



<b>Policy Title:</b> <b>BOARD IN-CAMERA MEETINGS POLICY</b>		<b>Policy Section:</b> Governance Process	<b>Policy Number:</b> GP IV-60
<b>Approved By:</b> Board of Directors	<b>Date Approved:</b> April 14, 2023	<b>Date Reviewed/ Revised:</b>	<b>Chair's Signature:</b>

## PURPOSE

The purpose of the Health and Supportive Care Providers Oversight Authority's (the "Authority") "In-Camera Meeting" Governance Process Policy (GP #IV-60) is to describe the circumstances for which the Board may consider holding an in-camera meeting. The Board meets in-camera only when necessary to ensure the proper functioning and integrity of the Authority, its management, and the Board. This policy serves as a guideline to determine the issues, topics, and constitution of an in-camera meeting of Board members.

## POLICY

1. The Chair, prior to regular meetings of the Board, may determine the need for an in-camera meeting during such meetings. If such a determination is made, the Chair shall include a notation of the in-camera portion of the meeting on the meeting agenda of a regular Board meeting. If a matter arises during a Board meeting that triggers the need for an in-camera session, the Chair may move any Board meeting or part of a meeting to an in-camera meeting.
2. In-camera meetings may be held if the Chair is satisfied that one or more of the following will be addressed:
  - 2.1. Reviewing the Chief Executive Officer's performance, compensation and employment status;
  - 2.2. Reviewing personnel and employment/labour matters;
  - 2.3. Sensitive information which, if disclosed outside the Board, could prejudice the interests of the Authority;
  - 2.4. Property acquisitions;
  - 2.5. Discussions with the external auditors;
  - 2.6. Instructions to be given to or opinions received from the legal counsel for the Authority; or
  - 2.7. Deliberating whether to move a meeting in-camera.



3. In-camera meetings shall include Board Members only. Notwithstanding the foregoing:
  - 3.1. Management or other staff may attend an in-camera session with permission of the Chair; and
  - 3.2. Guests or legal counsel may attend an in-camera session with permission of the Chair.
4. Minutes of an in-camera meeting shall be created by an individual, designated by the Board, who is present during the in-camera session. The in-camera minutes shall be reviewed and approved only during an in-camera meeting. Such minutes shall be sealed and kept separate from other records to maintain confidentiality.
5. Decisions of the Board made during in-camera meetings will be recorded in the regular minutes of the Board to provide a legal record and audit trail.