

Executive Session Documentation and Guidelines

This document provides guidelines and procedures for implementing executive session discussions and the handling of related materials in accordance with the IEEE Bylaws and Policies, and Robert's Rules of Order. Implementation of these procedures is considered to be in the best interest of IEEE when conducting executive session discussions at meetings. Volunteers and staff involved with meeting procedures, the handling of IEEE 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 Corporate Staff.

The overriding procedures for executive sessions, as approved by the IEEE Board of Directors are embodied in the (i) IEEE Bylaws, which define when executive sessions should be used by IEEE boards and committees, who may attend, and who may have access to approved minutes, (2) Roberts Rules of Order further clarifies attendance, the recording and approval of minutes, and (iii) IEEE Policies, Section 9.24 - Information Disclosure Policy, which identifies what information is considered propriety, as determined by the IEEE Board of Directors. Relevant passages from those documents are provided below.

IEEE Bylaw I-300.1. (third paragraph)

Meeting Protocol. Meetings of the IEEE Board of Directors, Major Boards, and other organizational units shall be open for attendance by any IEEE member or staff. Guests (who are not members of the particular body) are not entitled to join the discussion but may be allowed to address the body at the discretion of the body. Meetings shall be convened in Executive Session when dealing with confidential matters such as, but not restricted to, individual matters, disciplinary actions, legal and business critical issues. Executive Sessions shall be conducted in accordance with Robert's Rules of Order (latest revision), Chapter 4, §9. Members of the Board of Directors shall be allowed to attend Executive Sessions of any board or committee unless there is a conflict of interest with respect to the matter being discussed. Barring a conflict of interest, members of the Board of Directors shall be granted access to the approved minutes of executive sessions of any organizational unit board, committee or council.

Robert's Rules of Order (Latest version = 11th Edition) ***Executive Session***

An executive session in general parliamentary usage has come to mean any meeting of a deliberative assembly, or a portion of a meeting, at which the proceedings are secret. This term originally referred to the consideration of executive business - that is, presidential nominations to appointive offices, and treaties - behind closed doors in the United States Senate. The practice of organizations operating under the lodge system is equivalent to holding all regular meetings in executive session. In any society, certain matters relating to discipline (61,63), such as trials, must be handled only in executive session. A meeting enters into executive session only when required by rule or established custom, or upon the adoption of a motion to do so. A motion to go into executive session is a question of privilege (19), and therefore is adopted by a majority vote.

Whenever a meeting is being held in executive session, only members of the body that is meeting, special invitees, and such employees or staff members as the body or its rules may determine to be necessary are allowed to remain in the hall. Thus, in the case of a board or committee meeting being held in executive session, all persons - whether or not they are members of the organization - who are not members of the board or committee (and who are not otherwise specifically invited or entitled to attend) are excluded from the meeting.

A member of a society can be punished under disciplinary procedure if he violates the secrecy of an executive session. Anyone else permitted to be present is honor-bound not to divulge anything that occurred. The minutes, or record of proceedings, of an executive session must be read and acted upon only in executive session, unless that which would be reported in the minutes—that is, the action taken, as distinct from that which was said in debate—was not secret, or secrecy has been lifted by the assembly. When the minutes of an executive session must be considered for approval at an executive session held solely for that purpose, the brief minutes of the latter meeting are, or are assumed to be, approved by that meeting.

IEEE Policies

9.24 Information Disclosure Policy

- 1. As an educational, scientific organization dedicated to the benefit of the public, IEEE recognizes and endorses the fundamental importance of transparency and accountability in all its activities. Accordingly, it is IEEE'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. Notwithstanding the dedication to the fundamental importance of transparency IEEE also recognizes that some aspects of its operations need to be kept confidential. Thus certain types of information are protected when unrestricted availability would be detrimental to its operation and/or membership. Such information includes verbal or non-verbal communication or information recorded on paper or electronically recorded.*
- 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, IEEE has defined two levels of classification for documents that should be restricted to the IEEE community. These classifications include:*
 - Proprietary. The classification Proprietary shall be applied to documents available to members of IEEE and IEEE staff.*
 - Confidential. The classification Confidential shall be applied to documents whose distribution to authorized volunteer leaders* and IEEE staff on a need to know basis. 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.*

Details and procedures related to the identification of documents that should be classified, proper classification, sharing, distribution, storage and disposal of IEEE documents that carry these classifications, shall be maintained in the IEEE Guide to Classification of Documents. The Guide shall also include but not be limited to providing guidance on the appropriate expiration of such classifications, the identification of authorized volunteer leader positions, the handling of reclassification when appropriate and minutes of executive sessions.

The Guide shall be maintained by the IEEE Governance Committee who shall 1) report appropriate amendments to the Guide to the IEEE Board of Directors, and 2) report any issues with compliance to this policy and the procedures contained in the Guide at least annually.

This policy and the supporting guide shall apply to all IEEE Organizational Units, the creation of OU specific policies or classifications, beyond those described here or in the Guide, is not permitted.

The Guide shall be made accessible on the IEEE Website at <http://www.ieee.org/about/corporate/governance/index.html>

**For purposes of this Policy, the term "authorized volunteer leader(s) or AVLs" refers to individuals holding specific volunteer positions within IEEE who shall complete an online training course and*

execute a non-disclosure agreement with IEEE. The list of positions that are considered AVLs, shall be specified in the IEEE Guide to Classification of Documents.

PROCEDURES:

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 (IEEE web page or the use of an on-site server at meetings.)

- Current members of the body, members of the IEEE Board of Directors and IEEE General Counsel have access to all documentation.
- Additional individuals have access to specific documentation based on need, as determined by the IEEE President, Executive Director, and IEEE General Counsel.

Pre-Meeting

1. **Agenda** – As much as possible, all items and presentations that will be considered in Executive Session are grouped together. A non-specific name for each topic is used on the agenda and the presentations are not be made public.
 - A. Executive Session items are marked with a “+” or some other identifier.
 - B. Items marked Executive Session that are pulled from the Consent Agenda are grouped with other Executive Session items.

It should be noted that for Teleconference Meetings, as a general rule of business, no Executive Session documentation is discussed, as there is no way to determine who is on the call. Accordingly, if such Executive Session agenda items are pulled from the Consent Agenda, they are handled at the next in-person meeting.

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 taken into account 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.
3. **Documentation** – Documentation for Executive Session items is marked confidential and only made accessible to the current members of the body, IEEE Board of Directors, IEEE General Counsel, and select IEEE staff.

Meeting Management

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 kept confidential.

- The Chair specifically lists those that are invited to remain in the Executive Session.
- Signs are posted on the meeting room doors to indicate an Executive Session is taking place.
- Staff records 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. The use of a sign in sheet may be helpful in recording the individuals invited to remain.
- Presentations and motions may be made, discussed, and voted on during the Executive Session.

2. **Documentation/Materials:**

- A. 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.
- B. Executive Session documentation that is an Update or a New Business item is only distributed to the current members of the body, IEEE General Counsel (if in attendance), and select staff. At the conclusion of each meeting, staff or a designated member of the body walks around the table, collects any Executive Session documentation left behind. This documentation is later shredded.

3. **Executive Session Closure (Return to Open Meeting)** – 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 appropriate to be reported in open session will be recorded in the Executive Session minutes and no report will be made in open session.

Minutes

Both open session and Executive Session minutes are drafted by the support staff or designated member of the body, and circulated to the Chair (and other key committee volunteers 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. See attached procedures for minutes.

Post Meeting Access to Information

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.

EXECUTIVE SESSION MINUTES

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 IEEE Board of Directors meetings, and the Minutes reflect the actions and discussions taken at every Executive Session, serving to protect the organization. The consistent writing, distribution, and approval of each set of Executive Session Minutes are always followed.

All sets of Minutes (both Unapproved and Approved), including Executive Session, are stored on an internal, secure share drive, accessible only by the IEEE Board support staff. All sets of Minutes (both Unapproved and Approved), including Executive Session, are provided on a secure, password protected UCM web page, accessible by sitting members of the IEEE Board of Directors, Board support staff, and designated key IEEE staff only.

PRE-MEETING

Minute writing is an important assignment. He/she responsible must be alert, and will benefit by reviewing previous Executive Session Minutes to identify the preferred format and depth of detail.

- 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.
- He/she should be situated where Executive Session meeting actions and discussions can be heard.
- An attendance record and sign-in sheet, 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 IEEE Board of Directors (First name initial, Full Last Name, IEEE Director), and IEEE supporting staff (First name initial, Full Last Name, position/title). A sign-in sheet must be maintained for all guests, presenters, and anyone else in the Executive Session (Full first name, Full Last Name, Occupation, IEEE Affiliation, IEEE Member).

DRAFTING OF MINUTES

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.

- 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.

- 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.
- Executive Session Minutes must be drafted and distributed to the IEEE Board of Directors within 45 days of each Executive Session.
- Record the Chair/President calling the Executive Session Meeting to order.
- 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).
- Record all important remarks or instructions as provided by the Chair/President.
- 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).
- All agenda item topics should be recorded in the order they are discussed.
- 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.
- 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 organization should not be recorded.
- Discussions and self-serving remarks that protect the organization should be included. Record discussion points that benefit the organization.
- 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.
- Relevant additional reference documents should be attached to the end of Executive Session minutes.
- Breaks and recesses should be recorded, including start and end times, as well as day/month/year if appropriate.
- Record the end time of all Executive Sessions, in local time.
- The name of the person recording the Minutes (Recording Secretary, staff member, etc) should be identified at the bottom of the last page.
- 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.

POST-DRAFT MINUTES

- After Executive Session Minutes are drafted, they are distributed to the Chair/President, other key Directors (President-Elect, Past President, Secretary and Treasurer), and key staff (Legal Counsel/CCO, Executive Director, Staff Executive of Corporate Strategy, and Director of Governance) for inspection.

- 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 UCM web page, only accessible by sitting members of the IEEE Board of Directors, IEEE Board support staff, and designated key IEEE staff only.
- 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 UCM web page and at the end of the year.
- After approval of Executive Session Minutes, all notes used to create the minutes should be destroyed.
- All sets of approved Minutes, including Executive Session, are retained and bound in a Minutes Book. All Minutes Books are secured under lock and key and maintained by the IEEE Board support staff. IEEE 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 Minute Book back to their cube. All Minutes Books must be returned to the IEEE Board support staff when done, and re-locked.
- All sets of Minutes, including Executive Session, are accessible by sitting members of the IEEE Board of Directors. Refer to the IEEE Policies for non-Directors who wishes to access Minutes.

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