

POLK-BURNETT ELECTRIC COOPERATIVE

Policy No. **BD-34**

Subject: **Executive Session**

Objective: To establish expectations for executive sessions held during regular board meetings that will assure confidentiality about sensitive matters.

Policy: When a matter of a sensitive nature arises, the board may move into executive session during a regular board meeting. Executive session allows the board to carefully and meaningfully manage sensitive matters and unforeseen circumstances.

The Polk-Burnett Electric Cooperative board of directors may recess into executive session during a regular board meeting to discuss governance and personnel matters, litigation or the threat of litigation, or strategic growth opportunities.

Expectations:

1. Entering executive session requires a motion and a majority vote.<sup>1</sup>
2. Regular cooperative business will not be conducted during executive session.
3. Executive sessions are held for the above stated matters only. After that purpose has been discussed, the session will end, and the main meeting may reconvene for the conduct of the regular business of the meeting.
4. The minutes of an executive session must be read and acted upon only in executive session unless the action taken was not confidential or sensitive, or unless when the secrecy of the matter taken up in executive session has been lifted by the board.
5. The purpose of the executive session determines who should be present or excluded. There are occasions when the general manager/CEO, senior staff or a professional advisor may be invited to attend.
6. If the general manager/CEO is not in attendance, the board will designate the board chair to communicate the substance of the session and actions taken to the general manager/CEO as necessary to perform the essential functions of the position.
7. The Secretary/Treasurer will keep a record of the proceedings including the date, time, and place of the executive session, names of those present, a brief description of the topic discussed, and any action(s) taken.

Responsibility: The board shall be responsible for ensuring compliance with this policy.

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Edward O. Gullickson, President  
July 27, 2020

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<sup>1</sup> *Robert's Rules of Order Newly Revised, 10<sup>th</sup> Edition*, p. 93, ll. 8-25.