

Resolution on Use of Executive Sessions

1. Except as provided below, all meetings of the Board of Directors are open to all HIOA members. As provided in the Board's Policy on Transparency and Owner Participation (adopted Dec. 5, 2009), the Board will try to post agendas, attachments, and minutes on the HIOA website and to email them to interested members well before its meetings.

2. The Board may go into executive session to consider only those matters for which confidentiality is essential. Such matters include discussions of employment, compensation, or discipline of employees; contractual negotiations; and existing or possible litigation. The Board may also consider in executive session appeals of fines and of Arbitration Committee decisions if the affected owner so requests and demonstrates a need for confidentiality, and the Board agrees that confidentiality is in the best interests of HIOA.

3. If, during a public meeting, the Board believes it is necessary to go into executive session, it may do so by adopting a resolution stating the subject matter and why it cannot be discussed in public. After coming out of executive session and returning to the public meeting, the Board will state any action (including the votes of individual Board members) taken in executive session if the action is not itself confidential.

4. If the Board conducts an executive session between public meetings, it shall, at the next public meeting, state the subject matter and why it could not be discussed in public. The Board shall also state any action it took in executive session, including the vote of individual Board members, if the action itself is not confidential.

5. Minutes shall be kept of executive sessions as of all other meetings. Such minutes shall be read and approved only in a further executive session. If the necessity for confidentiality ceases, for example if the Board enters into a contract or settles a legal claim previously discussed in executive session, the minutes of the relevant executive session shall be made public and posted in the usual manner.