

Policies & Procedures

	BOARD OF DIRECTORS
Subject:	Guidelines for <i>In Camera</i> Meetings
Approved by Board:	January 20, 2017

1. Purpose of *In Camera* Sessions

The Board of Directors may meet *in camera* (meaning a closed or private session) to discuss particularly sensitive issues. These sessions are intended to create an appropriate forum for board members to talk openly about topics that warrant special treatment.

2. Moving to an *In Camera* Session

- 2.1 The Chair of the Board of Directors shall have the right to designate a meeting or a portion of a meeting *in camera*. Adoption of a motion by a majority vote is required.
- 2.2 A member of the Board may make a motion to move *in camera*. Adoption of a motion by a majority vote is required.
- 2.3 An *in camera* session may occur at any time during a regular board meeting.
- 2.4 There will be time designated at the end of each regular Board meeting for a Board-only *in camera* session. This may be waived if no member identifies a need for a Board-only session.

3. Who can attend an *In Camera* Session?

- 3.1 The Board Chair may close an *in camera* session to anyone other than the Board of Directors¹ and its invitees, which may include the CEO, the Senior Leadership Team (SLT) or their delegates and/or professional advisors, each of whom may be invited to attend all or a portion of the *in camera* session.
- 3.2 Depending on the subject matter, the Chair may seek advice from the CEO to determine whether the CEO and/or a member of the SLT should be in attendance for the *in camera* session.
- 3.3 A member of the Board may make a motion to include or exclude someone from an *in camera* session. In this case, adoption of a motion by a majority vote is required.

4. What should be discussed *In Camera*?

- 4.1 Matters that would typically be discussed *in camera* are:
 - a. legal advice and litigation;
 - b. negotiations strategy;
 - c. personnel and employment/labour matters;
 - d. management and Board performance matters; or

¹ An exception would be in the case of a conflict of interest (see Code of Conduct/Conflict of Interest Policy).

- e. discussions that require the disclosure of personal information about a staff member or a physician member.
- 4.2 Common matters discussed *in camera* **with** the CEO and/or SLT are:
 - a. negotiations strategy;
 - b. Illegal or improper activities;
 - c. litigation;
 - d. major business transactions (such as strategy or purchase of a new building);
 - e. matters related to Board governance that would require staff input;
 - f. any other matter the Board chair or the Board members agree are best discussed privately or in an informal way.
- 4.3 Common issues discussed *in camera* **without** the CEO and/or Senior Leadership Team:
 - a. meetings with the auditor;
 - b. concerns with the organization's direction or performance;
 - c. matters involving the CEO's performance;
 - d. matters involving the CEO's compensation;
 - e. matters involving CEO succession planning; or
 - f. matters involving Board self-management (such as Board performance or conduct issues).
- 4.4 *In camera* sessions are not an appropriate forum for:
 - a. Attempting to manage operational issues that are the responsibility of the CEO; or
 - b. Making decisions or drawing conclusions without providing management the opportunity to respond to questions or concerns.

5. Confidentiality

- 5.1 All attendees at *in camera* meetings have a duty to keep all discussions and documentation confidential. Board members and their invitees may only discuss business conducted during the *in camera* session with others who have attended the *in camera* session.
- 5.2 The outcome of discussions held *in camera* can only be made public if a motion to do so is adopted by a majority vote of the Board.
- 5.3 The Board may determine that Board members may not join an *in camera* session by teleconference as there is no way to determine with certainty that there is no one else on the call. The Board chair can make that determination or the Chair may ask the Board to make the determination by a majority vote.

6. Minutes

- 6.1 Minutes of an *in camera* session should:
 - a. Note the start and end time of the in camera session;
 - b. List who is present, including who served as Chair and Secretary;
 - c. Include the text of all motions and record of whether the motion was carried by a majority vote;
 - d. A brief summary of discussions and any action taken as a result of the discussion;
 - e. Not identify who said what;
 - f. Be marked 'confidential';
 - g. Only be shared with members of the Board;

- h. Distributed in hard copy at the next meeting (not sent by email); and
- i. Be approved in an *in camera* session at the next meeting.

6.2 Minutes of a regular meeting should:

- a. Note the start and end time of the *in camera* session;
- b. Provide the primary reason for moving to an *in camera* session;
- c. Include any formal decisions that were made if the Board determines that detail is required (determined by majority vote of the Board before leaving the *in camera* session).

6.3 After approval of *in camera* session minutes, all notes used to create the minutes should be destroyed.

7. Documentation/Materials

7.1 Depending on the topic, *in camera* documentation may require distribution in hard copy to the members of the Board at the beginning of the discussion.

7.2 The Board chair will determine whether documentation for an *in camera* session can be distributed by email in advance of the meeting or in hard copy at the meeting. Any documents distributed in hard copy will be collected immediately following the meeting and later shredded.

8. Chair's Role

8.1 At the beginning of the *in camera* session, the Chair, or a delegate:

- a. notes the start time;
- b. notes who, other than the Board members, are invited to remain in the *in camera* session;
- c. reviews the *in camera* procedures that will be followed for minute-taking;
- d. outlines the proper treatment of confidential information during and after the *in camera* session and the obligation of all in attendance to keep all *in camera* information confidential.

8.2 Upon conclusion of the *in camera* discussions, the Chair:

- a. confirms which actions are to be recorded in the regular meeting minutes;
- b. notes the end time; and
- c. calls for a motion to return to the regular meeting.

8.3 If the CEO is not invited to the *in camera* session, the Chair of the Board will advise the CEO as soon as possible after the meeting of any decisions made or actions taken.

8.4 Care must be exercised by the chair to ensure that *in camera* sessions remain focused on appropriate items and do not digress into areas that should be discussed in the presence of management. The board chair must exercise his/her authority as chair to determine the appropriateness and relevance of issues raised *in camera*, and to provide opportunities for all board members to contribute meaningfully to the discussion.