

Making the Most of Executive Sessions

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Let's begin with a simple definition of executive sessions.

Executive sessions are any portion of a board meeting when the group chooses to engage in board-only confidential discussion. The board can choose to include the CEO or others in some, all, or none of the executive session time. The key features of an executive session are its confidentiality and board-driven nature.

Executive sessions are a great resource if used wisely. Why?

1. They provide an opportunity for the board to genuinely feel the weight of being responsible or being the steward for the entire nonprofit venture. They alone, not the CEO.
2. They afford a chance for the board and CEO to discuss vexing or challenging strategic points: personnel issues, legal quandaries, strategic or directional matters that have broad consequence.
3. They offer the board time to discuss any board member relationships or even disciplinary issues.
4. They provide the CEO an opportunity to confer with the board on any matters on which she/he may want free-flowing exchange of counsel.

Consider this checklist of unhealthy ways to use executive sessions:

1. They are spontaneous and surprise the CEO, signaling a crisis, whether or not there is one.
2. They create anxiety because they are convened frequently, as if there are many matters that need confidential consideration.

3. They fail to report core themes or topics to the CEO in a timely way, eroding trust.
4. They fail to formally report any official actions.

How do you avoid these all-too-common pitfalls that divide a healthy executive session from a not-so-healthy one?

Now consider the following checklist for the *healthy practice* of this type of session:

1. Convene executive sessions with some measure of regularity, so that when called, an executive session doesn't signal a crisis. Seldom is it necessary for the board to convene executive sessions at every meeting. Two to three times a year is generally adequate.
2. Invite the CEO to participate in each executive session for a portion of time to explore as many issues as possible.
3. Dismiss the CEO for a brief period of time to inquire as to whether there are any matters that need discussion with the board only.
4. Within a few hours, the board chair should report to the CEO the themes/topics that were addressed, clarifying or dismissing any uncertainties that may exist.
5. Minutes of the open meetings of the board should indicate when the board moved into the executive session portion of the meeting and should document the names of those present.

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7. Furthermore, any official actions taken during the executive session should be recorded. Most of those actions should appear as minutes for review/approval at the next regular board meeting.

It is possible there will be some discussions and actions taken that should be kept in a separate “confidential minutes” file. These documents can be stored with the corporate counsel or the organization’s sponsoring entity.

Executive sessions are but one tool that boards and CEOs have to cultivate a truly high functioning, trustworthy governance culture. When used carefully, the effects of this practice can be immediate and ongoing.

Consider examining your own organization’s use of executive sessions today, utilizing the checklists of healthy and unhealthy practices to examine how your team might make the most of this leadership tool.

For Discussion

1. What has been this board’s practice of using Executive Session?
2. Have we used it wisely, according to the checklist of unhealthy and healthy practice?
3. Are there changes we want to make in how we use Executive Sessions going forward?



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RESOURCES/SAMPLES FOR REFERENCE:

Board Works May 2013
[Ingredients of a Productive Board Meeting](#)

Board Works May 2012
[Board Work is Group Work](#)

Rick’s Blog *Speaking of Nonprofit Boards*
[“When too much is too much”](#)