

## **Board of Trustees 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 Article VII of the bylaws, “Meetings.”
2. The secretary shall send a board packet to trustees prior to the meeting.
  - The board packet shall include:
    - The agenda
    - Financial reports
    - Information needed to make decisions required at the board meeting
  - The board packet may include confidential information, so trustees should use care in sharing this information.
3. The secretary shall take minutes of each board meeting.
  - The minutes shall include:
    - Names of board members present and absent
    - Summaries of reports presented at the meeting
    - Motions and their outcome, including the names of board members who dissent when a motion is not unanimously approved
  - Draft minutes shall be distributed to board members prior to the next board meeting.
  - A summary of the meeting shall be submitted to the editor of *The Mountaineer* for publication in the next issue.
  - After being approved at the next board meeting, with corrections if necessary, the minutes shall be posted on the Mountaineers public website.
  - Annually the minutes shall be compiled and bound into a volume for the club 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.
  - The consent agenda shall be voted on without discussion.
  - 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.
  - A majority vote is needed to approve the consent agenda.
5. “Executive sessions” may be called when necessary to discuss confidential matters.
  - Examples of confidential matters are:
    - Legal matters involving attorney-client privilege
    - Personnel issues involving specific individuals
    - Real-estate or business negotiations

- An executive session may be called by the president or any two members of the board of trustees. The order of business for an executive session shall be:
  - The president shall review the need for an executive session.
  - The secretary shall move to continue the executive session, with a 60% majority vote required for approval.
  - Upon completion of the business of the executive session, the president shall close the session.
- Participation in an executive session is limited to members of the board of trustees and any others invited by the president or the board members who called for the executive session.
- Actions taken during the executive session must pertain specifically to the reason for which the session was called. Any action that can be concluded in an open session shall be deferred to the next open session.
- Formal motions or resolutions may not be acted upon in executive session. These shall be deferred to the next open session.
- Participants in the executive session shall treat all discussion in the session as confidential information. The presiding officer shall confirm that all present understand and agree to this requirement of confidentiality.
- The secretary shall take minutes of the executive session to document any actions taken and the scope of discussions.
  - These minutes shall be kept in a confidential file, with access limited to members of the board of trustees.
  - Once the need for confidentiality has passed, the board may approve a motion to attach executive session minutes to the minutes of the applicable board meeting. This also waives the confidentiality agreement of the participants of the executive session.

### **Responsibilities**

The executive committee is responsible for planning board meeting agendas, including items to be included in consent agendas or executive sessions.

The president; or 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 trustees, taking minutes of the meeting, and publishing approved minutes for all members.