

BOARD POLICY: EXECUTIVE SESSIONS

The Board of Directors of the Thompson Education Foundation (“TEF”) may hold executive sessions consistent with Colorado law and best practices in nonprofit governance. While TEF is generally not a “public body” under Colorado’s Open Meetings Law, the Board elects to follow procedures aligned with C.R.S. § 24-6-402 where applicable.

Upon the affirmative vote of two-thirds (2/3) of the members present, the Board may enter executive session only for purposes permitted by law or by this policy.

Guidelines and Procedures

Definition of Chair: The President or, in the event the President is not able to carry out his or her duties, the Vice President or the next highest-ranking officer of the Board of Directors.

Executive sessions shall be held only when necessary and when the topic qualifies for confidential discussion.

No executive session may be held for the purpose of taking any final action or making any final decision. If a vote is to be taken on issues discussed during executive session, the vote occurs when the board reconvenes in regular session.

The Chair shall announce the executive session by stating: (a) the general subject matter to be discussed, and (b) when applicable, the specific statutory authority permitting the executive session. The minutes of the regular meeting shall reflect the general subject matter of the discussion that occurred during an executive session.

The board may hold executive sessions before, during or after regular, special or emergency meetings for any reason permitted by law.

Any board member shall communicate to the Chair a desire to discuss a matter in executive session along with an estimate of the time needed for such discussion and the topic or topics for discussion. The Chair shall determine whether suggested topics are properly dealt with in executive session. The Chair will communicate this determination to the person who proposed the topic. If the determination supports consideration of a topic or topics, the Chair will, at the proper time, entertain a motion to adjourn for discussion of that topic or topics only at an executive session. A roll call vote will be recorded on each such motion.

The presiding officer announces when the board goes into executive session and excuses ex-officio members, nonvoting staff, others who do not vote, etc.

The presiding officer announces when the executive session ends.

Non-voting members may be present at an executive session by invitation from the Board of Directors.

Voting members may be excused from executive session by the board's presiding officer. The member being excused shall be informed of how the board uses executive sessions. The results of the executive session shall be shared with those who have a need to know.

If during the course of an executive session anyone present feels that the discussion has strayed from permissible topics, that person shall raise a point of order with the Chair. Discussions must remain strictly within the announced subject matter. Any deviation shall be immediately corrected or the discussion shall cease.

Content discussed in executive session is confidential and shall not be disclosed except as authorized by the Board or required by law. Confidential records or recordings of executive sessions may be maintained in accordance with legal requirements and Board policy. The open-meeting minutes shall reflect that an executive session occurred and its general subject matter.

Record Retention

Executive session records, if created, shall be retained securely and accessed only by authorized individuals.

Policy Review

This policy shall be reviewed periodically to ensure continued alignment with Colorado law and governance best practices.

END OF POLICY