



Subject: **IN-CAMERA SESSIONS OF THE BOARD**

Policy # 5-220

Approved by: Board of Directors

Issue Date: Feb 2004

Board of Directors
Policy Manual

Revised (R) / Reconfirmed (RC) Dates

Apr 2007 (rc); Apr 2010 (r); Mar 2012 (rc); June 2019 (r) Sept 2022 (r)

POLICY

In-Camera meetings are a part of the monthly Board meeting process. The Board will move in-Camera, or hold closed meetings, where it determines it is the best interests of the Hospital to do so.

PURPOSE

In-Camera sessions allow for consideration of confidential matters when the potential harm from public disclosure outweighs the benefits of transparency.

PROCEDURE

1. A motion is required to move in and out of an in-Camera session of the Board, and to approve any actions of the Board.
2. During an in-Camera session of the Board, all persons who are not Directors or Community Members will be excluded except members of the senior Management team and the Board Secretary, unless specifically asked to be excused. Guests or Counsel may remain during an in-Camera session with the permission of the Chair and the consent of the meeting.
3. Material circulated to Directors for an in-Camera session must be clearly marked as CONFIDENTIAL and handled and secured in a manner which respects the nature of the material.
4. Where an in-Camera session of the Board is required, a separate agenda will accompany the material, and will also be marked CONFIDENTIAL.
5. The vote on a matter that is under consideration at an in-Camera meeting will be taken at an in-Camera session of the Board.
6. Minutes will be recorded by the Board Secretary or their designate. In absence of the Board Secretary, the Chair will designate a Director to take minutes. When circulated to the Board, the minutes will be clearly marked CONFIDENTIAL and handled and secured in a manner which respects the nature of the material. Minutes of an in-Camera meeting will be presented for approval at a subsequent in-Camera meeting of the Board.
7. Matters before an in-Camera session of the Board will remain confidential until such matters are moved by the Board to an open session of the Board. Such matters will be moved to the open session by a resolution of the Board.

8. The following are examples of matters which may be dealt with in-Camera:

- Human resource issues and employment matters, including the CEO and COS evaluation;
- Professional staff re-appointments and any matters relating to suspensions, revocations or altering of privileges;
- Matters that are or may be the subject of litigation;
- Legal advice that is subject to solicitor-client privilege;
- Negotiation of material contracts;
- Matters involving property;
- Some Board governance matters such as peer-review or self-evaluation results;
- Any other matters that the Board deems confidential.