

Behind Closed Doors

When are board of trustee executive session meetings appropriate and for what purposes?

by Roger Weaver

I have been in a number of closed executive session board discussions, in which the head of school is not present, when a trustee wanted to have the entire group spend time discussing the appropriateness of a specific decision made by the head. I was in one such meeting when a trustee wanted to have a discussion about the content of a communication concerning a policy change about student conduct on school buses. This is not remotely a board-level issue. This trustee, also a current parent, should have taken this concern up with the head directly at the time the communication was received.

About a decade later, I became headmaster of Crossroads after serving for 10 years as assistant headmaster to Paul. For many years, our school's community involvement continued to focus on strengthening and growing the public school arts education program we had initiated. But one day, having learned from Paul the value of reaching out to neighboring schools, I decided to visit a small Catholic K-8 school two blocks away from Crossroads that I had been driving by for years but knew absolutely nothing about. The direct result of that visit is that today there are volunteers from a consortium of area independent schools who have quite literally saved this school from closure, and the 175 children enrolled there, 70 percent of whom are living below the federal poverty index, have a sustainable educational community in which to learn and grow.

It has become clear to me over the years that the appropriate and effective use of the "executive session"



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structure is neither well understood nor effectively implemented.

What Are They?

An executive session is a portion of a scheduled board meeting during which some or all of the regular or invited "non-trustee" participants (typically members of the school's administrative team, parent association officers, and faculty leaders) are thanked and excused from the meeting so it can continue primarily with only trustees in the room. Generally, executive sessions fall into two categories: those in which all non-trustee participants except the head of school are excused (regular executive session), and those in which the head of school is also excused and the only people in the room are voting trustee members of the board (closed executive session).

The appropriate uses of executive sessions in which the head of school participates (sometimes along with one



or two others, such as an assistant head, human resources director, dean of faculty, or chief financial officer) are many. The head of school is essential to discussions such as a significant legal issue confronting the school or a discussion of the school's financial condition with an auditor.

The appropriate use of a board executive session that excludes the head is singular: the annual performance review of the head of school. This will include a report by the committee of the board responsible for the annual evaluation, contract renewal discussion, and head of school compensation and benefits. The one exception to this being the sole appropriate use of closed executive session is the unhappy circumstance in which there is a crisis-level issue with the head that has already been discussed directly with him or her and requires additional board review, and possibly an action plan. This kind of meeting can reasonably be considered more of an "emergency meeting" than an executive session.

On Automatic?

The most common misuse of executive session is the "automatic" closed executive session at the end of every regular board meeting where the head of school is asked to leave and an "open mic" opportunity for trustees to share any thoughts or concerns about the head follows. Though this practice is undoubtedly well intentioned, its consequences can vary from slightly to extremely negative in its impact on the crucial working relationship of the board and head of school. While this is not currently a view that is universally shared, there are some very good reasons why it should be. An automatic regular executive session that includes the head is a common and useful board practice, and many boards set aside time for this even though it may not always be necessary.

Often one of the most direct negative consequences of an automatic closed executive session as the conclusion of every board meeting is that it can become an unfortunate proxy for a systematic, thoughtful, and effective head of school annual evaluation and feedback process. The kinds of things that emerge

in a routine executive session without the head of school, in which trustees are invited to offer thoughts on the head, tend to be anecdotal, without context, and often second- or thirdhand. When an anecdotal concern is brought up to the full board, that issue has automatically been accorded a significance that it may not merit, and the head is not there to provide background, history, and factual information about the issue.

Long-tenured, successful heads are generally less at risk for damage to the board's view of their performance despite automatic closed executive sessions. But such heads inevitably will conclude their service. When a new school head is brought in, and particularly if it is his or her first headship, that head is highly vulnerable. A new head following a successful, long-tenured predecessor is at even greater risk. In such a circumstance, the entire institution is destabilized.

None of this is intended to suggest that matters highly relevant to the board's responsibilities for overseeing the head of school would never come up in a closed executive session. The problem is separating the wheat from the chaff. Further, it is unlikely and unusual that every member of a board of trustees would be sufficiently knowledgeable, engaged, experienced, and diplomatic to act effectively as a committee of the whole in directly evaluating and advising the head.

A Key Participant

The head of school is essential to discussions such as the following:

A crisis-management issue

The necessary termination/expulsion of an employee/student during the school year (particularly when a significant community reaction is anticipated)

A contemplated major strategic initiative (such as enrollment expansion or contraction, real estate purchase, grade-level span change, major building project, or change in debt structure)

Support for the Head

Every head of school needs and deserves a well-defined and systematic annual performance evaluation and feedback process that supports his or her success and informs goal setting for the following year. A board subcommittee charged with head of school support, evaluation, and compensation most effectively carries this out. This committee should be made up of a small group of the most experienced, knowledgeable, and engaged trustees who meet with the head regularly, ideally in the week before each scheduled board meeting. A board's executive committee may fulfill this function.

Trustees who have thoughts or concerns about the performance

of the head of school take them to this committee instead of raising them in a closed executive session with the head absent. The committee then decides what merits discussion and clarification with the head and raises it in its regularly scheduled meeting. If the issue warrants it, the head may then give a full response and explanation to the entire board in regular executive session, and further full-board discussion with the head can take place, if appropriate.

To understand the impact of asking the head to leave an executive session meeting of the board, imagine what it would feel like if that same practice were used with trustees. If individual trustees were regularly asked to leave the meeting so the rest of the board could share observations or concerns about their work as a trustee, how would that feel to them? What impact would such a practice have on their level of engagement with the board as a whole? It certainly would not be positive.

In my view, automatic closed executive sessions without the head of school are corrosive of trust, anxiety producing, noncollaborative, archaic, and unhealthy as a board practice under all but a few specific circumstances.

Collaboration is at the heart of the truly effective board-head working relationship, and trust is at the heart of collaboration. Board meetings that routinely exclude the head for executive session seriously compromise the vital trust that is the hallmark of genuinely high-functioning head of school-board relationships, the kind of collaborative partnerships that most effectively serve independent schools and the teaching and learning to which they are so deeply committed. ■

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