

Leamington Mennonite Home

POLICIES AND PROCEDURES

CATEGORY: Board of Directors	SUBJECT: In Camera Meetings	SECTION: I POLICY: 1
DATE: September 2020	Administrator: _____ <i>J. M.</i>	
REVISION DATES:	Board Chair: _____ <i>H. Enns</i>	

IN CAMERA MEETINGS

INTRODUCTION:

In camera (in a chamber) is a legal term that means in private. An in camera session is a tool (process) used when a board wants to meet away from the general attendees at board meetings. This will occur when limitations are required on attendance by management, staff, guests, and other advisors. The in-camera session is a function of good governance and is a routine part of the regular board agenda. Management and non-board members may be invited to attend but are not entitled to attend.

As a board we need this process for the following purposes:

- To assure confidentiality
- To create a mechanism for board independence and oversight
- To enhance relationships among board members and the administrator
- To build capacity for robust discussion

Good board governance requires confidentiality to protect individuals and the organization. Secrecy, on the other hand, is seen as a misuse of trust and can undermine authority. When possible, a board should always err on the side of openness and transparency.

PROCEDURE:

- 1) The in camera meeting should routinely be a part of the regular board meeting and therefore be put on the regular meeting agenda. This transparency allows for the board culture to develop the habit of using this tool for confidentiality rather than secrecy.
- 2) A board motion is required to move into and out of an in camera meeting.
- 3) Board members and staff will treat all materials and information that are distributed for discussion in camera with the utmost confidentiality.
- 4) An in camera meeting may be called outside of the regular board meeting if there is a good reason to do so, such as a critical matter requiring confidentiality. The chair will determine if an in camera meeting is appropriate to deal with the matter.
- 5) The agenda items will be determined by the chair prior to the board meeting.
- 6) A separate agenda will be prepared for in camera meetings and must be marked confidential and handled and stored as such.

- 7) The administrator, a leadership team member, or board member may bring forward agenda items to the chair but it must be done prior to the board meeting.
- 8) If there are no items for discussion for the in camera session, the meeting may be waived.

ATTENDANCE:

- 1) Voting and non-voting LMH board members are entitled to attend in camera sessions.
- 2) Non-members may be invited to attend to present or provide information to the board on specific subject matters.
- 3) The chair should determine and announce who will participate in the meeting.
- 4) Once the board goes in camera any board member with a conflict of interest for any items to be discussed must declare this conflict. If the board member refuses to declare a perceived conflict, any board member may make a motion that the board sees his/her presence as a conflict of interest. A seconder is required, and a vote would be taken as for any other motion. If the board member refuses to leave after the vote is taken, the chair may choose to reschedule the meeting for another time without the board member present.

AGENDA:

The agenda should contain topics which address the issues listed below:

- Litigation or potential litigation
- Personnel items
- Internal problems and factions
- Operational transitions
- Conflict of interest situations
- Board objectives, performance, and governance matters
- Board and management succession planning
- Review of the administrator's performance, compensation, and employment status
- Access to the board for the internal and external auditors without staff present
- Financial, contractual and/or other matters for which a decision must be made in which premature disclosure would be prejudicial
- Collective bargaining
- Interaction with others where shared information may compromise their relationship with the Home and its stakeholders
- Patient/resident-specific issues
- Donor-specific issues
- Matters where an individual's personal information may be revealed
- Advice subject to solicitor-client privilege and communications necessary for that purpose
- Security of property
- Real or personal property matters, the disclosure of which might reasonably be expected to harm the interests of the Corporation
- Information exempt from disclosure under the Freedom of Information and Protection of Privacy Act

- Whether or not an item should be discussed in camera

ROLE OF THE EXECUTIVE

- 1) The chair or vice-chair must ensure that in camera sessions remain focused on appropriate items and that there is no discussion on matters that are not related to the in camera items.
- 2) The chair or the vice-chair must determine the appropriateness and relevance of issues raised in camera and must provide opportunity for all members to contribute unless a conflict of interest has been declared.
- 3) Following each board meeting, the chair or vice-chair should meet with the administrator to de-brief matters raised in camera without discussing specific comments made by members. The secretary may be invited to join in this conversation.

MINUTES:

- 1) Minutes will be taken by the secretary of the board of directors or an appointed secretary from amongst board members.
- 2) Minutes should contain:
 - a. Place, date and start time of the meeting
 - b. Persons present
 - c. Who served as chair and secretary
 - d. Text of all motions
 - e. Results of votes on all motions
 - f. Any formal objections of board members
 - g. Time of adjournment
- 3) Minutes should be a summary of discussions, not verbatim transcripts.
- 4) Minutes should reflect that the board deliberated before deciding. This can involve a summary of the options considered, or pros and cons raised.
- 5) Minutes should identify that a vote was taken or a consensus reached but not identify how the vote was split in a majority decision, or how individuals voted (unless a board member asks that the vote go on record).
- 6) The minutes and any other documents should be taken and kept separate from the regular board minutes. If distributed, they should be collected and destroyed.
- 7) The minutes of the in camera meeting should be kept by the secretary of the board or a designated board member.
- 8) Recorded minutes or any documents distributed during an in camera session are not made public and not attached to the regular board meeting package.
- 9) Decisions made in camera will be recorded within the in camera minutes only.

- 10) Minutes are approved at an in camera session at the next regularly scheduled board meeting.
- 11) Canada Revenue Agency requires that a charity keep its minutes of meetings of directors for as long as the charity is registered, and for a minimum of two years after the date the registration of the charity is revoked or two years after the corporation has been dissolved.