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SECTION: Governance

EFFECTIVE DATE: 22/10/13

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REVISION DATE: 28/02/17;
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1.0 Purpose

- 1.1 The Niagara Health System (the Corporation) Board of Directors (the Board) conducts open and closed session meetings. The public/media and staff are welcome to observe the open session of the Board meeting to:
- a) Facilitate the conduct of the Corporation's business in an open session and transparent manner;
 - b) Ensure the Corporation maintains a close and positive relationship with the public; namely,
 - i. the community
 - ii. the media
 - iii. stakeholder groups; and
 - c) Generate trust, openness and accountability.

2.0 Scope

Applies to meetings of the Board.

3.0 Definitions

- 3.1 **Open Session** – is defined as the portion of the meeting and information that is open to public/media.
- 3.2 **Closed Session** - is defined as the portion of the meeting that is confidential to Directors and designated resource staff.

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 Corporation's website. Changes in the schedule will be posted on the website.

4.2 Agendas, Minutes and Meeting Material

- a) Agendas and minutes for the open session portion of the meeting will be posted on the Corporation's website.. Supporting materials, including minutes of the Committees of the Board, will be distributed only to the Board.
- b) 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.
- c) The minutes of Committee meetings and of open and closed session meetings of the Board should, among other things:
 - i. reference the documentation and information provided;
 - ii. reflect the nature and level of discussions for matters reviewed, including the extent of the review and challenges of important matters; and
 - iii. capture any objections and abstentions.

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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 Board Chair may require anyone who displays disruptive conduct to leave.

4.5 Guidelines for Delegations/Persons Wishing to Address the Board

- a) Persons or delegations wishing to address the Board concerning matters relevant to the Corporation must do so according to the following procedure:
 - i. 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 Board Chair. Persons not permitted to address the Board shall be so notified.
 - ii. 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.
 - iii. 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 Board 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

- a) The Board may move to closed session or hold special meetings that are not open to the public/media where it determines it is in the best interests of the Corporation to do so. The Board 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.
- b) 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.
- c) The Board shall meet in closed session for discussion of the following typical matters:
 - i. Patient specific issues;
 - ii. Any other matters where personal information related to an individual will or may be revealed;
 - iii. Information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*;
 - iv. Matters relating to an individual Director or a prospective Director including some Board governance matters such as director selection, peer review or self-evaluation results;
 - v. Donor specific issues;

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- vi. Individual employee matters, including CEO, President and/or Chief of Staff performance and evaluation;
- vii. Human resource and labour relations matters, including those pertaining to collective bargaining or terms of employment, including negotiations or potential negotiations;
- viii. Professional staff appointments, re-appointments and any matters relating to suspensions, revocations or alterations to privileges;
- ix. Litigation or potential litigation including administrative tribunal matters;
- x. Receipt of advice that is subject to solicitor client privilege including communications necessary for that purpose;
- xi. Contract matters including negotiations or disputes;
- xii. The security of property of the Corporation;
- xiii. 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 interests of the Corporation;
- xiv. Board and Committee self-evaluation;
- xv. Where appropriate to maintain confidentiality, advice or recommendations of officers, employees or consultants that are made within a decision-making process;
- xvi. Information that may reveal a trade secret or financial, commercial or technical information that either belongs to the Corporation or has been provided to the Corporation in confidence by a third party;
- xvii. Deliberations that may be necessary to decide whether the matter warrants being dealt with in a closed session of the Board; and
- xviii. 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 interests of the Corporation.

- d) Guests or legal counsel may remain during a closed session with the permission of the Board Chair or the consent of the meeting.
- e) 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.
- f) During the closed session of the Board, all persons who are not Directors shall be excluded, save and except members of Senior Management 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 Corporate 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 Board Chair. Individuals who wish to raise questions with the Board must contact the Board Secretary in advance of the meeting.

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4.8 Meetings of the Corporation's Board Committees

Meetings of the Corporation's Board Committees are not open to the public.

5.0 Related Documents

Not applicable.

6.0 References

OHA *Guide to Good Governance Third Edition*.

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

NHS Board Policy Number 008 040 003 Forum Without Management