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## ***2007 ABA NATIONAL CONFERENCE OF BAR PRESIDENTS***

### **KEY STRATEGIES FOR NAVIGATING MEETINGS**

- Executive Session
  - What
  - Why
  - How
  
- Minutes
  - What
  - Why
  - How

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*Where there is no law, but every man  
does what is right in his own eyes,  
there is the least of real liberty.*

*HenryM. Robert*

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- **Executive Session**

- **What**

**DEFINED**

Executive session is an entire meeting or a portion of a meeting in which the proceedings are secret and the only attendees are members and invited guests. All or part of any kind of meeting may be held in executive session. Deliberations of an executive session are secret and all attendees are honor-bound to maintain confidentiality. Meetings of boards of directors are usually considered held in executive session.

- **Why**

**USEFULNESS**

Executive session may be an incredibly useful tool when dealing with a controversial issue. This is also a very effective tool when the topic of the meeting is focused on personnel, people issues, negotiations, or litigation.

Sometimes the issue that is before the assembly is so sensitive or private that it should be discussed only in front of members and shouldn't be talked about outside of the meeting at all. For example, discipline of a member, or the review and pay of staff members.

- **How**

**PROCESS**

If you determine that what is said in the room must stay in the room, then you could make a motion to go into executive session. If the motion passes, then anyone in the room who is not a member is asked to leave. The only exception is if the membership invites a nonmember to stay. Because the meeting is now being held in executive session, everything said is strictly confidential.

Let's look at how it might play out in a meeting. There is a main motion on the floor and the discussion of it has gotten very controversial. There are non members in the room and it would be better if this matter were discussed in private. While the motion is pending a member may Rise to a Question of Privilege and move that we immediately go into Executive Session. If that motion passes, the non members are asked to leave and the meeting proceeds.

**CAN'T ALWAYS GO**

Governmental bodies are usually precluded by law from meeting in executive session, except under certain circumstances. The laws vary by state, but the limitations of going into executive session are usually for personnel issues, litigation, and land purchase. The laws that cover this are frequently referred to as the open meeting act or the sunshine law. The basis of the law is that issues that affect the public should be discussed in clear view of the public.

- **Minutes**
  - **What**

### **DEFINED**

Minutes are the official record of an organization. It is crucial that they are accurate since they are the legal record of the proceedings and actions of the organization

### **BASED ON**

*Robert's Rules of Order Newly Revised, 10th, 2000 Edition*

- **Why**

### **IMPORTANCE**

Since the minutes are the official record of the organization, they may be considered the most important documents of the organization. They are the first thing the judge will ask for in a court case.

- **How**

### **CONTENT**

First paragraph: Kind of meeting (regular, special, etc.); the name of the organization; the date, time and place of the meeting; the name of the presiding officer and secretary; approximate number of members present; establishment of a quorum; and recording of the action taken on the minutes of the previous meeting

The body should include, with each motion being a separate paragraph,:

- The exact wording of motions, whether passed or failed, and the way they were disposed of, along with the name of the maker
- If the vote was counted, the count should be recorded. Tellers reports, if there are any, are included. In roll call votes the record of each person's vote is included
- Notices of motions – previous notice is sometimes required e.g. amendments of the bylaws
- Points of order and appeals

Last paragraph: hour of adjournment

### **NOT INCLUDED**

- The opinion or interpretation of the secretary
- Judgmental phrases e.g. "heated debate" "valuable comment"
- Discussion: Minutes are a record of what was **done** at the meeting, not what was **said** at the meeting
- Motions that were withdrawn
- Name of seconder is unnecessary

## **ATTACHMENTS**

The official copy of the minutes should have attached to it the original signed copy of:

- Committee Reports
- Officers Reports
- Written Motions
- Tellers Reports
- Correspondence

## **APPROVAL**

If the minutes have been distributed to the members before the next meeting then the approval process can be very short. The presiding officer simply states “Are there any corrections to the minutes as printed?” If there are none, or after all corrections have been made, the presiding officer may say “If there is no objection, the minutes will be approved as printed (or as corrected).”

## **SIGNATURE**

After the minutes have been corrected and approved by the membership, they should be signed by the secretary and can be signed by the president. The word “approved” and the date of the approval should also be included

## **MINUTES BOOK**

The official copy of the minutes should be entered in the Minutes Book and kept by the secretary. These are the property of the organization, not the secretary. If the organization has a headquarters office, the official copy of the minutes should be kept there.

## **COPIES**

If the members receive a copy of the minutes it is not necessary for them to receive all the attachments. When they do not receive the attachments, the minutes should include a brief summary of the attachments.

## **ANNUAL MEETINGS/CONVENTION MINUTES**

Minutes of an annual meeting or convention should be taken by the secretary with the assistance of the Minutes Approval Committee members. In advance of the annual meeting or convention, the secretary should prepare a set of skeleton minutes. In the preparation of this skeleton of the actual minutes the following may be used: agenda, program, previous minutes (as a guide) and the script. The skeleton minutes are based on what is expected to happen (the script should be of great assistance here). In preparing the skeleton minutes, be sure to leave many empty spaces for the specifics that may happen during the meeting and any last minute changes.

Copies of the skeletal minutes are needed for the secretary, parliamentarian and members of the Minutes Approval Committee. During the meeting, the members of the committee and the secretary follow the skeletal minutes and fill in any additional information. Immediately after each business meeting the committee and the secretary meet and work together on an agreed upon set of minutes for that meeting. After the

last business meeting of the convention, the secretary prepares the final copy of the minutes based upon what is agreed upon by the committee. This final copy is reviewed by all committee members. When they all agree, they sign the original copy and the job of approving the minutes is completed.

If there is a transcript of the meeting, it is the secretary's job to review the transcript making sure all the minutes are accurate. If it is necessary to change the minutes, all members of the Minutes Approval Committee must agree upon the changes.

Sample minutes templates can be found on my website at [www.nancysylvester.com](http://www.nancysylvester.com) in the articles section.