

## **Executive Session Policy UW-Stevens Point Foundation, Inc. (the “Foundation”)**

### **1. Introduction**

1.1. This document provides guidelines and procedures for implementing executive session discussions and the handling of related materials in accordance with UW-Stevens Point Foundation, Inc. (the “Foundation”) Bylaws and Policies. Implementation of these procedures is considered to be in the best interest of the Foundation when conducting executive session discussions at meetings. Volunteers and staff involved with meeting procedures, the handling of Foundation information, and the recording and approval of minutes from these sessions should become familiar with these procedures. Any questions or issues related to these procedures should be directed to any officer of the UW-Stevens Point Foundation, Inc.

### **2. Information Disclosure**

- 2.1. As an organization dedicated to the benefit of UW-Stevens Point, the Foundation recognizes and endorses the fundamental importance of transparency and accountability in all its activities. Accordingly, it is the Foundation’s policy to be open about its activities and to welcome and seek out opportunities to explain its work to the widest possible audience.
- 2.2. Notwithstanding the dedication to the fundamental importance of transparency the Foundation also recognizes that some aspects of its operations need to be kept confidential. Thus, certain types of information (e.g. donor and business information items) are protected when unrestricted availability would be detrimental to its operation. Such information includes verbal or non-verbal communication or information recorded on paper or electronically recorded.
- 2.3. When information is recorded in a document embodied in a medium that can be stored, read and or transmitted, such media including but being not limited to paper or electronic media, the Foundation has defined two levels of classification for documents that should be restricted to the Foundation community. These classifications include:
- 2.3.1. **Confidential**. The classification Confidential shall be applied to documents whose distribution to Directors and Foundation staff on a need to know basis. All working documents are confidential by default – to give the board ample opportunity to research, discuss, and develop consensus before release to the public.
- 2.3.2. Within this classification any documents that are to be limited to stricter controls on distribution, shall be classified as “**Confidential – Controlled Distribution**”. The treatment of information that is subject to attorney-client privilege is governed by statutory and judicial pronouncements and, therefore, not addressed, regulated, or administered by this policy. The Governance Committee will provide guidance on the appropriate expiration of such classifications, the identification of authorized persons, the handling of reclassification when appropriate, and minutes of executive sessions.

### **3. Procedures:**

- 3.1. It should be noted that consistent distribution of Executive Session and non-Executive Session documentation should always be followed, regardless of how the documentation is delivered, be it paper or electronic.
- 3.1.1. Current directors of the UW-Stevens Point Foundation, Inc. Board of Directors and Foundation General Counsel have access to all documentation.

- 3.1.2. Additional individuals have access to specific documentation based on need, as determined by the Foundation President, Foundation Corporate Counsel, or Executive Director (in consultation with the Foundation President).

#### 4. Pre-Meeting

- 4.1. Agenda – As much as possible, all items and presentations that will be considered in Executive Session are grouped together.
  - 4.1.1. It should be noted that for Teleconference Meetings, as a general rule of business, no Executive Session documentation is discussed, unless initiated through use of a secure electronic system<sup>1</sup>. Accordingly, if such Executive Session agenda items are pulled from the Consent Agenda, they are handled at the next in-person meeting.
- 4.2. Meeting preparation –Guidelines for handling the Executive Session and the determination of individuals who will be invited to stay should be done in advance. Traditionally the Chair consults with support staff when determining attendees. Conflicts of interest are considered when creating the attendance list. Members of the body with conflicts are either requested to not vote on the related matter or recuse themselves (remove/leave the room) from the meeting.
- 4.3. Documentation – Documentation for Executive Session items are marked confidential and only made accessible to the current members of the Foundation Board of Directors, Foundation Corporate Counsel, and select Foundation staff.
- 4.4. Meeting Management
  - 4.4.1. Chair’s Remarks – At the beginning of the Executive Session, the Chair will review the Executive Session procedures that will be followed, the proper treatment of confidential information during and after the Executive Session, their obligation to keep all Executive Session information confidential.
  - 4.4.2. The Chair specifically lists those that are invited to remain in the Executive Session.
  - 4.4.3. Record all individuals present and the start/end times of each session. Should the audience change or become more limited a new list of attendees and the times they joined or left the meeting are also noted. All attendees and the times they joined or left the Executive Session are recorded in the minutes.
  - 4.4.4. Presentations and motions may be made, discussed, and voted on during the Executive Session.
- 4.5. **Documentation/Materials:**
  - 4.5.1. Depending on the topic, some Executive Session documentation may require distribution in paper to the members of the body at the beginning of the discussion, and then collected immediately following. This documentation is later shredded.
  - 4.5.2. Executive Session documentation that is an Update or a New Business item is only distributed to the current members of the Foundation, Foundation Corporate Counsel (if in attendance), and select staff. At the conclusion of each meeting, staff or a designated member of the body will collect any Executive Session documentation left behind. This documentation is later shredded.
- 4.6. **Executive Session Closure** (Return to Open Meeting)
  - 4.6.1. Upon conclusion of all Executive Session discussions, the end of the session will be noted by the Chair. In open session the Chair may note appropriate actions taken in the closed session. These reported actions are included in the open session minutes. Motions not

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<sup>1</sup> Secure connection (e.g. *Go to Meeting*) or similar system that verifies communication participants.

appropriate to be reported in open session will be recorded in the Executive Session minutes and no report will be made in open session.

## **5. Minutes**

5.1. Both open session and Executive Session minutes are drafted by designated member(s) of the body and circulated to the Chair (and other key committee members depending on customary procedures). The unapproved minutes are then posted or distributed using customary procedures only to members of the body and appropriate staff. Minutes are not considered official until approved at the next meeting of the body.

### **5.2. Post Meeting Access to Information**

5.2.1. The distribution or access to additional materials shall follow the same guidelines as noted in the opening section. Should anyone not present wish access to information considered or distributed during the Executive Session, they are directed to the Chair who may provide information, only when appropriate.