

## Minutes of the Governance Council

November 15, 2011

Present: Arya, Duffy, Jackson, Malu, Phadia, Zhang

Absent: Vovchuk, Olaye

1. The minutes of the October 19<sup>th</sup> meeting were approved with one minor editorial correction. The Chair may now forward the corrected Minutes to the Senate Office for posting.
2. Chairperson Malu asked the Council to review, one last time, the resolutions on liaisons to Board of Trustees committees. Among the issues discussed were: Why two nominees rather than just one; Should the floor be open for additional nominations; Should the Executive Committee reveal the names of all those whose names were put into nomination (without comment); Should this process exactly parallel that used for councils, etc. After clarifying the Council's own position, it was unanimously agreed that the resolutions should go forward as written, and that amendments could be made by senators from the floor.
3. The bulk of the meeting centered upon a resolution to permit "closed" or "executive" sessions of the Senate. The motivation behind the Executive Committee's New Charge #4 to the Governance Council ("Consulting the By-Laws and Constitution, consider if, how and under what circumstances closed meetings of the Faculty Senate may be held.") is to find a way to hold meetings at which administrators could not be present. Without a copy of *Roberts Rules* at hand during the Council's meeting, the draft resolution being prepared for discussion may be defective in some particulars. [*Roberts Rules were consulted prior to the drafting of the resolution and the Minutes reflect these post-meeting additions in italics.*]

*Since the Senate Constitution (Article I) clearly states: "Membership of the Faculty Senate shall consist of Voting Members and Ex-Officio Non-voting members," the usual method and outcome outlined in Roberts Rules for having a closed session would not suffice to expel Ex-Officio members. "Only members...are allowed to remain in the hall." (Roberts Rules, 10<sup>th</sup> edition, 2000, pg 93) Roberts does allow for a distinction between voting and non-voting members, but seems to apply that difference only in bodies where the membership is not clearly defined, as it is in the Faculty Senate Constitution.]*

During the discussion, there were sharp differences in opinion between those who felt that excluding administrative members (and, indeed, all non-voting members) for a free discussion of sensitive issues was a necessary thing and those who felt that doing this is anti-collegial and would ultimately backfire and weaken the Senate. Those speaking for the motion noted that some faculty might feel intimidated and constrained from speaking his or her true beliefs with a

supervisory administrator present. Those opposing the motion stated that part of the essence of a university is the give and take in open debate, with all parties able to hear and respond to all comments.

A majority of those present supported a motion of this nature, and discussion then turned to its wording. The original position, agreed to by all at the October 19<sup>th</sup> meeting – that such a closed meeting should be reserved for “emergency” matters or, most obviously, discussion of very sensitive, potentially embarrassing documents, such as the Administrative Evaluations – was quickly abandoned for a more general statement that the Senate could vote for an executive session on any issue that the body decides is too sensitive for public debate.

*Roberts Rules states that an executive session “is adopted by a majority vote.” (loc. cit.),* but everyone present, both those supporting this motion and those opposing it, agreed that if a motion to exclude the public and Ex-Officio members were to be adopted, it should be by a super-majority, and not a mere majority. After some discussion of the appropriateness of the necessity of three-quarters or two-thirds majority to adopt such a motion, the majority opinion of the Council settled on a two-thirds vote as necessary to exclude Ex-Officio members from an executive session.

The Council then pondered whether minutes would be kept during an executive session and whether votes or other actions could be taken. *Roberts* is clear that if minutes are kept during an executive session, they must be kept secret unless “secrecy has been lifted by the assembly.” (loc. cit.) *Roberts* is not helpful regarding the utility of votes taken in secret and kept secret.

A member was enlisted to draft a resolution for distribution and comment online and, further discussion at the next meeting.

4. The next meeting of the Governance Council will be held on Tuesday, December 6<sup>th</sup> during Common Hour in the Reference Conference Room in the Library.

Reported by Bill Duffy, 11/17/2011; revised and approved 12/6/2011