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Board Executive Session Policy

Purpose: To clarify the definition, conditions, and procedures for executive sessions of the Board of Trustees.

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Approved by: Board of Trustees

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Definition and conditions:

- An executive session is a meeting or portion of a Board meeting in which only Board members attend.
- Select staff or professional advisors may be invited to join an executive session.
- Any Board member may request an executive session if supported by a majority.
- An executive session may be called before, during, or after a regular Board meeting.
- If the topic under consideration could involve potential litigation, an attorney should be present. In such cases, the minutes of the executive sessions should be drafted and reviewed by counsel before they are approved.
- Mark all documents distributed for review during executive sessions as “confidential” and limit their circulation.

Purposes of Executive Sessions:

- To ensure confidentiality, in cases of sensitive topics, such as legal matters, audits, or personnel issues.
- To encourage frank and open conversation, in exploring different courses of action for difficult or unpopular options.
- To ensure independent Board oversight in discussion and decisions without undue influence of staff or others.

Voting in Executive Session:

- Voting may occur only if quorum is met. No final action of the Board may be made in Executive Session.
- Following a discussion in executive session, the Board may vote in open session on the issue.

Minutes of Executive Sessions:

- Minutes should contain only a general description of the matters discussed.
- Minutes of executive sessions should be kept with regular Board minutes.

- Regular Board minutes should note when the Board went into executive session and returned from executive session.
- Executive session minutes should not be attached to regular Board minutes, or circulated beyond the executive session participants.