



## BOARD MEETINGS

### In Camera Meetings G13

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#### POLICY

The Board believes in conducting its business in a transparent manner however, the Board may hold a meeting or portion of a meeting in-camera and, through resolution, to exclude any person from that meeting or portion of that meeting.

*In camera* comes from the Latin word for "in a chamber". It is a legal term meaning "in private". *In camera* can describe closed board meetings that cover information not recorded in the minutes or divulged to the public. Such sessions may discuss personnel, financial, or other sensitive decisions that must be kept confidential.

There are times when a board should hold a discussion with only the board members present. This would mean the absence of non-board members, including the CEO or president, the recording secretary, and other staff. There are also times when *in camera* meetings include the CEO.

In-camera meetings should be limited to situations where holding the meeting in public would result in the release of a) information that might impair the ability of the College to carry out its responsibilities, or b) information relating to the personal interest, reputation or privacy of any person.

All decisions resulting from in-camera discussion shall be made in a public meeting.

The indiscriminate use of *in camera* meetings can result in important input not being provided and those required to carry out the will of the Board may not be fully appreciative of the objectives.

#### PROCEDURES

1. The Board will hold a regular *in camera* meeting, usually at the beginning of each Board meeting and again if the need arises at the end of the meeting. The placement of the *in camera* at the beginning of the meeting ensures that critical information is discussed prior to the meeting and may be added to the agenda, no Board Motions shall be made while *In-camera*. The *In-camera* process is to be used judiciously and respectfully. *In camera* sessions must facilitate Board decision making.
  2. The Board may:
    - 2.1. Schedule, through resolution, an in-camera meeting at a time and place agreeable to the Board, or
    - 2.2. Recess, through resolution, a meeting in progress for the purpose of meeting in-camera,
    - 2.3. Return, through resolution, from in-camera meeting to a public meeting,
    - 2.4. Not vote nor take any action on a discussion held during an in-camera meeting.
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## Board In Camera Meetings G13

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3. In-camera meetings shall be to:
  - 3.1. Discuss personal information that has been brought to the Board about an identifiable individual (e.g. Consideration for a position as an officer, employee or agent of the College; investigations; complaints).
  - 3.2. Assess the professional competency, performance or conduct of an individual whose appointment, hiring, performance or discharge is being considered.
  - 3.3. Discuss matters related to the safety, security or protection of College property.
  - 3.4. Discuss competency, performance or conduct of individual Board members or of the entire Board.
  - 3.5. Discuss strategy with counsel in matters that are presently in litigation or where litigation is imminent where disclosure would be likely to prejudice or disadvantage the position of the College in that litigation.
  - 3.6. Avoid disclosure of specific law enforcement matters such as current or proposed investigations, inspection or auditing techniques or schedules, which if disclosed would enable law violators to avoid detection.
  - 3.7. Discuss confidential or privileged communications between the College and its auditor, including all auditor conferences.
4. Attendance at an in camera meeting shall be limited to:
  - 4.1. Members of the Board
  - 4.2. Other person(s) at the invitation of the Board
5. For scheduled in camera meetings, confidential agendas and background/briefing information shall be prepared and provided to Board members and the President & CEO only.
6. The normal order of business for an in camera meeting shall be as follows:
  - 6.1. Motion to move in camera
  - 6.2. General purpose
  - 6.3. Motion to return from an in camera meeting to a public meeting
7. In camera meetings shall be strictly confidential
  - 7.1. Discussion and debate shall not be repeated outside the meeting
  - 7.2. Board members shall refrain from taking notes during in camera sessions
8. Minutes in the prescribed form shall be kept in confidence for all in camera meetings of the Board.
  - 8.1. Minutes shall consist of:
    - Place
    - Date
    - Beginning time
    - Those in attendance
    - Chairperson/ recorder
    - Motions/ major actions required and results thereof
    - Formal objections
    - General synopsis of business conducted
    - End time

## Board In Camera Meetings G13

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- 8.2 Minutes will be recorded of the *in-camera* session by the Board Chairperson or Vice- Chairperson.
- 8.3 Minutes will be distributed at the Board meetings. The minutes will be approved by the Board.
- 8.4 These minutes will be filed separately from the minutes of regular Board meetings. These minutes must be maintained in a confidential manner. The Chairperson and Vice-Chairperson shall ensure that copies of minutes are maintained other copies destroyed. When appropriate, decisions can be entered into the regular Board minutes. The Chairperson and Vice-Chairperson must ensure that confidential minutes are retained in a secure location and that these documents are provided to the new in-coming Chairperson and Vice-Chairperson with full instructions as to intent and process.
- 8.5 Every six months the Board Chairperson will review the *in camera* minutes to determine if confidentiality of the minutes still applies. If the Chairperson deems that confidentiality is no longer required the *in camera* minutes will be filed with the regular Board minutes.
9. The Board Chairperson will inform the CEO of the outcomes or decisions made *in camera* as soon as practicable after the *in camera* meeting.