Executive Sessions in Associations: A Review of Current Literature

Key Words: associations, executive session, governance, governance theory

Executive sessions

Who should attend an executive session?

What is the purpose of an executive session?

Recommendations in the literature

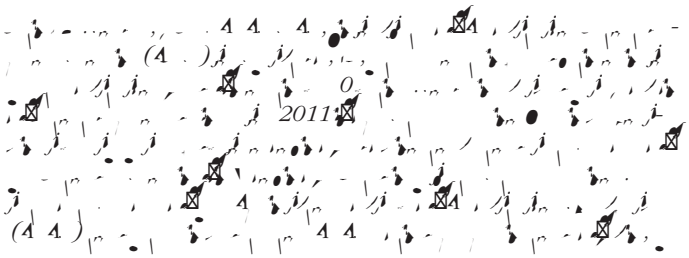
Theories of governance

Expertise-based roles and relationships

Guiding theories

Figure 1

Figure 1. Theories of Governance Spectrum		
Governance Theory		
c	c	
Controlling Board	Shared Governance	Passive Board

Table 1. Use of Executive Sessions According to Theory of Governance

In each theory of governance, the board has a different view of…	Controlling Board	Shared Governance	Passive Board
Management (chief executive)	Boards delegate work to and monitor the actions of the chief executive.	Management is in partnership with the board.	Management is the authority.
Its relationship with management	Boards are in control and independent of management.	Boards trust management but monitor and verify.	Boards are passive and dominated by management.
Its role in governance	To control decision making and monitor implementation by management	To be accountable to stakeholders along with management	To be the symbolic governing body
The appropriate use of executive sessions …			
With the chief executive			
	• to ask tough questions	• to foster a more constructive partnership • to build the capacity for robust discussion • to discuss roles and expectations of board and staff and succession planning • to discuss sensitive issues and maintain confidentiality • to confer with professional advisors such as attorneys • to manage crises	• to discuss sensitive issues and maintain confidentiality • to confer with professional advisors such attorneys and auditors • to discuss succession planning • to manage crises
	• to create a forum that is not unduly influenced by the chief executive • to encourage more open communication among the board • to discuss sensitive issues and maintain confidentiality • to confer with professional advisors such attorneys and auditors • to discuss roles and expectations of board and staff, including performance, compensation, and succession planning • to manage crises	• to foster a more constructive partnership • to build the capacity for robust discussion • to discuss roles and expectations of board and staff and succession planning • to discuss sensitive issues and maintain confidentiality • to confer with professional advisors such as attorneys • to manage crises	• to discuss sensitive issues and maintain confidentiality • to confer with professional advisors such attorneys and auditors • to discuss succession planning • to manage crises
Without the chief executive			
	• to create a forum that is not unduly influencedby the chief executive • to encourage more open communication among the board • to discuss sensitive issues and maintain confidentiality • to confer with professional advisors such attorneys and auditors • to discuss roles and expectations of board and staff, including performance, compensation, and succession planning • to manage crises	• to discuss board behavior or discipline • to confer with independent CPAs/auditors • to discuss chief executive performance and compensation	• to discuss chief executive performance and compensation