



APPROVED

## **Board Policy: Board of Directors Meetings**

### **Policy Statement**

It is the policy of The Mountaineers to meet and conduct business as openly as possible, with exceptions allowed for issues that require confidentiality.

### **Application**

1. Board meetings shall be conducted as described in the bylaws, "Meetings."
2. The Secretary shall be responsible for sending a board packet to directors prior to the meeting.
  - A. The board packet shall include:
    - i. The agenda.
    - ii. Financial reports.
    - iii. Information necessary or helpful to decisions to be made at the board meeting.
  - B. The board packet may include confidential information, and when marked as confidential directors shall take reasonable steps to preserve that confidentiality.
3. The Secretary shall take minutes of each board meeting.
  - A. The minutes shall include:
    - i. Names of board members present and absent.
    - ii. Summaries of reports presented at the meeting.
    - iii. Motions and their outcome.
  - B. Draft minutes shall be distributed to board members prior to the next board meeting.
  - C. After being approved at the next board meeting, with corrections if necessary, the minutes shall be posted on The Mountaineers website for members.
  - D. The minutes shall be compiled and bound by staff on an annual basis into a volume for The Mountaineers archives.
4. The board meeting agenda may include items for a "consent agenda" to minimize the time required for routine business matters such as approval of committee members and approval of bank account signatories.
  - A. The consent agenda shall be voted on without discussion.
  - B. If a board member would like to discuss an item on the consent agenda, that item will be removed from the consent agenda and moved to new business.
  - C. A majority vote is needed to approve the consent agenda.



5. “Executive sessions” may be called when necessary to the board’s discussion and consideration of confidential matters.
  - A. Examples of confidential matters are:
    - i. Legal matters involving attorney-client privilege.
    - ii. Personnel issues involving specific individuals.
    - iii. Real-estate or business negotiations.
  - B. An executive session may be called by the President or any two members of the board of directors. The order of business for an executive session shall be:
    - i. The President shall briefly state the basis for an executive session and shall call for a motion to open the executive session. The motion shall require a majority vote.
    - ii. The Secretary shall move to continue the executive session. Upon opening the executive session the presiding officer shall remind those present of their obligation to preserve the confidentiality of the content of the session.
    - iii. Upon completion of the business of the executive session, the President shall close the session and announce the return to open session.
  - C. Participation in an executive session is limited to members of the board of directors and any others invited by the President or the board members who called for the executive session.
  - D. Discussion in the executive session must pertain specifically to the reason for which the session was called. Action by the board that may be taken in open session without detriment to the purposes to be served by the conduct of the executive session shall be taken in open session. Where action by the board, such as an informal approval of an actions proposed to be taken by the CEO, is taken in executive session because public knowledge of the action at that time would be detrimental to the best interests of The Mountaineers, confidential minutes of the executive session shall be taken. The minutes shall not include the discussion had, but shall briefly describe the action taken. The minutes shall remain confidential and accessible only to the board until such time as the board approves a motion to attach the minutes of the executive session to the minutes of the board meeting at which the session was conducted. Upon the passage of such a motion, all participants are released from their obligation to preserve the action taken as confidential. Notwithstanding the foregoing, participants shall keep the content of the discussions surrounding the action confidential.
  - E. No action requiring a formal motion or resolution may be acted upon in executive session.
  - F. Participants in the executive session shall treat all discussion and any action taken in the session as confidential information.



- G. The Secretary shall include the reason stated for the executive session in the regular board meeting minutes.
- H. The Secretary shall take minutes of the executive session to document any actions taken and the scope of discussions.

### **Responsibilities**

The Executive Committee is responsible for establishing board meeting agendas, including items to be included in consent agendas or executive sessions.

The President, or in the President's absence the person designated by the bylaws, is responsible for presiding at board meetings.

The Secretary is responsible for compiling the board packet and sending it to the directors, for taking minutes of the meeting, and for publishing approved minutes for all members to view. The Mountaineers staff shall assist the Secretary in the completion these tasks.

**Policy Owner:** Secretary