

DRAFT Policy on Board Meeting Procedures

3.1.8. The UUA Board is committed to a transparent, accountable, and open process.

A. The Board will try our best

I. To provide advance, public notice of dates, registration information, and locations of regular business meetings, and make agendas, reports, and

li. To make the previous meetings' minutes available prior to the UUA Board meeting.

B. Observers are welcome at online or in-person Board meetings.

- i. Notice of recording and archiving policies shall be provided.
- ii. Observers may be included in breakout rooms as appropriate.
- iii. Observers may direct clarifying questions about the topic under discussion to the staff meeting host.
- iv. Observers with expertise relevant to the discussion may be called on to provide information.

C. So that the Board can deliberate effectively, observers, whether UUA staff or members of the public, are asked to:

- i. Avoid disrupting or distracting from the meeting by using the chat box to change the conversation, argue with the Board, or converse with other observers.
- ii. Refrain from asking the Board questions during the meeting so that Trustees can focus on their agenda and discussion.
- iii. The Board reserves the right to close the chat or remove participants who are disruptive to the meeting or to other observers.

D. The Board will

- i. provide avenues for impacted individuals or groups to comment on issues on the meetings' agendas prior to the Board deciding on these issues.
- ii. Make documents submitted for consideration to the Board of trustees publicly available, except for documents distributed during or related to business to be discussed in executive sessions.

E. Conduct decision-making meetings in public, except when discussing

- i. Volunteer and staff personnel matters, including appointments, or matters that are of a delicate nature, including issues that may cause harm to an individual if discussed in open session
- ii. Legal matters of which public discussion could be legally injurious
- iii. Budget matters that involve such legal or personnel matters
- iv. Property acquisition or disposition

- v. Business of the above nature involving a member society if the society requests an Executive Session.

9. Any officer or trustee may initiate a request for an Executive Session by making such a request of the Moderator(s). The request shall include an explanation of the reason for the request. An Executive Session shall be held if there is no objection, or if the Moderator(s) determines that an Executive Session is in the best interest of the Association.

A. Participants in Executive Session will ordinarily include elected or appointed Board Members (including the President), the Executive Vice President, and the Treasurer/Chief Financial Officer. The Board may vote to include others in Executive Sessions where appropriate.

- i. If there are performance or behavioral issues involving a member of the Board, the Executive Vice President, or the Treasurer/Chief Financial Officer, that individual may be excluded from an Executive Session.

B. All meetings in Executive Session will close with a determination as to whether the material is confidential and needs to remain confidential.

C. All decisions of the Board made in Executive Session will be recorded in the minutes, except where the decision requires confidentiality for legal reasons.

D. The Executive Session may be ended at any time by consensus or by majority vote.

E. Executive Sessions will be held to the minimum necessary under these guidelines.