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POLICY	**Manual:** Administrative	**Section:** V-B Board of Directors	**Code No.:** V-B-8	**Old Code No.:**
Title: Board Meetings			**Original Effective Date:** Jun 30, 2011	
			Review/Revised Effective Date: Jan 06, 2025	
			Next Review Date: Jan 06, 2027	
Cross Index:	**Authoring Committee/Program/Dept:** Governance and People Committee		**Approved By:** ELT	

Board Meeting Schedule

(1) Regular Board Meetings

The Board will meet at such times and in such places as may be determined by the Board, the Chair, or the Chief Executive Officer ("CEO").

(2) Special Board Meetings

Special Board meetings may be called by the Chair or the CEO in accordance with the Corporate By-law. Notice of meetings will be called by the Secretary.

Board Meeting Components

The Board Meeting will normally include three (3) components:

(1) open session;

(2) closed session; and

(3) informal session of Elected Directors on completion of the official Board meeting.

(1) OPEN Session

The open session of the Board meeting is open to the general public. Notice of the times and dates of such meetings will be posted on the hospital's website. Changes in the schedule will be posted on the website.

Members of the public who wish to attend the open session of the Board meeting will register at the venue door on arrival and will be seated in the designated area for the public. Agendas for the open session of the Board meeting will be distributed at the meeting. The Chair will welcome and acknowledge the members of the public at the beginning of the open session.

Recording devices, videotaping and photography are prohibited. The Chair may require anyone who displays disruptive conduct to leave.

(2) CLOSED Session

The Board has the right to move to a closed session and to restrict attendance to Directors only, for any meeting or part of a meeting, if the Board deems a *closed* session to be necessary to protect the interests of the corporation, the public, or a person.

Matters that may generally be dealt with in a *closed* session include, but are not limited to:

- patient-specific issues;

- matters relating to an individual Board member or a prospective Board member;
- individual employee or professional staff matters;
- donor-specific issues;
- professional staff appointments, re-appointments, and changes in privileges;
- any other matters where personal information about an individual will or may be revealed;
- labour relations and matters pertaining to collective bargaining or terms of employment including negotiations or potential negotiations;
- 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 property of the corporation;
- contract 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 self-evaluation;
- information that is exempt from disclosure under the *Freedom of Information and Protection of Privacy Act;*
- 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 *closed*.

A Board motion is required to move into, and to rise from, a *closed* session. During a *closed* meeting, all persons who are not Directors may be excluded from the meeting. However, senior staff and guests may be permitted to attend all of, or a portion of a *closed* session with the consent of the Board or the invitation of the Chair or CEO.

A closed meeting discussions that involve CEO and Chief of Staff performance and compensation issues will exclude the CEO, Chief of Staff, Chief Nursing Executive, and other *ex-officio* Directors.

A separate agenda will be prepared for *closed* sessions indicating the items to be considered during the session. 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.

(3) Informal Sessions of Elected Directors

At the conclusion of each Board meeting or at the call of the Chair, an informal session of the elected Directors may be conducted without the presence of the *ex-officio* Directors. The informal session will be conducted in two (2) parts: (1) initially with the presence of the CEO; and (2) subsequently with the presence of the elected Directors only.

The purpose of the informal session is to enable the elected Directors to assess the effectiveness of the meeting, the quality of information to support informed policy formulation, decision-making, and monitoring by the Board and the performance of the CEO, Chief of Staff, and senior management team in contributing to the effectiveness of the meeting.

Any matters pertaining to specific meeting agenda items or all other aspects of the Board's roles and responsibilities should not be discussed in such a meeting. No decisions will be made, and no minutes will be prepared. Following the informal session, the Chair will discuss matters arising, as appropriate, with the CEO and Chief of Staff, as appropriate.

Evaluations following each meeting will be utilized to improve meeting functionality.

Agendas and Information Packages

The Chair, in consultation with the CEO, is responsible for developing an agenda for each Board meeting that is aligned with the Board's roles and responsibilities, the Board work plan, and the annual goals and objectives. The Chair has discretion to table items to the next regularly scheduled Board meeting, if time considerations unduly limit any discussion.

The Chair, in collaboration with the CEO, will develop standards for Board meeting packages that include timelines for distribution, formats for reporting to the Board, and the level of detail that is to be provided. The Board package will normally be sent to Directors one (1) week in advance of the meeting to allow for review and preparation.

Corporate reports and recommendations to the Board from the CEO, Chief of Staff, Chief Nurse Executive, and Board Standing Committees will use consistent templates wherever possible to support the appropriate level of dialogue relating to the respective agenda items, i.e. policy formulation, decision- making and monitoring.

Items that are circulated after the Board package has been distributed or any materials that are distributed at the Board meeting will only be discussed if, in the opinion of the Chair, the item is of an urgent nature or should not be held until the next Board meeting.

Guests

Special guests may attend Board meetings with the consent of the Board upon the invitation of the Chair or CEO.

Voting

Each voting Director present at a Board meeting shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Every question arising at a Board meeting or Board committee meeting shall be decided by a majority of votes. In the event of a tie, the motion fails or is set aside.

Delegations and Presentations

Members of the public may not address the Board or ask questions of the Board without the permission of the Chair. Individuals who wish to address or raise questions with the Board must make his/her request, in writing, through the office of the CEO at least fourteen (14) business days in advance of the Board meeting. In making a request, the individuals or group should indicate the following:

- Topic to be addressed
- Name(s) of presenter(s)
- Audio-visual requirements
- Understanding that the presentation will not exceed ten (10) minutes in length

The Chair and the CEO will assess and prioritize the requests. Written confirmation of attendance, if approved, will be provided to the individual or group making the request. The Chair has the right to determine the appropriateness of any presentation. A delegation or presentation will be limited to a maximum of ten (10) minutes unless otherwise agreed by the Chair and CEO.

The Chair, in consultation with the CEO, is responsible for developing an agenda for each Board meeting that is aligned with the Board's roles and responsibilities, the Board work plan and the annual goals and objectives. The Chair has discretion to table items to the next regularly scheduled Board meeting, if time considerations unduly limit any discussion.

The Chair, in collaboration with the CEO, will develop standards for Board meeting packages that include timelines for distribution, formats for reporting to the Board and the level of detail that is to be provided. Requests for additional information will be assessed by the CEO and reviewed regularly by the Chair to ensure optimal Board functioning.

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