



<b>Category:</b> Governance	<b>Responsible Owner:</b> Chair, Board of Governors	<b>Effective Date:</b> September 12, 2024
<b>Policy/Form Number:</b> 10.5	<b>Approval Body:</b> Board of Governors	<b>Policy Name:</b> In-Camera and Governor- Only Session Policy

**A. POLICY:**

**1. PURPOSE/COMMITMENT:**

The Board of Governors (the “Board”) is committed to the following guiding principles in the conduct of its meetings:

- To demonstrate accountability and transparency in the governance of the College;
- To comply with regulatory requirements for the proper recording of all Board decisions and meeting minutes; and
- To uphold the confidentiality of information that, if publicly revealed, may result in undue harm to the College, its assets or people, including students, faculty, staff, alumni, board members and other volunteers.

Accordingly, this policy sets the criteria and procedures for *in camera* and governor-only sessions during meetings of the Board and its committees (“Committee”).

**2. SCOPE:**

This policy applies to all meetings of the Board and its Committees.

**3. WHEN TO USE THE POLICY:**

All governors, advisors, Committee members, supporting staff and others who may be involved in the governance of the College should become familiar with this policy upon participating in meetings of the Board or its Committees.

**4. DEFINITIONS:**

Note that except where indicated, references to Board meetings, resolutions and minutes may generally be taken to include Committee meetings, resolutions and minutes, and vice versa.

- **Board or Committee meeting** – a duly called meeting with a quorum present.
- **Board administrator** – a member of College staff designated to support the Board, especially in the maintenance of official records.
- **Formal resolution** – a decision made by the voting members during a properly convened Board or Committee meeting, or by written consent, and must be included with the official records of the society.
- **Governor-only session** – a session during a Board meeting where attendance is restricted to the voting members of the Board and special invitees, and proceedings are recorded separately, if at all, from the official meeting minutes.
- **In camera session** – a session during a Board or Committee meeting in which attendance may include the Board or Committee members, advisors, and special invitees, or restricted to the voting members of the Board or Committee and special invitees, and where proceedings are recorded separately, if at all, from the official meeting minutes.

- **Regular session** – the main portion of a Board or Committee meeting for which an agenda is prepared and proceedings, including decisions, authorizations and actions, are recorded in the official meeting minutes.
- **Official meeting minutes** – the minutes of a Board meeting, which according to the *Societies Act*, must be kept as part of the basic records of a society and include:
  - a list of all the governors at the meeting, and
  - the text of each resolution voted on at the meeting.
- **In Camera meeting minutes or notes** – confidential minutes or notes (not including formal resolutions) taken during the in camera or governor-only session at the discretion of the Board or Committee and accessible only to the members entitled to the session.

## 5. CRITERIA FOR IN CAMERA AND GOVERNOR-ONLY SESSIONS

Notwithstanding the Board’s commitment to the principles of accountability, transparency, regulatory compliance and confidentiality outlined in the statement above, the following criteria shall normally apply to matters for discussion during *in camera* and governor-only sessions:

### 5.1. Criteria for Matters to be Considered During an *In Camera* Session

- *Confidentiality*: matters which the Board is required by contract or law to keep confidential;
- *Privacy/Personal Information*: personal information about College employees, students or volunteers, including their conflict-of-interest declarations, as well as information about labour relations, human resources issues or management performance;
- *Competitive or Commercially Sensitive Information*: financial, contractual or other information, which, if disclosed would put the College at a competitive disadvantage, or be prejudicial to a third party or otherwise not in the best interests of the College;
- *Legal/Litigation*: information that is subject to legal privilege or that is about law enforcement, civil, criminal or administrative tribunal proceedings, or the security of the College’s property or systems;
- *Auditor Independence*: communications as part of the audit process requiring independent auditors to have direct access to the Board without members of the administration in attendance;
- *Other*: other limited exceptions, including where open discussion would be contrary to the best interests of the College.

### 5.2. Criteria for Matters to be Considered During a Governor-Only Session

- Principal and executive appointment(s), performance and compensation matters;
- Matters affecting the quality and effectiveness of a Board or Committee meeting;
- Internal governance matters, such as Board evaluations and attendance; or
- Informal matters that do not involve any official resolutions or direction to College administration.

## B. PROCEDURES:

### 6. AGENDA SETTING

- 6.1. In advance of each meeting, the Board or Committee Chair, in consultation with the Principal or responsible executive where applicable, shall determine which matters to allocate to the regular, *in camera* or governor-only sessions of the meeting according to the criteria set out in section 5. The agenda shall reflect this allocation to the extent possible, with additional details and accompanying materials related to *in camera* or governor-only matters distributed only to those members entitled to those sessions.

- 6.2. A governor who wishes to discuss the classification of an item may raise the issue with the Board or Committee Chair, as applicable, in advance of the meeting. In addition, at any time and on the motion of any governor entitled to attend the meeting, the Board or Committee may move into an *in camera* session to discuss the classification of any item, following which the Board or Committee Chair may re-classify the item.
- 6.3. To the extent possible, all *in camera* matters shall be dealt with in a single session before or after the regular items on the agenda.
- 6.4. The governor-only session shall be held following the regular and *in camera* portions, and before the official adjournment of the meeting.
- 6.5. In special cases where the entire Board or Committee meeting must be held *in camera*, any formal resolutions must be made during the next regularly convened meeting. If a quorum is present, a regular meeting may be called immediately following the *in camera* meeting to allow for the necessary transaction to occur.

## 7. DURING THE MEETING

- 7.1. During a regularly convened meeting, a motion must be made to move the Board or Committee meeting to an *in camera* or governor-only session.
- 7.2. Formal resolutions must be made only during the regular session of the Board or Committee meeting. Where the content of the resolution might contravene the criteria set out in section 5 of this policy, the Board or Committee Chair may provide direct instructions to the Principal or responsible executive in confidence following the meeting.
- 7.3. Procedures around conflicts of interest, including the recusal of conflicted members, apply whether the meeting is in a regular, *in camera* or governor-only session.

## 8. MEETING MINUTES AND RECORD

- 8.1. Minutes shall be taken during all regularly convened Board and Committee meetings and in accordance with governance best practices.
- 8.2. The official meeting minutes shall reflect the motions to start and end the *in camera* or governor-only session.
- 8.3. The text of all formal resolutions should be included with the official meeting minutes either in the body of the minutes or in a confidential appendix to the minutes.
- 8.4. Any meeting notes or minutes taken during an *in camera* or governor-only session shall be approved only during the next *in camera* or governor-only session.
- 8.5. The records of *in camera* or governor-only sessions shall be maintained in confidence apart from the official meeting minutes by the designated Board administrator, and accessible only to the members entitled to the session. However, additional access permissions may be granted by a motion of consent by the Board or Committee.

### LINKS TO SUPPORTING FORMS, DOCUMENTS, WEBSITE:

N/A

**REFERENCE TO EMPLOYMENT AGREEMENT CLAUSES:**

**REFERENCE TO BYLAWS:**

**RELATED ACTS AND REGULATIONS:**

8.6. [Societies Act](#) (2015, May 14)

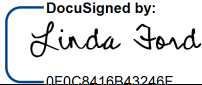
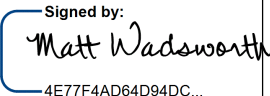

**RELATED POLICIES:**

**C. APPROVALS:**

**IF APPLICABLE:**

<b>Chair, Academic Board</b>	<b>Date:</b>
<b>Chair, Marketing and Recruitment Committee:</b>	<b>Date:</b>
<b>Chair, Finance Committee:</b>	<b>Date:</b>
<b>Chair, OHSEC</b>	<b>Date:</b>
<b>Chair Other Committee (List):</b>	<b>Date:</b>

**APPROVAL FOR ALL POLICIES:**

<b>Responsible Owner:</b> Linda Ford – Director of Finance (for Policy Maintenance)  <small>0E0C8416B43246E</small>	<b>Date:</b> September 13, 2024
<b>Principal or Designate:</b> Matt Wadsworth - Principal  <small>4E77F4AD64D94DC...</small>	<b>Date:</b> September 13, 2024
<b>Chair, Board of Governors:</b> Ana Culibrk – Chair  <small>B28AABA914CC4FF...</small>	<b>Date:</b> September 13, 2024

<b>Proposed Review Date:</b> September 12, 2029	<b>Dates(s) revised:</b>	<b>Replaces Policy/Form Number:</b>
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