



BOARD POLICY

Approved by the CAWCD Board
September 6, 2018

CAWCD POLICY REGARDING EXECUTIVE SESSIONS and EXECUTIVE SESSION MINUTES

BACKGROUND

The CAWCD Board of Directors may hold private executive sessions under a few limited circumstances. In executive sessions, the public is not allowed to attend or listen to the discussions, and the CAWCD Board members are not permitted to take final action. A.R.S. §38-431.03(D).

POLICY

The CAWCD Board of Directors shall participate annually in training on the Arizona Open Meeting Law, including the law relating to executive sessions.

An executive session may only be held for the purposes set forth in A.R.S. §38-431.03(D), which are:

1. Discussion or consideration of employment, assignment, appointment, promotion, demotion, dismissal, salaries, disciplining or resignation of a public employee (must provide 24 hours written notice to employee so that he/she can decide whether they want the discussion to occur in public session of the meeting).
2. Discussion or consideration of records exempt by law from public inspection.
3. Discussion or consultation for legal advice with attorneys for the District.
4. Discussion or consultation with public body's lawyer(s) to consider pending or contemplated litigation, settlement discussions, negotiated contracts.
5. Discuss international or interstate negotiations.
6. Discuss the purchase, sale, or lease of real property.

The CAWCD Board of Directors may not vote or take a poll in executive sessions (A.R.S. §38-431.03(D)).

Notice and Agenda: Agendas for executive sessions may describe the matters to be discussed more generally than agendas for public meetings in order to preserve confidentiality or to prevent compromising the attorney-client privilege. A.R.S. §38-431.02(l). The agenda shall provide more than just a recital of the statutory provisions authorizing the executive session, but need not contain information that would defeat the purpose of the executive session or compromise the attorney-client privilege.

Before CAWCD Board of Directors go into executive session, a majority of the members constituting a quorum must vote in a public meeting to hold the executive session. A.R.S. §38-431.03(A). The vote should be taken immediately before going into executive session. Once the majority of members have voted to hold an executive session, the Board will reconvene in a room solely for the purpose of the executive session. The Chairperson should remind all present that the business conducted in executive sessions is confidential pursuant to A.R.S. §38-431.03(C).

Board members do not vote to end executive session. The Chairperson adjourns the executive session when she/he deems appropriate or necessary.

Executive Session Minutes: CAWCD Board of Directors must take meeting minutes of executive sessions. The minutes of executive sessions must include the following information:

1. The date, time and place of the meeting. A.R.S. §38-431.01(B)(1), (C).
2. The members of the Board recorded as either present or absent. *Id.* § (B)(2), (C).
3. A general description of the matters considered. *Id.* § (B)(3), (C).
4. An accurate description of all instructions given to attorneys or designated representatives pursuant to A.R.S. §38-431.03(A)(4), (5) and (7). The minutes will also include an accurate description of legal advice given to the Board by CAWCD's attorney.
5. A statement of the reasons for emergency consideration of any matters not on the agenda. See A.R.S. §38-431.02(J).
6. Such other information as the Board deems appropriate. For example, the public body might record in its minutes that those present were advised that the information discussed in the session and the session minutes are confidential.

The minutes of the executive sessions must be kept confidential except from certain authorized individuals. A.R.S. §38-431.03(B). To ensure confidentiality, minutes of executive sessions will be stored separately from regular session minutes to avoid inadvertent disclosure.