



NUMBER **GP 160**

TITLE **IN-CAMERA MEETINGS OF THE
BOARD OF GOVERNORS**

BOARD OF GOVERNORS POLICY

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In camera meetings of the Board are characterized by the strictest confidentiality. No minutes are kept, and no observers are allowed.

An in-camera session of the Board is a meeting of only those persons who are Directors.

The CEO will be present at all In-Camera Sessions with the following exceptions:

- A. When the terms of employment and/or performance of the CEO are being discussed.
- B. When the Audit Committee is reporting on incidents of potential financial wrong doing in which the CEO may be involved.
- C. When the Board is dealing with its internal personnel and/or governance issues.
- D. During discussions of concerns that the CEO's conduct may be unethical or unlawful or may violate regulations, policies or laws to which the Society must adhere.

The Board Chair will, as far as is appropriate under the circumstances, inform the CEO of the outcome, but not necessarily the details, of any in-Camera Session held in the CEO's absence.

In the interests of transparency and sound human relations, in-camera meetings will be used sparingly and only when matters require confidentiality such as (but not limited to) the following:

- A. Matters related to civil or criminal proceedings, whether or not such proceedings are in progress or being contemplated.
- B. Labour Relations or Human Resource issues including negotiations and matters pertaining to the salary or benefits of employees or the terms of employment of the CEO.
- C. Personal health information related to an individual board or staff member.
- D. Audit Committee reports about financial situations which may have material effects on the Society's well-being.
- E. Concerns about Board member, CEO, staff, volunteer, or member conduct of an unethical or unlawful nature.
- F. Financial, contractual, and other matters for which a decision must be made in which premature disclosure would be prejudicial.
- G. The security, acquisition, sale, lease or exchange of property.
- H. Discussions about relationships or transactions with other entities or persons where the information under discussion may compromise the relationship of the Society with them or its relationships with its stakeholders.

- I. Information that would reveal trade secrets or other protected information of a commercial, financial, labour relations, scientific or technical nature belonging to an individual or company.
- J. Information that is subject to solicitor client privilege

In-Camera meeting proceedings will take place as follows:

- A. The Board will require a resolved motion to move into and arise from an unscheduled in-camera session. Any Board member may propose such a motion.
- B. A separate agenda for scheduled in-camera sessions will be prepared and its circulation will be restricted to the participants of the in-camera session. The first item of business at the in-camera meeting will be to approve this agenda. The in-camera discussion will be restricted to items on this approved agenda. Any Board member may request the Board Chair to schedule an In-Camera Session. The board as a whole will decide whether or not to grant the request for an in-Camera Session.
- C. When the Board moves to move into an unscheduled in-camera meeting, the first item of business will be to approve an agenda for the unscheduled meeting. The in-camera discussion will be restricted to items on this approved agenda.
- D. When an in-camera agenda item relates to concerns about the behaviour of a Board member or the CEO, the person whose behaviour is being discussed will be present to hear the concerns and respond to them. Only then may the person whose behaviour is being discussed be asked to leave the room. In extraordinary situations, such as when a person's knowledge of the Board's concern may compromise a Board investigation, the Board may permit itself to discuss a concern without the person of interest's knowledge. The Board, through the Chair, must take great care to ensure that such a person is informed of a concern, and given an opportunity to respond to it, as early as possible.
- E. Voting on items before an in-camera session of the Board will take place according to the regular provisions governing Board meetings.