



## **PRII Policy on Board-Only Meetings**

**(Approved 11 September 2018)**

**Aim:** To agree guidelines on the approach of the PRII National Council to board-only meetings.

**Approach:**

The convention of the Public Relations Institute of Ireland (PRII) is that its National Council meets monthly with only the CEO of the Institute, or a nominated alternate from the PRII executive team, attending the meeting alongside Directors.

The CEO's attendance is an essential cog in the effective running of the Institute and in the maintenance of a collaborative approach where s/he is a trusted steward over the use of resources as planned and intended by the National Council.

From time to time third parties – executive or external – are also invited to join those meetings for presentations to the Council or the provision of expert advice.

To facilitate sensitive discussions or disclosures as might from time to time be required and to confirm contractual matters pertaining to the CEO on an annual basis, the Council should also as a matter of practice meet on its own, with no other party in the room – a 'member-only' session.

As no Director is being asked to step out in this scenario, any Council meeting being held without the CEO or any other party present is just a Council meeting but without the convention of a third party present as has become the norm.

Accordingly, to provide confidence to the executive, and to maintain clear and transparent governance, the following protocols are proposed to maintain continuity with the normal and agreed practice of the Institute and to enable both Council members and the Institute executive deliver fully on their mandate:

- A member-only National Council session should be scheduled to take place at least once annually and additionally when requested and agreed by Council in advance.
- The decision to call an unscheduled member-only session of Council requires a formal board resolution, proposed, seconded and agreed by a majority of Council members.
- A member-only session will normally be held at either the beginning or end of a scheduled Council meeting and can be as long or short as agreed is required by directors.
- Any Council member may propose a topic or topics for discussion at a member-only session but the actual decision on the subject matter involved is at the discretion of the Chair.
- Notwithstanding the default premise of member-only attendance, where required, the Council may invite selected staff or professional advisors to join the meeting.

- As a members-only session remains open to all members it is a meeting of the Council, normally constituted, and a minute should be taken in the normal fashion of Council.
- The Council's standing protocols for declaring and managing Conflicts of Interest still apply to a member-only session.
- While the detail of discussions taking place during a members-only session do not have to be disclosed beyond the requirements of the minute, the Chair, or another Director so delegated, will be required to provide a summary of the discussions to the executive team in a timely fashion to ensure an effective follow up on decisions arising and the Institute's continued ability to maintain alignment between the Council and the Executive in the direction and the control of its affairs and its resources.