

**Mississippi University for Women Alumni Association**

**POLICIES AND PROCEDURES**

**ARTICLE III**

**GOVERNANCE**

(See Bylaws Section 3.9)

**Executive Session of Board of Directors**

**POLICY:** The Board of Directors may meet in executive session when deemed necessary by the President or at the request of a Director of the Board. Executive session shall be for the purpose of discussing business which must be kept confidential.

**DEFINITION:** For the purpose of this policy, confidential business shall refer to any sensitive matters that may involve current or potential litigation, mediation, appeals by the membership, or information that might prove embarrassing or damaging to the reputation of individual parties if made public.

**PROCEDURES:**

1. A motion to go into executive session must be made by the President of the Board or a Director of the Board. A general statement as to the reason for the executive session must be included in the motion.
2. A simple majority vote of the Directors present shall be necessary to convene an executive session.
3. Executive session shall be attended by the Directors of the Board only, unless specific individuals pertinent to the discussion are requested by the Board to be present for all or part of the discussion.
4. No minutes will be kept of the executive session.
5. A motion by a member of the Board of Directors shall initiate closure of the executive session.

6. A simple majority vote of the Directors present will end the executive session.
7. At the conclusion of an executive session, the President of the Board shall report any actions or decisions to the full board meeting and these shall be noted in the minutes of the full board meeting.
8. All matters discussed during executive session shall be considered confidential. A violation of such confidentiality may result in disciplinary measures to be determined by the Board of Directors.