

**Midwest Reliability Organization**  
**Policy and Procedure 1.1: Executive Session of the Board**

**Objective**

Executive sessions are portions of Midwest Reliability Organization's (MRO) Board meetings that are not open to the public. Executive sessions may be conducted only for the specific purposes described below, and only following specific procedures. Executive sessions are attended by MRO Board members and at the Board's discretion, staff, legal counsel and persons who are subjects of the discussion or whose information is needed.

**Policy**

The information discussed in an executive session is proprietary in nature and should be kept confidential. Therefore, executive sessions are closed to the public and any persons in attendance who are not voted members of the Board must be required to sign Midwest Reliability Organization's Statement of Confidentiality.

**Procedures**

The below procedures should be followed when calling an executive session:

1. Executive Sessions of the Board may only be held at the call of the Chairman or the MRO President
2. An executive session may follow an open meeting, be called as a separate meeting, or scheduled as a conference call.
3. The board may enter into an executive session by the following procedure:
  - a. During or after an open meeting: A motion indicating the nature of the business should be made by the Chair or MRO President to go into executive session for the purpose of discussion. The motion should be seconded, passed, and recorded in the public meeting minutes.
  - b. Called as a separate meeting or conference call: An electronic correspondence should be sent to the Board members by the Board Chair or MRO President requesting an executive session to discuss a specific topic. This motion should be seconded and passed prior to scheduling.
4. Permissible subjects to be discussed during an executive session are:
  - a. Budgetary matters before such details become public
  - b. Litigation, investigations and other legal matters
  - c. Personnel or labor actions and discussions involving specific individuals
  - d. Contractual negotiations and discussions
  - e. Audit and Penalty matters

- f. Issues related to a specific Registered Entity where company confidential information may be disclosed
  - g. Safety and security matters
  - h. Governing document violations
- 5. In general, meeting minutes shall not be taken during an Executive Session. In the event that minutes are required (e.g. a decision is made), they are not publicly posted and access and use of the minutes will be limited to Board members, MRO senior staff and legal counsel.