

MLA Board Planning Committee

Open Board Meetings Guidelines

(Last updated 7/9/12)

Notifications of meetings

Meetings should be announced according to the schedule set by the President and the Administrative Officer in the MLA shared Google calendar, typically 6-8 weeks out, 1) via the Business Office, as that is our official communication channel with members, 2) via the MLA Newsletter, and 3) via the MLA website in “About MLA / Administration / Board of Directors” in a “Next Meeting” area and in the Member Resources area with links to these guidelines and the shareable link to the relevant public folder in Dropbox (see below). Announcements should make it clear that members are welcome and encouraged to attend and all details should be provided (hotel, meeting room locations) for greater transparency and ease.

Auditing meetings

Board meetings may be audited in person by members of MLA except when the Board is in executive session (see below). Auditors may not participate by asking questions or providing feedback during the meeting itself, but may share their questions and observations with the Board after the meeting.

Handling attendance

Members wishing to attend Board meetings should look for announcement of the meeting (see Notifications above). They can see the agenda and all documents/reports posted in the relevant public folder in Dropbox (see below).

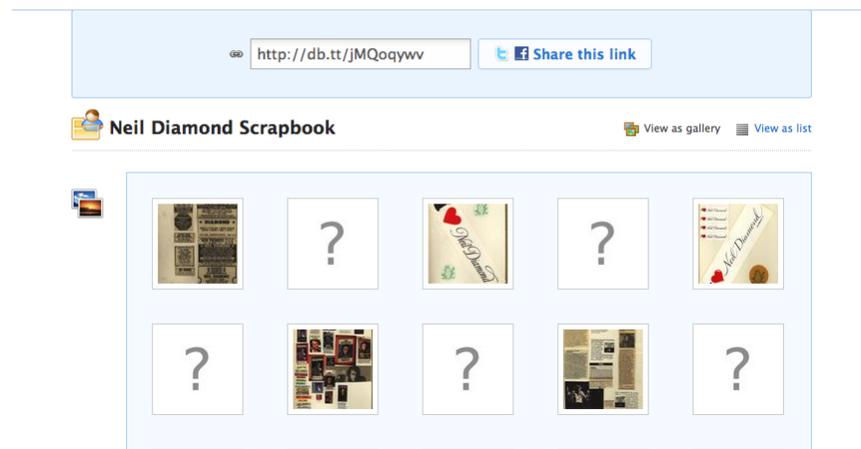
It is recommended that they notify the president if they intend to come, so chairs can be made available. Members who wish to speak, participate in discussion, or present to the Board must make a request to the President at least two weeks in advance of the meeting, in order to be included on the agenda. Participation in the discussion will be at the President’s discretion.

Any non-voting member of the Board may be asked to step out if the Board goes into executive session (see below).

Sharing Public Documents

Dropbox

A separate Dropbox folder will be created by the Recording Secretary for copies of public documents such as the agenda, reports, etc. A link to this Dropbox folder will be created in such a way that allows anyone with the link to view the documents there but not edit them or upload new ones. To do this, from the Dropbox folder, click on “Get Shareable Link,” then copy and distribute this link to members. The end result is like this: <http://db.tt/jMQoqyww>



- a. The benefit of this approach is that it makes use of a system that has proven to be fairly effective for sharing and updating Board documents already. At the same time, because this platform is in use for all Board documents, we would need to be vigilant about remembering to separate public documents from sensitive ones.
- b. We would also need to think about documents that we update as the meeting proceeds and decide whether it is important to maintain the original public document for those not at the meeting.

Confidential documents (anything relating to personnel, for instance) will be handled separately and kept distinct from public files.

Handling sensitive sessions/documents

MLA Board Executive Sessions: Policy

MLA Board meetings are open meetings; any MLA member or invited guest may attend. The Board may go into executive, closed session to protect confidentiality in certain instances, such as personnel and compensation issues related to a specific individual, or legal matters. MLA is committed to an open meeting policy, and executive sessions are intended to be used sparingly.

As much as possible, they are to be determined in advance and identified on the Board Agenda. In every case, they are to be requested by the President or moved by a member of the Board and approved by a simple majority vote of the Board.

The Finance and Planning Committees, as subcommittees of the Board, follow the same policies and procedures in regard to executive session.

The MLA Board reserves the right to go into executive session for discussion and decision including but not limited to the following:

- all personnel matters, including but not limited to
 - search committee recommendations
 - award committee recommendations
 - nominating committee recommendations
 - reappointment of special officers, editors, and other MLA positions
 - appointments and reappointments of all committee, task force, or working group chairs and members
 - the honorarium for a specific position (but not policies concerning honoraria)
- any legal issues, including conversations with legal counsel
- donors and donations
- the MLA audit
- contract negotiations

MLA Board Executive Sessions: Procedures

NB: the black-bulleted items are from Robert's Rules.

- There needs to be a motion and vote to go into executive session
 - A simple majority vote of the Board is required to approve an executive session.
- In executive session, only voting members and invitees may stay in attendance.
- The minutes or record of an executive session may be read, approved, and acted upon only in executive session.
 - At the point the Board goes into executive session, the Recording Secretary will start a new recording session. The recording session will not be made public or go to the MLA Archives.
 - Public Board minutes will reflect when the Board went into executive session, the primary reason for going into executive session, voting results and any formal decisions that were made in the executive session, and when the Board came out of executive session. When deemed necessary for the historical record to document the rationale for a decision, the Board reserves the right to create and maintain private minutes of executive session, recording discussion and debate, for Board use only.
 - Executive session minutes will be shared only with participants and will not be attached to the regular board meeting minutes. A printed copy of executive session minutes (clearly marked as such) from Board meetings would remain in the President's files to be passed to the next president, but not go to the Archives.

- The Recording Secretary's notes on the executive session will not be made public or go to the MLA Archives.
- Reports to the Board relating to executive session matters will not be made public or go to the MLA Archives.
- The MLA President may request Board members and attendees permanently destroy any record of executive sessions, such as notes or emails.

Virtual Board meetings via Adobe Connect

Virtual meetings can be recorded and posted on the website permanently or for a specified period of time. When/if the technology matures, it may be possible in the future for members to connect to an online Board meeting as observers. MLA will not be responsible for training or tech support.

- * Can share but not store documents in Adobe Connect.
- * Recording Secretary can record and revisit session transcripts.

Board Business via Email

Although the Board does conduct business via email, issues requiring a vote will be kept to virtual or in-person meetings as much as possible, reserving email voting for issues handled in executive session, or issues that require a very quick response. In the rare cases when it is necessary to conduct a non-executive session vote by email, the emails discussing the issue will be collected or summarized, and posted in Dropbox, and will also be summarized in the minutes for the next in-person or virtual Board meeting.