage rambling debate on other issues. Further, it suggests that any actions must be reported out to the official minutes of the board of directors. Here is a policy sample:

“Prior to calling an executive session a motion must be passed by the board of directors to identify the specific topics to be discussed. Those topics shall frame and limit the discussion. After the meeting, actions of the executive session shall be reported to the board of directors for inclusion in the official meeting minutes of the current or next board meeting, summarizing what was discussed and any decisions made in the executive session.”

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Note: Bob Harris, CAE, conducts strategic planning, organizational performance assessment, and leadership seminars. His website offers free management tools at www.nonprofitcenter.com.

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