

GUIDELINES FOR MINUTES OF EXECUTIVE SESSIONS

Summary: When a body meets in executive session, minutes of that session need to be kept in the same way that all the other minutes of the body are kept.

Parliamentary Authority: The rules for taking, approving, and handling minutes are found in the body's parliamentary authority, which for the Presbyterian Church (U.S.A.) is "the most recent edition of *Robert's Rules of Order Newly Revised*" (G-3.0105). Currently that is the 11th Edition, first published in 2011. The relevant material is found on pages 458-460 and 468-475 (including a specific reference to the minutes of an executive session on page 460, line 15). The rules governing executive sessions are found on pages 95-96 (including specific provisions for the minutes on page 96, lines 9-17).

Ecclesiastical Authority: The *Book of Order* (G-3.0108) provides for Administrative Review. At a minimum, this requires the Presbytery to review at least annually the proceedings and actions of the Session and of the Congregation. For this purpose, the Clerk of the Session must submit the book of minutes to the Presbytery. These minutes must include all of the actions taken, including those taken in executive session. The Clerk of the Session must also furnish extracts from the minutes when required by another council of the church (G-3.0104).

Procedure:

A session can go into executive session when a motion is made and approved to do so. The motion is a privileged motion involving the privilege of the session, which means it can interrupt a speaker, and has priority over all motions except to *recess, adjourn, or fix the time to which to which to adjourn*. The motion requires a second, is debatable, and needs a simple majority. Executive session requires that all present except members of session and those specifically invited to remain be excused from the room. At the beginning of the meeting, the moderator will explain that everything that happens in executive session remains confidential. This applies to everyone present, including those non-members invited to remain.

When the Session votes to go into executive session, the Clerk should start a fresh page of notes. It should begin with the details of the time and place of the executive session, and a full list of those in attendance. The general principle of Robert's Rules of Order still applies: "the minutes should contain mainly a record of what was *done* at the meeting, not what was *said* by the members" (RONR, p. 468, ll. 16-18). (If the clerk determines that it is important for contextual or historical purposes, he or she may include discussions in the minutes. Any member can move to remove that discussion when the minutes are put for approval.) All main motions need to be included in full, along with the disposition of each motion (RONR, p. 469, ll. 13-25). This includes the full wording of any recommendation brought to the meeting and/or placed before the body by motion, even if the motion subsequently fails to achieve approval by a majority vote. In particular, the complete financial and other terms of any calls, contracts, termination agreements, and other personnel matters need to be included in the minutes, because the minutes are the ultimate authority if a determination later needs to be made concerning what the Session actually agreed to or decided not to agree to. If, in executive session no resolutions are approved, the minutes may include a description of the deliberations during the meeting.

One option for approving the minutes of an executive session is for the Clerk to read the minutes aloud and for the Session to approve them before ending the executive session. If that is not done, then the Session will need to hold another executive session at a later date to approve the minutes.

The minutes of open session must include the resolution to go into executive session and the resolution to return to open session. If any action was taken that by its nature must be public, such as the discharge of a staff person, or any actions the session chooses to make public, the minutes of the open session should read, "While in executive session, the Session"

The minutes of executive session shall be placed in an envelope and labeled with the date and notice that it is the minutes of executive session. It shall be sealed and placed in the minutes book at the proper place. The outside of the envelope shall declare that it shall be opened only with the permission of session or the clerk.

Frequently in executive session matters are discussed that have the potential for legal action. In such cases, the session should be aware that executive session does not prevent discovery in legal cases. If the session desires to ensure protection of its deliberations' being used in a law suit, it must retain legal counsel, and that counsel must be present during the executive session. The effect of that is to protect the proceedings from discovery through the attorney-client privilege.