



MATERIALS RESEARCH SOCIETY

Advancing materials. Improving the quality of life.

3.1.1: Board and Governing Committee Meetings and Minutes

Purpose: This policy explains the frequency of meetings, the parliamentary authority, the procedure for approving minutes, and the requirement to have executive sessions

Applies to: Board of Directors

Policy

Attendees: Meetings of the Board of Directors or governing committees shall be open for attendance by any MRS member or staff. Guests (who are not members of the particular body) are not entitled to join the discussion but may be allowed to address the body at the discretion of the body.

Notification and agendas: All members of the Board of Directors shall be notified of Board meetings and will be provided with an agenda at least two weeks in advance.

Schedule: As per the MRS Bylaws, Board meetings shall be held at least twice per year. Typically, in-person meetings will occur at the MRS Spring Meeting, the MRS Fall Meeting and during the summer... Throughout the year, video/audio or conference calls shall be utilized to conduct necessary Board business.

Parliamentary Authority: Should questions of parliamentary authority and/or procedure arise during meetings of the Board of Directors, Robert's Rules of Order Revised shall be followed, unless the Board previously designated different rules of procedure.

Executive Sessions

In every regularly scheduled meeting of the Board, the recommended practice is to hold Board-only executive session at the end of each in-person meeting. Board members may request that the President call an Executive Session at any time during the meeting, as appropriate. These sessions may be held whether there is an agenda for the session or not. The Chairman of the Board may specify non-Board attendees, such as HQ Directors, as needed. The purpose is to provide an environment for confidential discussions on such issues as personnel, legal, or business critical issues, as well as to promote free communication flow between Board Members.

Meeting Minutes

Minutes are the business records of the organization and not a transcribed record of all discussions. Minutes should be kept of all meetings of the Board, as well as committee meetings where the committee is making decisions on behalf of the Board. They should state who is in attendance, who presided at the meeting, when the meeting started and ended, and what actions (motions) were taken. They should not include a recitation of all discussion that took place or any of the personalities involved.

Executive Session Minutes: These minutes are separate from open meeting minutes due to the confidential nature of information discussed in Executive Session. They should briefly explain the issue discussed, actions taken by the board and any formal motions.

Executive minutes shall be referred to in the open minutes by identifying the topic of discussion and any non-confidential motions. Confidential motions shall be identified as such during the executive session. Examples of such motions are personnel issues, business-sensitive discussions and legal matters.

Board members and anyone else permitted to be present is honor-bound not to divulge the discussions or decisions, until such time as the President and Executive Director have approved public announcement of the action.

Responsibilities and Schedule for Minutes Preparation and Archiving

The matrix shown below defines the responsibilities and requirements for minutes of meetings of the various governing bodies of MRS. (EA/Gov = Executive Assistant -- Governance)

What	Recording		Approval Step 1		Approval Step 2	
	Owner	Bus Days	Owner	Bus Days	Owner	Bus Days
BOARD						
Regular Meetings	EA/Gov or designee	5	Secretary	3	Board	10 (email)
Executive Sessions	Secretary or designee	5	President	3		
GOVCOM						
Mtgs and conf calls	EA/Gov or designee	2	Secretary	1	GovCom	5
Executive Sessions	Secretary or designee	2	President	1		
Governing Ctes						
Mtgs and conf calls	EA/Gov or designee	2	Cte Chair	1	Committee	5
Executive Sessions	Secretary or designee	2	Cte Chair	1		

3.1.1: Board Meetings and Minutes

What	Archiving 5 Yrs	Access	Ref
BOARD			
Regular Meetings	Web	BoD, HQ Dirs, EA, Comm Chairs	S98
Executive Sessions	Restricted Web	Board, EA Controlled by President/Secretary	S98
Governing Committees			
Mtgs and conf calls	Web	BoD, HQ Dirs, EA	Jan 98
Executive Sessions	Restricted Web	Board, EA Controlled by Chair	Jan 98

Deliverables: Regular and Edited minutes; Review policy every three years or as needed
 Who: Recording Owner above; Secretary, resp.
 When: At least 8 weeks before the Board meeting at which amendments should be considered.
 To: Final Owner above; Gov Com

Policy first adopted: 5/23/73 – Constitution/Bylaws (Meeting Frequency);
 12/31/03 – Minutes Policy
 11/30/07 – Executive Session Policy
 Last modified: 12/2/16
 Last reviewed:

Enacting Legislation: Board Motion B:2003:60, B:2007:33; B:2016:38

Policy created by: OpsCom and Al Hurd Party responsible for this policy: GovCom