

Executive Session Minutes - Best Practices UW-Stevens Point Foundation, Inc. (the “Foundation”)

This document provides some guidelines and procedures for writing Executive Session Minutes. It should be noted that Minutes are recorded for every Executive Session held during Foundation Board of Directors meetings, and the Minutes reflect the actions and discussions taken at every Executive Session, serving to protect the Foundation. The consistent writing, distribution, and approval of each set of Executive Session Minutes are always followed.

1. **All sets of Minutes** (both Unapproved and Approved), including Executive Session, are provided on a secure, password protected web page¹, accessible by sitting members of the UWSPF Board of Directors, Board support staff, and designated key Foundation staff only.

2. **PRE-MEETING** Minute writing is an important assignment. The person(s) responsible must be alert and will benefit by reviewing previous Executive Session Minutes to identify the preferred format and depth of detail.
 - 2.1. Determine before the Executive Session meeting who will be responsible for writing the minutes. Normally it's a staff member, but in cases of deep Executive Session, or an Executive Session where the Board wishes for all staff to leave the room, the Secretary or another Director will take minutes.
 - 2.2. He/she should be situated where Executive Session meeting actions and discussions can be heard.
 - 2.3. An attendance record to identify all attendees at the meeting, including staff, guests and presenters must always be maintained for each Executive Session taking place. An attendance record must be maintained for those participating Foundation Board of Directors (First name initial, Full Last Name, Foundation Director), and Foundation supporting staff (First name initial, Full Last Name, position/title). Record all guests, presenters, and anyone else in the Executive Session (Full first name, Full Last Name, Occupation, Foundation Affiliation, Foundation Member).

3. **DRAFTING OF MINUTES**
 - 3.1. Preferably, do not tape record minutes for liability reasons. The Minutes are the only record of the Executive Session Meeting, to protect the organization, and should only capture actions and discussions taken.
 - 3.1.1. Somewhere in the header or footer of the Executive Session Minutes, “Unapproved” should be included on each page so as not to be confused with the final approved copy.
 - 3.1.2. Number each page, and on each page's footer or header, include the Board's full name, date, and “Executive Session” to differentiate with open session minutes.
 - 3.1.3. Executive Session Minutes must be drafted and distributed to the Foundation Board of Directors within 45 days of each Executive Session.
 - 3.1.4. Record the Chair/President calling the Executive Session Meeting to order.
 - 3.1.5. Record the start times and end times of each Executive Session (in local time), including the date (day/month/year), and location (hotel/venue name, city, state, and country).
 - 3.1.6. Record all important remarks or instructions as provided by the Chair/President.
 - 3.1.7. Record who is in the room (as noted above). As more people arrive and depart the meeting room, their arrival and departure times should be noted in the Minutes, as well as their identification (as noted above).
 - 3.1.8. All agenda item topics should be recorded in the order they are discussed.

¹ Foundation documents are stored on secured ShareFile server accessible by Active Directors

- 3.1.9. All final actions should be recorded in the Minutes exactly as they are presented and voted on. If any action is unclear, they should be clarified before the vote is taken. All final motions must be recorded in the Minutes, regardless if they are approved/not approved, amended, tabled, or withdrawn.
- 3.1.10. Discussions should not be recorded in lengthy detail or conversation-style. Individual Directors names attributed to personal remarks or opinions that could be harmful to the Foundation should not be recorded.
- 3.1.11. Discussions and self-serving remarks that protect the Foundation should be included. Record discussion points that benefit the Foundation.
- 3.1.12. Depending on the topic, some Executive Session documentation may require distribution in paper to the Directors at the beginning of the discussion, and then collected immediately following. This should be recorded in the minutes.
- 3.1.13. Relevant additional reference documents should be attached to the end of Executive Session minutes.
- 3.1.14. Breaks and recesses should be recorded, including start and end times, as well as day/month/year if appropriate.
- 3.1.15. Record the end time of all Executive Sessions, in local time.
- 3.1.16. The name of the person recording the Minutes (Recording Secretary, staff member, etc.) should be identified at the bottom of the last page.
- 3.1.17. After closure of the Executive Session meeting, the Chair/President will read appropriate actions in open session, to be included in the open session minutes. Actions or discussions not appropriate to be reported in open session will be recorded in the Executive Session minutes and no report will be made in open session.

4. POST-DRAFT MINUTES

- 4.1. After Executive Session Minutes are drafted, they are distributed to the Chair/President, other key Directors (Vice President, Past President, Secretary and Treasurer), and key staff (Corporate Counsel, Executive Director, and Chair of Governance) for inspection.
- 4.2. Upon consensus of Executive Session Minutes in final draft form, the “Unapproved” version is distributed within 45 days of the conclusion of the Executive Session. They are provided on a secure, password protected web page, only accessible by sitting members of the Foundation Board of Directors and designated Foundation Board support staff only.
- 4.3. Unapproved Executive Session Minutes are not considered official until approved at the next meeting or Executive Session. Upon approval at that next meeting, “Unapproved” is replaced with “Approved” in the header of footer and re-uploaded onto the same secure, password protected web page.
- 4.4. After approval of Executive Session Minutes, all notes used to create the minutes should be destroyed.
- 4.5. All sets of approved Minutes, including Executive Session, are retained. All Minutes are secured under lock and key and maintained by the Foundation Board support staff. Foundation Staff who wish to look at a set of Minutes must request time to inspect the Minutes in a designated room and are not allowed to take any Minutes from the area. All Minutes must be returned to the Foundation Board support staff when done, and re-secured.
- 4.6. All sets of Minutes, including Executive Session, are accessible by sitting members of the Foundation Board of Directors.
- 4.7. Non-Directors who wish to access Minutes should be referred to the Board Chair.