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	PAGE 1 OF 3

1.0 Purpose

The Board of Directors (the “Board”) of the Niagara Health System (“NHS”) conducts open and closed meetings and Forum Without Management sessions. The public and staff are welcome to observe the open session of the Board meeting to:

- 1.1 Facilitate the conduct of the NHS’ business in an open and transparent manner;
- 1.2 Ensure the NHS maintains a close and positive relationship with the public; namely,
 - the community
 - the media
 - stakeholder groups;
- 1.3 Generate trust, openness and accountability; and

2.0 Scope

Applies to meetings of the Board.

3.0 Definitions

Open – is defined as the portion of the meeting and information that is open to public/media.

Closed – is defined as the portion of the meeting that is confidential to members of the Board and designated resource staff.

Forum Without Management – is defined as the session which is dealt with in two phases; the first phase is the President together with members of the Board; the second phase will include the Board members only, and all resource staff and designated ex-officio members will be excused.

4.0 Policy

Members of the public are invited to attend the meetings of the Board in accordance with the following policy:

4.1 Notice of Meeting

A schedule of the date, location and time of the Board’s regular meetings will be available from the Secretary’s Office, and will be posted on the NHS website. Changes in the schedule will be posted on the website.

4.2 Agendas, Minutes and Meeting Material

Agendas for the open portion of the meeting will be distributed at the meeting and may be obtained from the Secretary or delegate prior to the meeting. Supporting materials, including minutes of the Committees of the Board, will be distributed only to the Board.

Where a closed session of the Board is required, a separate agenda from the open session shall be prepared, indicating the items to be dealt with during closed session, and the agenda and any material in support of the agenda items shall be clearly identified as CONFIDENTIAL and handled and secured in a manner that respects the nature of the material.

The minutes of Committee meetings and of Open and Closed meetings of the Board should, among other things:

- reference the documentation and information provided;
- reflect the nature and level of discussions for matters reviewed, including the extent of the review and challenges of important matters; and
- capture any objections and abstentions.

4.3 Attendance

Individuals wishing to attend shall provide at least 24 hours' notice to the Secretary or delegate. The Board may limit the number of attendees if space is insufficient.

4.4 Conduct During the Meeting

Members of the public and/or delegation may be asked to identify themselves. Recording devices, videotaping and photography is prohibited. The Chair may require anyone who displays disruptive conduct to leave.

4.5 Guidelines for Delegations/Persons Wishing to Address the Board

Persons or delegations wishing to address the Board concerning matters relevant to the NHS must do so according to the following procedure:

- Written notice of the request to address the Board meeting must be provided to the Secretary no later than ten (10) working days prior to the meeting date. A brief description of the specific matter to be addressed should be included in the request. Requests to address the Board on a specific item will be granted (generally in order of the receipt of the requests) if approved by the Chair. Persons not permitted to address the Board shall be so notified.
- Once the Board Chair has provided his/her approval of the request to address the Board, and the delegation has been notified, a copy of the briefing/presentation must be provided to the Secretary for submission to the Board no later than seven (7) working days prior to the meeting date.
- The Board may limit the number of presentations that any individual or group may make, and the number of presentations at any one meeting. Persons addressing the Board will be required to limit their remarks to ten minutes. If a delegation wishes to make a presentation, a spokesperson for the group shall be identified. The Chair is not obligated to grant a request to address the Board and the Board is not obligated to take any action on the presentation it receives.

4.6 Closed Session

The Board may move to closed session or hold special meetings that are not open to the public where it determines it is in the best interest of the NHS to do so. The Chair may order that the meeting move to a closed session or any Director may request a matter be dealt with in closed session in which case a vote will be taken and, if a majority of the Board agrees, the matter shall be dealt with in closed session.

Minutes of the closed session of the Board shall be recorded. The minutes of the closed session of the Board shall be clearly identified as CONFIDENTIAL and handled and secured in a manner which respects the nature of the material. Minutes of a closed session of a Board meeting shall be presented for approval at a closed session of a subsequent Board meeting.

The Board shall meet in closed session for discussion of the following matters:

- Patient specific issues;
- Any other matters where personal information related to an individual will or may be revealed;
- Information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*;
- Matters relating to an individual Board Member or a prospective Board Member;
- Donor specific issues;
- Individual employee matters;
- Human resource and labour relations matters, including those pertaining to collective bargaining or terms of employment, including negotiations or potential negotiations;
- Professional staff appointments, re-appointments and any matters relating to suspensions, revocations or alterations to privileges;
- Litigation or potential litigation including administrative tribunal matters;
- Receipt of advice that is subject to solicitor client privilege including communications necessary for that purpose;
- Contract matters including negotiations or disputes;
- The security of property of the NHS;
- The acquisition, disposition, lease, exchange or expropriation of, or improvements to real or personal property, if the Board considers that disclosure might reasonably be expected to harm the interest of the NHS;
- Board and Committee self-evaluation;
- Deliberations that may be necessary to decide whether the matter warrants being dealt with in a closed session of the Board; and
- Other matters that, in the opinion of the majority of Directors, the disclosure of which might be prejudicial to an individual or to the best interest of the NHS.

Guests or legal counsel may remain during a closed session with the permission of the Chair or the consent of the meeting.

All matters before a closed session of the Board are confidential until such time that any of the matters may be moved by the Board to the open session of the Board. The Board shall pass a resolution with respect to those items that are to be moved from a closed session of the Board to an open session of the Board.

During the closed session of the Board, all persons who are not members of the Board shall be excluded, save and except members of the senior management team and the recording secretary, unless specifically asked to be excused. The Board may approve by resolution of the Board that individuals such as legal counsel, consultants, presenters, and hospital staff may be permitted to attend the meeting, but be asked to leave before a vote is taken.

4.7 **Requests for Interviews**

Members of the public and/or delegations may not address the Board or ask questions of the Board without the permission of the Chair. Individuals who wish to raise questions with the Board must contact the Board Secretary in advance of the meeting.

4.8 **Meetings of the NHS Board Committees**

Meetings of the NHS Board Committees are not open to the public.

References

OHA *Guide to Good Governance Third Edition*.

St. Joseph's Health System Open/Closed/In-Camera Policy.

NHS Board Policy - 008 040 003 Forum Without Management