

Yadkin County Rules of Procedure



Yadkin County Board of County Commissioners

County of Yadkin
217 E. Willow Street
Yadkinville, NC 27055

Yadkin County Board of Commissioners Rules of Procedure

Note: "Comments are included in these Rules to provide statutory citations, further context, and texture to these Rules".

I. Applicability

Rule 1. Applicability of Rules

These rules apply to all meetings of the Board of Commissioners of Yadkin County at which the Board is empowered to exercise any of the executive, quasi-judicial, administrative, or legislative powers conferred on it by law.

Comment: *On the whole, the rules of procedure of a governing Board are intended to govern formal meetings of the Board where it will exercise any of its executive and legislative powers. These rules fulfill that purpose and also are designed to ensure Board compliance with the Open Meetings Law, G.S. 143-318.9 through – 318.18, which applies to any gathering of a majority of the Board to discuss public business. The rules also apply to informal work sessions or committee meetings where public business is discussed but no official action is taken.*

II. Open Meetings

Rule 2. Meetings to Be Open

- (a) It is the public policy of North Carolina and of Yadkin County that the hearings, deliberations, and actions of this Board and its committees to be conducted openly.
- (b) Except as otherwise provided in these rules and in accordance with applicable law, each official meeting of the Yadkin County Board of Commissioners shall be open to the public and any person is entitled to attend such a meeting.

Comment: See G.S. 143-318.10(a).

- (c) For the purposes of the provisions of these rules concerning open meetings, an official meeting of the Board is defined as any gathering together at any time or place or the simultaneous communication by conference telephone or other electronic means of a majority of Board members for the purpose of conducting hearings, participating in deliberations, or voting upon otherwise transacting public business within the jurisdiction, real or apparent of the Board.

Comment: See G.S. 143-318.10(d). *The Open Meetings Law provides that a social meeting or other informal assembly or gathering together of the members of the Board does not constitute an official meeting unless it is "called or held to evade the spirit and purposes" of the laws requiring meetings to be open.*

Rule 3. Closed Sessions

- (a) Notwithstanding the provisions of Rule 2, the Board may hold a closed session and exclude the public under the following circumstances and no others:
 - 1. To prevent the disclosure of information that is privileged or confidential pursuant to the law of this state or of the United States, or is not considered a public record within the meaning of Chapter 132 of the General Statutes.

Comment: See G.S. 143-318.11(a)(1).

- 2. To consult with the County Attorney or another Attorney employed or retained by the county in order to preserve the Attorney-client privilege.

Comment: See G.S. 143-318.11(a)(3). *The statute provides that general policy matters may not be discussed in a session closed in order to consult with the County Attorney, and the mere fact that the County Attorney is participating in a Board meeting is not grounds to close the meeting. The statute further provides that the Board may consider and give instructions to the Attorney concerning handling or settlement of any pending litigation or other matter in controversy, but the terms of and settlement (other than a malpractice claim against a public hospital) must be reported to the Board of Commissioners and entered in the minutes "as soon as possible within a reasonable time" after the settlement is concluded.*

- 3. To discuss matters relating to the location or expansion of industries or other businesses in the county.

Comment: See G.S. 143-318.11(a)(4).

4. To consider and take action with respect to the position to be taken by the county in negotiating the price or other material terms of an agreement for the acquisition or lease of real property.

Comment: See G.S. 143-318.11(a)(5). *The statute does not permit a closed session to discuss negotiations for purchase or lease of personal property.*

5. To consider and take action with respect to the position to be taken by the county in negotiating the amount of compensation or other material terms of an employment contract.

Comment: See G.S. 143-318.11(a)(5).

6. To consider the initial employment or appointment of an individual to any office or position, other than a vacancy in the Board of county commissioners or any other public body, and to consider the qualifications, competence, performance, character, and fitness of any public officer or employee, other than a member of the Board of commissioners or of some other public body.

Comment: See G.S. 143-318(a)(6). *Final action discharging an employee or removing an official from office must be taken in open session.*

7. To hear or investigate a charge or complaint by or against an individual public officer or employee.

Comment: See G.S. 143-318.11 (a)(6). *Final action discharging an employee or removing an official from office must be taken in open session.*

8. To plan, conduct, or hear reports concerning investigations of alleged criminal misconduct.

Comment: See G.S. 143-318.11(a)(7).

9. To discuss and take action regarding plans to protect public safety.

Comment: See G.S. 143-318.11(a)(9)

- (b) The Board may go into closed sessions only upon motion made and adopted at an open meeting. A motion to go into closed session must cite one or more of the permissible purposes listed in subsection (a) of this rule. In addition, a motion to go into closed session pursuant to Rule 3(a)(2) must identify the parties in each existing lawsuit, if any, concerning which the Board expects to receive advice during the closed session.

Comment: See G.S. 143-318.11(c)

- (c) Unless the motion to go into closed session provides otherwise, the County Manager, County Attorney, Finance Director, and Clerk to the Board may attend closed session. No other person may attend the closed session unless specifically invited by majority vote of the Board.

Comment: The Open Meetings Law does not address this point. Although they have no legal right to attend a closed session, the County Manager, County Attorney, and Clerk to the Board are officers of the Board itself, and most Boards will want them present at all meetings. All other persons should be excluded unless their presence is reasonably necessary to facilitate the Board's deliberations on the matter before it.

III. Organization of the Board

Rule 4. Organizational Meeting

- (a) Even-numbered Years. The Board shall hold an organizational meeting at its regular meeting place at 7:00 P.M. on the first Monday in December of each even-numbered year. The agenda for this organizational meeting shall be limited to induction of newly elected members of the Board of county commissioners and other elected officials and organization of the Board for the ensuing year. The organizational meeting shall be convened and concluded before the regular December meeting is convened. The County Attorney shall call the meeting to order and shall preside until a chair and vice chair are elected. All Board members are required to vote for a chair and vice chair. If a Board member is absent from the meeting and there is a tie vote the senior-most board member shall serve as interim chair until a permanent chair is elected. If they have not already been sworn and inducted into office, the newly elected members of the Board shall take and subscribe the oath of office as the first order of business. As the second order, the Board shall approve the bonds of the sheriff, and the register of deeds, and induct them and any other newly elected county officials into office.
- (b) Odd-numbered Years. At the first regular meeting in December of each off-numbered year, the first order of business shall be approval of minutes of the previous meeting. The second order of business shall be election of the chair and vice-chair for the ensuing year. All Board members are required to vote for a chair and vice chair. If a Board member is absent from the meeting and there is a tie vote the senior-most board member shall serve as interim chair until a permanent chair is elected.

Comments: This rule requires an organizational meeting in even-numbered years to be followed by a regular meeting.

This rule incorporates the requirements of G.S. 153A-26 concerning the times for organizational meetings and the qualifications of new members, and the requirements of G.S. 153A-39 concerning the election of the chair and vice-chair. G.S. 161-4 (for the register of deeds) and G.S. 162-9 (for the sheriff) require the Board to approve the bonds of these officials.

G.S. 153A-26 provides that the oath of office is that prescribed by Article VI, Section 7, of the North Carolina Constitution (see also G.S. 11-6 and G.S. 11-7) and may be administered by any other person authorized by law to administer oaths. The written statement of the oath shall be signed by each new member and filed with the Clerk to the Board. The statute also provides that a new member who cannot be present at the organizational meeting may take and subscribe the oath later.

Rule 5. Election of the Chair and Vice Chair

The chair of the Board shall be elected annually for a term of one year and shall not be removed from the office of chair unless he or she becomes disqualified to serve as a member of the Board. The vice chair shall also be elected annually for a term of one year.

Comment: *G.S. 153A-39 provides for the election of a chair and states that he or she is chosen "for the ensuing year."*

IV. Regular and Special Meetings

Rule 6. Regular and Special Meetings

- (a) Regular Meetings. The Board shall hold a regular meeting on the first and third Monday of each month or such other dates as set out in a schedule of meetings adopted by the Board. If a regular meeting day is a holiday on which county offices are closed, the meeting shall be held on the next business day of such succeeding days as may be specified in the motion adjourning the immediately preceding regular meeting. Regular meetings shall be held at Yadkin County Office Building in the Commissioner Room and shall begin at 7:00 P.M. on the first Monday of each month and at 9:00 A.M. on the third Monday of each month or such other date and time set out in the schedule of meetings adopted by the Board. Night meetings that begin at 7:00 pm shall end no later than 11:00 pm, unless extended by a majority vote to 12:00 midnight. An extension of the meeting beyond 12:00 midnight shall require a unanimous vote of the Board. If the Board votes to extend the meeting beyond 11:00 pm, then the Board shall also vote to determine those items remaining on the agenda on which a vote shall be taken. Morning meetings that begin at 9:00 am shall end no later than noon, unless extended by majority vote to 1:00 pm. An extension of the meeting beyond 1:00 pm shall require a unanimous vote of the Board. If the Board votes to extend the meeting beyond noon, then the Board shall also vote to determine those items remaining on the agenda on which a vote will be taken. The Board may change the place or time of a particular regular meeting or all regular meetings within a specified time period by resolution adopted, posted, and noticed no less than seven days before the change takes effect. Such a resolution shall be filed with the clerk of the Board and posted at or near the regular meeting place, and copies shall be sent to all persons who have requested notice of special meetings of the Board.

Comment: *See G.S. 143-318. 12(b)(1) and G.S. 153A-40(a). Any permanent change in the schedule of regular meetings must be adopted not later than ten days before the first meeting to which the new schedule applies. Also, G.S. 153A-40 requires the Board of County Commissioners to meet at least once a month. The notice requirements of the proposed rule are somewhat broader than those required by law.*

- (b) Special Meetings. The chair or a majority of the members of the Board may at any time call a special meeting of the Board by signing a notice stating the time and place of the meeting and the subjects to be considered. The person or persons

who call the meeting shall cause the notice to be posted on the principal bulletin Board of the county or the door of the regular meeting place if there is no principal bulletin Board and delivered to the chair and all other Board members or left at the usual dwelling place of each member at least 48 hours before the meeting. In addition, the notice shall be mailed or delivered to individual person and news media organizations who have requested such notice as provided in subsection (d), below. Only those items of business specified in the notice may be transacted at a special meeting, unless all members are present or those who are not present have signed a written waiver.

Comment: See G.S. 153A-40(a) and G.S. 143-318. 12(b)(2).

- (c) Emergency Meetings. If a special meeting is called to deal with an unexpected circumstance that requires immediate consideration by the Board, the notice requirements of this rule do not apply. However, the person or persons who call an emergency meeting shall take reasonable action to inform the other members and the public of the meeting. Local news organizations who have requested notice of special meetings as provided in subsection (d), below, shall be notified of such emergency meetings by the same method used to notify Board members. Only business connected with the emergency may be discussed at the meeting.

Comment: See G.S. 153A-40(b) and G.S. 143-318. 12(b)(3).

- (d) Sunshine List. Any individual person and any newspaper, wire service, radio station, and television station may file with the Clerk to the Board of commissioners a written request for notice of all special meetings of the Board.

Comment: See G.S. 143-318. 12(b)(2).

- (e) Work Session and Committee Meetings. The Board may schedule work sessions, committee meetings, or other informal meetings of the Board or a majority of the members of the Board at such times and with respect to such subject matter as may be established by resolution or order of the Board. A schedule of any such meetings that are held on a regular basis shall be filed in the same place and manner as the schedule of regular meetings. Work sessions and other informal official meetings not held on a regular schedule are subject to the same notice requirements as special Board meetings.

Comment: The Open Meetings Law requires that any "official meeting" at which a majority of the Board deliberates on public business must be open to the public and notice must be given. The last sentence of this rule embodies that principle. The rule goes beyond the Open Meetings Law in requiring a published schedule of work sessions or committee meetings held on a regular basis.

G.S. 143-318. 13(a) provides that if the Board holds any regular, special, emergency, or other official meeting by use of conference telephone or other electronic means, the clerk shall provide a location and means whereby members of the public may listen to the meeting, and notice of the meeting shall specify that location.

Rule 7. All Meetings within the County

All meetings shall be held within the boundaries of Yadkin County, except as otherwise provided for herein.

1. A joint meeting with the governing Board of any other political subdivision of this state or any other state may be held within the boundaries of either subdivision as may be stated in the call of the meeting. At any such joint meeting, this Board reserves the right to vote separately on all matters coming before the joint meeting.
2. A special meeting called for the purpose of considering and acting upon any order of resolution requesting members of the General Assembly representing all or any portion of this county to support or oppose any bill pending in the General Assembly or proposed for introduction therein may be held in Raleigh or such other place as may be stated in the call of the meeting.
3. Meetings during a Declared State of Emergency
 - (a) When the chair or other authorized county official has declared a state of emergency pursuant to NC law and it is impossible or imprudent to meet in a physical in-person meeting the Board of County Commissioners may meet as a Board by electronic means upon a certification by the chair or other authorized official that it is necessary to do so. Notice shall be given of such meeting to the public by any reasonable means according to the Open Meetings Law along with the opportunity for the public to observe such meeting.
 - (b) When a meeting of the Board is held as provided for in 3(a) above the Board may permit staff and others to participate electronically as necessary for the efficient and effective consideration of issues before the Board.
 - (c) The procedures provided for in this section 7.3 shall be applicable to all county Boards and commissions including but not limited to the Board of Health, the Planning Board, and the Board of Adjustments.

Comment: See G.S. 153A-40(c). That statute also speaks of two other categories of gatherings that may be held outside the boundaries of the county: retreats, and meetings with the legislative delegation representing the county in the General Assembly. The statute expressly forbids the Board to take any official action at any such meetings, so they are not mentioned in the proposed rule. Remember, however, that such meetings are covered by the Open Meetings Law if a majority of the Board is present and "deliberates" on the public business.

Rule 8. Broadcasting and Recording Meetings

- (a) Except as provided in this rule, any radio or television station is entitled to broadcast all or any part of an official meeting of the Board that is required to be open to the public. Any person may photograph, film, tape-record, or otherwise reproduce any part of the meeting required to be open.
- (b) Any radio or television station wishing to broadcast any portion of an official meeting of the Board shall notify the County Manager no later than twenty-four hours before the meeting. If the

number of requests of the quantity and size of the necessary equipment is such that the meeting cannot be accommodated in the designated meeting room and no suitable alternative site in the county office building is available, the County Manager may require the news media either to pool equipment and personnel or to secure and pay the costs of an alternative meeting site that is mutually agreeable to the Board and the media representatives.

Comment: See G.S. 143-318.14. *Notwithstanding the proposed rule, the Board probably could not exclude broadcast media reporters simply because they failed to give the suggested twenty-four-hour notice.*

V. Agenda

Rule 9. Agenda

- (a) The Clerk to the Board and County Manager shall prepare the agenda for each regular, special, and emergency meeting. A request to have an item of business placed on the agenda for a regular meeting must be received prior to the pre-agenda meeting with the Chair, Vice Chair, Finance Director, Clerk to the Board, and County Manager. There will be no deadline for County Commissioners to request to add items to the agenda.
- (b) Consent Agenda- The County Manager and Clerk to the Board shall designate on the agenda an item entitled "Consent Agenda". Sub-items under the Consent Agenda shall include but are not limited to minutes, routine reports, budget amendments, and such other items that do not require discussion. Such consent agenda items shall be approved by a single combined vote. Upon the request of any Board member, an item shall be removed from the Consent Agenda and discussed with Board consideration for approval immediately following the approval of the remaining item(s) on the Consent Agenda.
- (c) The agenda packets shall include the agenda documents, and proposed ordinances or amendments to ordinances, and supporting documents and background information relevant to items on the agenda. A copy of the agenda packet shall be available at the clerk's office or delivered to each member of the Board at least twenty-four hours before the meeting. Documents in the agenda packet, if not previously available for public inspection, shall become so when packets have been released to each Board member.
- (d) The Board may, by majority vote, add an item that is not on the agenda.

Rule 10. Informal Public Comments

The Clerk to the Board shall include on the agenda of each regular meeting a period for comments or questions from members of the public in attendance. Individuals participating in informal public comments shall be required to sign up for public comment prior to the meeting in order to be heard. The chair may specify the time allotted to each speaker. After the time set aside for informal public comments has expired, the chair will recognize further speakers only upon motion duly made and adopted.

Each agenda shall contain a "Public Charge" at the top of the agenda, which shall read as follows:

"The Yadkin County Board of Commissioners asks its members and citizens to conduct themselves in a respectful, courteous manner, both with the Board, county staff, and fellow citizens. At any time, should any member of the Board or any citizen fail to observe the public charge, the Chair will ask the offending person to leave the meeting until that individual regains personal control. Should decorum fail to be restored, the Chair will recess the meeting until such time that genuine commitment to the public charge is observed. As a courtesy to others, please turn off cell phones during the meeting."

Comment: *The Board must set aside part of the meeting per month for individuals or groups to address the Board. The rule allows any individual or group to get on the agenda, but lets the Board decide whether there is time to hear its comments. See G.S. 153A-52.1.*

Rule 11. Order of Business

At regular meetings, the Board shall proceed to business in the following order:

1. Call to Order
2. Invocation
3. Pledge of Allegiance
4. Adjustments/Adoption of the Agenda
5. Public Comments
6. Approval of Minutes
7. Report to the Board
8. Consent Agenda
9. Public Hearings
10. Board Action
11. Manager's Report/Discussion Items
12. Manager's Fund, Transfers/Contracts
13. Board Vacancies/Appointments
14. Calendar Notes
15. Commissioner Comments
16. Recess
17. Closed Session
18. Adjourn

Without objection, the chair may call items in any order most convenient for the dispatch of business.

Comment: As a matter of courtesy, by general consent, those items that require the participation of nonmembers, such as members of the public and administrative officials, may be considered first.

VI. Conduct of Debate

Rule 12. Powers of the Chair

The chair shall preside at all meetings of the Board. A member must be recognized by the chair in order to address the Board. The chair shall have the following powers:

1. To rule on points of parliamentary procedure, including the right to rule out of order any motion patently offered for obstructive or dilatory purposes;
 2. To determine whether a speaker has gone beyond reasonable standards of courtesy in his or her remarks and to entertain and rule on objections from other members on this ground;
 3. To call a brief recess at any time;
 4. To adjourn in an emergency.
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Rule 13. Absence of the Chair

If the chair is absent, the vice chair will serve in their place. If the chair and vice chair are both absent, the longest tenured County Commissioner shall serve as chair. In any instance where the chair is approved by the Board to serve by a vote, the same succession procedures shall apply.

Rule 14. Action by the Board

The Board shall proceed by motion. Any member, including the chair, may make a motion.

Rule 15. Adoption by Majority Vote

A motion shall be adopted if approved by a majority of the votes cast, a quorum being present, unless an extraordinary majority is required by these rules or the laws of North Carolina.

Rule 16. Renewal of Motion

A defeated motion may not be renewed at the same meeting.

Rule 17. Withdrawal of Motion

A motion may be withdrawn by the introducer at any time before the chair puts the motion to a vote.

Rule 18. Duty to Vote

It is the duty of each member to vote unless excused by a majority vote according to law. The Board may excuse members from voting on matters involving their own financial interest or official conduct. A member who wishes to be excused from voting shall so inform the chair, who shall so inform the chair, who shall take a vote of the remaining members. A member who fails to vote, not having been excused, shall be recorded as voting in the affirmative.

Comment: G.S. 153A-44 provides that Board members have a duty to vote, but does not state the remedy for failure to do so.

Rule 19. Prohibition of Secret Voting

No vote may be taken by secret ballot. If the Board decides to vote by written ballot, each member shall sign his or her ballot, and the minutes shall record the vote of each member. These ballots shall be retained and made available for public inspection until the minutes have been approved, at which time they may be destroyed.

Comment: See G.S. 143-318.13(b)

Rule 20. Action by Reference

The Board shall not deliberate, vote, or otherwise act on any matter by reference to an agenda or document number unless copies of the agenda or documents being referenced are available for public inspection at the meeting and are so worded that people at the meeting can understand what is being discussed or acted on.

Comment: See G.S. 143-318.13(c)

Rule 21. Adoption, Amendment, or Repeal of Ordinances

To be adopted at the meeting where first introduced, an ordinance or any action with the effect of an ordinance, or any ordinance amending or repealing an existing ordinance (except the budget ordinance, a bond order, or another ordinance requiring a public hearing before adoption) must be approved by all members of the Board of Commissioners. If the proposed measure is approved by a majority of those voting but not by all members of the Board, or if the measure is not voted on at the meeting where introduced, it shall be considered at the next regular meeting of the Board. If the proposal receives a majority of the votes cast at the next meeting or within one hundred days of being introduced, it is adopted.

Comment: See G.S. 153A-45. See also G.S. 153A-46 for requirements for granting franchises.

Rule 22. Quorum

A majority of the Board membership shall constitute a quorum. The number required for a quorum is not affected by vacancies. If a member has withdrawn from a meeting without being excused by majority vote of the remaining members present, he or she shall be counted as present for the purpose of determining whether a quorum is present. The Board may compel the attendance of an absent member by ordering the sheriff to take the member into custody.

Comment: See G.S. 153A-43. Compelling the attendance of a member by ordering the sheriff to take him or her into custody is an extraordinary remedy intended for use when a member obstinately refuses to attend meetings for the purpose of preventing action on a proposal. If the Board contemplates using this power, it might be wise to give the absent members notice that their attendance is required by the majority and may be compelled in this manner.

Rule 23. Public Hearings

- (a) A request to schedule a Public Hearing shall be made in advance to allow 10 days between the date of the advertisement and the date of Public Hearing. The request shall be submitted to the County Manager and Clerk to the Board for placement on the Commissioners' agenda for action. The Clerk to the Board shall be responsible for contacting the newspaper to place the Legal Ad for the public hearing in accordance with North Carolina State Law. Departmental staff shall be responsible for providing the Clerk to the Board with the Legal Ad information.
- (b) A sign-up sheet for Proponents and Opponents for the Public Hearing shall be posted at the entrance to the Commissioners' Room for parties to sign-up to speak during the Public Hearing. Speakers will be limited in number to 10 for Proponents and 10 for Opponents and they may not claim more than 1 speaker slot.
- (c) During the Board of Commissioners' Meeting, and prior to the opening of the Public Hearing, staff shall summarize the staff report on the public hearing item. Board members may ask questions of staff during this time.
- (d) The Chairman shall open the Public Hearing and read the rules.
- (e) The County Attorney or designee shall keep the time.
- (f) Rules:
 - 1. It is the intent of the rules to provide guidance to all parties for an equitable opportunity for all interested parties to provide input during the Public Hearing.
 - 2. Attorneys representing either the Proponents and/or Opponents shall have a maximum of 15 minutes each to present on behalf of their clients.
 - 3. Citizens supporting the issue (Proponents) and citizens opposing the issue (Opponents) shall have three (3) minutes individually, not to exceed thirty (30) minutes each to address the Board for a total of (1) one hour.
 - 4. Once both sides have been heard, each side, including attorneys representing proponents or opponents will have a total of six (6) minutes each of additional time (limited to two (2) speakers not to exceed three (3) minutes each).
 - 5. If there are many people who want to speak, it is recommended they appoint one (1) spokesperson to maximize their time to cover all points they wish to make. The Chair reserves the right to limit speakers offering redundant or duplicative comments on an item.
 - 6. The Board Chairman will call the individuals signed up to speak. Each speaker shall provide their name and address for the record prior to speaking about the matter.
 - 7. All comments shall be addressed to the Board of Commissioners and not towards individuals.
 - 8. All comments shall be made in a civil and calm manner. Specific references to County employees, other participants, or members of the audience of a derogatory nature shall not be permitted.
- (g) The Chairman shall close the Public Hearing.
- (h) The Board of Commissioners shall have discussion and take appropriate action.

Comment: G.S. 153A-52 provides that public hearings may be held anywhere within the county and gives the Board authority to adopt rules governing the hearings.

Rule 24. Quorum at Public Hearings

A quorum of the Board shall be required at all public hearings required by law.

Comment: G.S. 153A-52 implies that a quorum of governing Board members is necessary for a public hearing by providing that a hearing shall be deferred to the next regular meeting if a quorum is not present at the originally scheduled time. However, if the Board decided to hold a public hearing not required by law to gather a consensus of public opinion on an issue, the hearing could be held at several sites, with a few members at each site.

Rule 25. Minutes

Minutes shall be kept of all Board meetings. The Board, by majority vote, shall approve all minutes of each meeting (whether open or closed session), through action at a public meeting. Minutes of all closed sessions are to be sealed until their release will not frustrate the purpose of the closed session. The County Attorney is designated to periodically review said sealed minutes and determine the appropriateness of releasing such minutes for public inspection. At such time the County Attorney deems the release of sealed minutes would no longer frustrate the purpose, the Clerk to the Board is authorized to transfer such to the public minutes of the Board.

Comment: G.S. 143-318.10(e) requires all public bodies to keep "full and accurate" minutes of all official meetings, including closed sessions. Minutes of closed sessions must be a "general account ... so that a person not in attendance would have a reasonable understanding of what transpired." Closed session minutes may be withheld from public inspection "so long as public inspection would frustrate the purpose" of the session.