

The Evergreen Oversight Board (EOB) recognizes and upholds the fundamental importance of transparency and accountability in all its activities. Accordingly, it is the policy of the Project and the EOB to be open about its activities. All regularly scheduled monthly meetings of the EOB are held in IRC and publicly logged in order to provide that openness and transparency. However, there are times when the Board must discuss sensitive issues that must, by their nature, be discussed privately. In those rare cases, the Chairperson, the Vice Chairperson, or any three (3) Board members may call an Executive Session of the Board or may call for a portion of a regularly scheduled EOB meeting to be held in Executive Session. All rules governing EOB meetings shall apply to Executive Session meetings with the exception of the disposition of the minutes and confidentiality of the matters discussed in such meetings as noted below. Should need arise to accommodate departure from the EOB governance rules for EOB meetings, those exceptions should be voted on by the EOB prior to any such Executive Session taking place. Executive Session meetings called outside the regularly scheduled meeting time must follow the EOB governance rules for meeting notification and agenda setting.

Executive Session

An executive session of a deliberative assembly is, in short, any meeting, or a portion of a meeting, where the proceedings are secret. A meeting enters into executive session only when required by rule or established custom, or upon the adoption of a motion to do so. A motion to go into executive session during an existing open meeting is a question of privilege and therefore is adopted by a majority vote and is debatable. Executive session motions calling for a stand-alone meeting outside the normal meeting times must be made via e-mail and adopted by majority e-mail vote at least two days prior to the proposed meeting time to allow for sufficient notification.

Whenever a meeting is being held in executive session, only members of the body that is meeting and special invitees, as the body or its officers determine to be necessary, are allowed to attend. Anyone present is honor-bound not to divulge anything that occurred. The minutes and actions of an executive session must be read and acted upon only in executive session. The minutes of an executive session may be reviewed and approved by email via a private EOB email list or at an executive session held solely for that purpose.

Actions are permissible in executive session for specific situations that are warranted due to legal and political ramifications. Prior to any item being brought for a vote during executive session, the EOB must first have majority agreement that the item meets the criteria for action.

From time to time the EOB and the Software Freedom Conservancy (SFC) find it prudent to communicate via a private email list. Those communications should be treated as privileged and confidential unless the legal counsel of the SFC and the officers of the Board specifically agree that the information, or portion thereof, may be discussed publicly.

The following information shall be confidential:

(a) **privileged information including attorney-client advice and work product information and disciplinary and investigatory information generated within or for the Evergreen Project or the SFC;**

(b) **information whose distribution is proscribed by applicable federal, state, or local law, or by EOB Bylaws or Policies, or by SFC Bylaws or Policies under the Fiscal Sponsorship Agreement;**

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