Executive Sessions for Nonprofit Boards

Many nonprofit boards include executive sessions in their board meeting agendas, and you may be wondering, "what exactly is an executive session?"

What Are Executive Sessions?

Executive sessions are closed or special meetings-within-a-meeting that provide an opportunity for the board to convene privately to handle sensitive and confidential issues, foster robust discourse, and strengthen trust and communication. BoardSource recommends having executive sessions at the end of every regularly scheduled board meeting.

Who Attends Executive Sessions?

Most often, executive sessions are private meetings exclusively for board members with no staff present. However, there are occasions when the chief executive may be invited to join. Seldomly, senior staff, constituents, or a professional advisor may be invited to participate for a portion of the session.

1. They assure confidentiality.

2. They create a mechanism for board independence and oversight.

3. They enhance relationships among board members, allowing time for deeper conversation and robust deliberation. Additionally, they build trust between members, as well as with the chief executive and professional advisors, when they are in attendance.

If you would like to leverage these core functionalities within your board, consider using executive sessions as a part of your operations.

What Is Appropriate to Discuss in Executive Sessions?

Executive sessions can be utilized by boards when discussing or voting on topics that should remain confidential.

Situations that are often handled in executive sessions without the chief executive

- meeting with the auditor at the end of the organization's financial audit. This allows the board to receive unfiltered feedback about the organization's financial health and practices
- discussion of the chief executive's performance evaluation and compensation
- review of alleged or actual improper behavior by the chief executive

Situations that are often handled in executive sessions with the chief executive

- off-the-record discussions about what "keeps the president awake at night"
- litigation
- major business transactions or endeavors, such as a merger or real estate transaction
- alleged or actual improper conduct by a board or staff member
- crisis management

How Do We Keep Executive Sessions Effective and Appropriate?

- Establish a board policy that specifies guidelines for the routine use of executive sessions, or the process for calling and conducting special executive sessions and issues that are acceptable for these closed meetings.

- Ensure that all executive sessions are held for their determined purpose only. After that purpose has been met, the session should end.

- If the chief executive is not in attendance, the board chair should inform the chief executive soon after of any specific conclusions or recommendations that surfaced during the meeting.

- Keep a written record of the proceedings. It is advisable to keep a written record of all executive session proceedings. While detailed minutes are often not necessary, the record should include the date, time, and place of the meeting; names of those people present; any actions taken; and any abstentions and final decisions from voting, if voting took place. These minutes are confidential and should be distributed to only those who were present in the session. If a vote was conducted, the final decision must be reflected in the board minutes.

Please note: Organizations that must follow sunshine or open meeting laws should review their state statutes concerning executive sessions.

Add Executive Sessions to Your Meetings

While they can take some getting used to, executive sessions are very helpful for boards that need to discuss sensitive topics. Read our in-depth resource on executive sessions today to learn more!

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Resources: Meeting, and Exceeding Expectations: A Guide to Successful Nonprofit Board Meetings, Executive Sessions: How to Use Them Regularly and Wisely