

Subject:	In Camera Discussion of the Board	Date Approved:	April 15, 2009
Approved by:	Board of Directors	Date Revised:	January 21, 2015
Specific to:	Board of Directors	Next Review Date:	September 2017

PRINCIPLE:

As a matter of prudence and practice, where a Board chooses to hold “open” meetings, there are specific matters that typically are not dealt with in a public arena by a Board. Identified confidential matters should always be dealt with by the Board and Committees in camera (i.e. in a session of the Board that excludes individuals other than Board members).

Closed or in camera sessions should be held where they relate:

“to matters such as the assessment, rewarding, or disciplining of individuals, or to the discussion of relationships with other corporate bodies.”

King & Kerr. “Procedures for Meetings & Organizations”.

POLICY:

The following types of matters may be dealt with in camera:

- the disclosure of intimate, personal or financial information in respect of an employee or prospective employee, a member of the Professional Staff; or a patient;
- the acquisition or disposal of real estate;
- the decisions or issues in respect of negotiations with employees or members of the Professional Staff; or
- litigation or potential litigation affecting a family health team.

The Chair will always have the discretion to move in camera for a matter that he or she believes is properly dealt with in a confidential setting, even if it is not on the list.

A motion is required to move into (and to leave) a closed session. Separate minutes of the closed session must be kept, as required by Section 299(1) of the Corporations Act, which provides that:

“A corporation shall cause minutes of all proceedings at meetings of the shareholders or members and of the directors and of any executive committee to be entered in books kept for that purpose.”

Such separate “in camera” minutes can only be approved in a subsequent closed session. A separate agenda should also be prepared for the closed session (unless it is called without advance notice). All in-camera minutes and agendas should not be emailed, but rather a paper copy should be distributed.

PROCEDURE:

The appropriate procedure is then as follows:

- Prepare a full meeting agenda, indicating a motion at the end of the meeting to move in camera but not indicating the subject matter;
- After the motion to move in camera, all guests and non-Board members leave (unless the Board agrees for a guest to stay; the guest will be required to sign a non-disclosure agreement), the agenda for the in camera session is distributed and **separate minutes for the in camera are kept;**
- All formal procedures apply during the in camera session;
- Prior to moving out of the closed session, the Board should determine what report, if any, it will make to the “public” about the decisions it has made in the in camera session and who has authority to discuss these matters beyond the in camera session; and
- A motion is needed to move out of the closed session and into the open Board meeting prior to adjournment.