

CLOSED

BEHIND

An association board may sometimes feel the need to dismiss staff—and even the CEO—for an executive session, but doing so may sow seeds of distrust. A common understanding between board and staff about how executive sessions fit into the organization's governance practices can ensure they are a useful tool and not a sore subject.

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WHAT IS THE PURPOSE?

BoardSource (formerly the National Center for Nonprofit Boards) uses the term

first part, I dismiss the staff and remind the directors that this is the part of the executive session where they can tell me anything they would be uncomfortable saying in front of the staff. In the second part, I leave the room and remind them that this is the part of the meeting in which they can talk about me.”

HOW OFTEN?

Frequency of executive sessions will follow from their purpose, but it boils down to a simple choice: regularly or rarely?

Deese observes that “if associations limit attendance at board meetings to directors, senior staff, and legal counsel, I do not believe it is a best practice, or even prudent, to provide for a true executive session at every board meeting.”

Stephen C. Carey, Ph.D., CAE, lead strategist at Association Management + Marketing Resources, agrees and notes, “It is certainly not a best practice to have one at every meeting.”

Among proponents of scheduling an executive session in conjunction with every board meeting, the primary reason is to allay concerns that executive sessions are convened only in times of trouble with the CEO or staff. “I have an agreement with the board that, as an ex-officio member, I am present at executive sessions except when the board is discussing my performance,” says Christine McEntee, MHA, FASAE, executive director of the American Geophysical Union. “We schedule an executive session on every agenda—sometimes they are held, sometimes not—to keep suspicions at bay.”

BOARD-STAFF PARTNERSHIP

How do we make sense of these conflicting opinions about executive sessions? Governance theory can bring the issue into better focus. In organizations that operate with a shared governance model (see chart

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on page 64), boards and staff can use the subject of executive sessions to explore their approach to governance and, on this foundation, develop a policy about who should participate in conversations about sensitive matters.

BoardSource recommends that such a policy should cover how to call and conduct an executive session, how to identify the items that are addressed—including the issues from which it is appropriate to exclude staff—and how to properly document and communicate the discussions held in the session.

In an organization in which the board engages in a constructive partnership with the staff, the board chair and the chief executive can work together to plan executive sessions. Inviting the chief executive to participate in most executive sessions sends an important signal that the relationship between the board and the chief executive is paramount and that the board

