



# RED LAKE MARGARET COCHENOUR MEMORIAL HOSPITAL

## -STATEMENT OF POLICY AND PROCEDURE-

<b>SUBJECT: Procedures for Open &amp; In-Camera Meetings</b>		<b>DOC. ID#: BG-MTG-03</b>
<b>MANUAL: BOARD OF DIRECTORS</b>		<b>Original Date: May-11</b>
<b>CATEGORY: MEETINGS</b>		<b>Last Revision Date: See electronic copy</b>
<b>DEVELOPED BY: CEO</b>	<b>APPROVED BY: BOARD CHAIR</b>	<b>Next Revision Date: See electronic copy</b>
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### 1. POLICY:

All meetings of the Board of Directors will be open and accessible to the public except where the Corporations Act allows the Board to meet in-camera. The open part of Board meetings will be held at times generally recognized as convenient for the public to attend.

### 2. BACKGROUND:

As a publicly funded Corporation, the Board intends to conduct its business transparently and to keep the public informed about its activities. Therefore, to enhance the flow of information to the public about the operation of RLMCMH, its strategic directions, and the quality of patient care, regular meetings of the Board of Directors will be open to the public. This policy also applies to the Annual Meeting (AM) but does not apply to committees or task forces of the Board.

This document addresses the manner in which information concerning the time, date, and location of Board meetings will be available to the public, as well as the steps to be followed by non-Board members who wish to address the Board.

### 3. MEETING FORMAT:

- Board of Directors meetings will normally be held on the fourth Tuesday evening of the month in the Hospital Board Room. Meetings can also be held by electronic means in circumstances where such means are necessary for Directors to convene.
- Board of Directors meetings shall be divided into two components, the first being an open session followed by an in-camera session for items deemed confidential. The open session and in-camera sessions shall have separate agendas.
- Committee meeting minutes (from the previous month's meetings) will be pre-circulated to all Board Members and will be included within the consent agenda of the Board meeting.
- The open session shall include the education session and other items deemed public by the Chair.
- The Board may entertain a motion at any time to move in-camera, if deemed necessary.

- Any item that is moved from an open to an in-camera session must meet the exception noted below and must be approved by a motion passed in accordance with the Board's rules of procedure.

#### **4. NOTIFICATION OF BOARD MINUTES:**

A schedule of Board meetings (including the times, dates and places of board meetings) will be published on the RLMCMH website.

#### **5. DISTRIBUTION OF AGENDA AND SUMMARY OF THE OPEN SESSION OF BOARD MEETINGS:**

An agenda of the matters to be considered at a given Board meeting will be available to the public through the Office of the CEO approximately 7 days prior to each Board meeting. Copies of the agenda will also be available at the Board meetings.

The Executive Assistant to the CEO will act as the recording secretary during Board Meetings. The minutes of the Open Session of Board Meetings, once approved, will be available on the RLMCMH website.

#### **6. IN-CAMERA SESSIONS:**

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

The following matters will be dealt with in-camera:

- Patient/Client-specific issues;
- Matters relating to an individual Board Director or a prospective Board Director;
- Individual employee matters;
- Donor-specific issues;
- Any other matters where personal information about an individual will or may be revealed;
- 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 credentialing issues;
- Litigation or potential litigation including administrative tribunal matters;
- Receipt of advice that is subject to solicitor-client privilege including communications necessary for that purpose;
- The security of the property of the corporation;
- Contract matters including negotiations or disputes;
- 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 corporation;
- Board and committee self-evaluation;
- CEO and Chief of Staff performance evaluation;
- 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; and
- Consideration of whether an item is to be discussed in-camera

During an in-camera session, all persons who are not Board Directors will be excluded from the meeting; provided, however, Red Lake Margaret Cochenour Memorial Hospital personnel and others may be permitted to attend all or a portion of the in-camera session upon the invitation of the Board as advised by the Chief Executive Officer (CEO).

All RLMCMH personnel including, the CEO, will be excluded during discussion regarding the Performance Evaluation of the CEO; however, the results of such discussion will be communicated to the CEO immediately thereafter.

All RLMCMH personnel including, the Chief of Staff (COS), will be excluded during discussion regarding the Performance Evaluation of the COS; however, the results of such discussion will be communicated to the COS immediately thereafter.

All matters brought before an in-camera session remain confidential until they are moved by the Board to an open session; the Board will pass a motion with respect to those items that are to be moved to an open session. A separate agenda will be prepared for in-camera sessions. The agenda and any supporting materials will be clearly marked confidential and will be handled and secured in a manner that respects the nature of the material.

## **7. PARTICIPATION IN OPEN BOARD MEETINGS:**

Non-Board members may attend Board meetings as observers, but may not participate in the meeting discussions unless explicitly invited to do so by the Chair.

The Board will permit presentations at Board meetings by members of the public so long as the following procedure is adhered to:

- Persons wishing to address the Board at a Board meeting must submit written notice of the request to the RLMCMH Office of the CEO at least 21 days prior to the Board meeting. The request shall include a brief written description of the specific matter to be addressed, the specific expectations of the presenter, the name of the presenter, and must be accompanied by any written material that the person will want to distribute to the Board. Persons will only be permitted to address the Board with respect to matters of governance.
- Requests to address the Board will be considered by the Chair of the Board in order of receipt of the requests.
- Persons requesting an opportunity to address the Board will be notified of the Chair's decision at least 3 business days prior to the Board meeting.
- Persons who do not receive approval to address the Board will be notified of the Chair's decision at least 3 business days prior to the Board meeting and will be advised of the reasons for the decision.
- The Chair shall advise the Board of all decisions related to requests to address the Board.
- Persons addressing the Board will be required to limit their remarks to five minutes. If the address is based on the submission of a group, one person must be identified as the spokesperson for the group.
- No more than three presentations will be heard at the beginning of the meeting and will be noted on the meeting agenda.
- The Board is not obligated to respond to a presentation.
- Members of the public may also address the Board by providing a letter or memorandum addressed to the Chair of the Board, c/o the CEO. Each letter or memorandum will be considered first by the

Chair in order that a recommendation may be made to the Board regarding an appropriate response. While the Board may consider matters raised in such correspondence, it is not obligated to respond to it.

- In some cases, the Chair may determine that it is more appropriate for a person or a group to address their comments to the CEO and/or the Chair. In these situations, arrangements for presentation will be facilitated by the office of the CEO.

## **8. ATTENDANCE BY NON-BOARD MEMBERS:**

- Non-Board members will be permitted to attend Board meetings unless the Board makes a determination that the public should not be permitted to attend, based on the criteria set out in this policy.
- Non-Board members are welcome to attend open sessions of Board meetings as observers and are asked to notify the executive office 2 business days in advance if they plan to attend the open session of Board meetings.
- Copies of the agenda for the open session of the Board meetings will be available at the entry to the meeting room.
- Non-Board members attending Board meetings will be asked to identify themselves and whether they have any affiliations (e.g. By providing the name of a media outlet or health agency).
- Non-Board members may attend; however, no photographic, television and/or taping equipment will be permitted at any meeting unless explicitly authorized by the Chair.
- Non-Board members will be asked to leave a Board meeting if they are conducting themselves improperly or if they are otherwise disrupting the meeting, as determined by the Chair, and they may be prohibited from attending future meetings.

## **9. COMMITTEE MEETINGS:**

Meetings of Committees are not open to the public.

## **10. RESPONSIBILITY:**

The responsibility for the implementation of this policy is delegated by the Board of Directors to the CEO.