



Policy:	PERFORMANCE AND ACCOUNTABILITY: Board Meetings (Open, In Camera and Meetings without Management)	
Owner:	Board of Directors	
Approval by:	Board of Directors	Date Approved: 2017-04-24
Original Effective Date: 2001-02-26	Last Reviewed Date: 2017-04-24	Last Revised Date: 2017-04-24

There is a similar/same policy at LHSC:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
If yes, Policy Name:	Board Meetings
Policy Owner:	LHSC Board of Directors

POLICY

St. Joseph's Health Care London ("St. Joseph's", "hospital") Board of Directors (the Board) will ensure there are processes for:

- informing stakeholders of its meetings
- providing information on how to attend an open meeting
- Addressing or Presenting to the Board
- Provide information to attendees regarding in camera meetings
- Provide information to attendees regarding meetings without management.

OPEN BOARD MEETINGS

Purpose:

The public and staff are welcome to observe the open portion of the Board's meetings to:

- facilitate the conduct of the Board's business in an open and transparent manner;
- ensure the corporation maintains a close relationship with the public, the media and stakeholder groups; and
- generate trust, openness and accountability.

Frequency:

The Board of Directors shall meet at least nine (9) times per year at a day, time and place as the Board determines.

Membership / Participation:

The voting Directors and Ex-Officio Directors of the Corporation are regular attendees to open meetings of the Board.

Public and staff are welcome to observe open Board meetings. To ensure adequate space and preparation, public and staff wishing to attend a meeting of the Board must give at least 24 hours' notice to the office of the Board Secretary. This notice may be provided in writing, via email or telephone.

Anyone who attends a board meeting without providing required notice may be asked to leave at the request of the Chair.

Procedure:

A schedule of the Board's regular meetings (date, time and location) will be available from the office of the Board Secretary and will be posted on St. Joseph's website.

Agendas for regular meetings of the Board will be posted on St. Joseph's website five (5) days in advance of each meeting.

It is the responsibility of each Committee Chair (or delegate) to notify the office of the Board Secretary if any items, which arise out of their minutes, will require in camera discussion.

1. Conduct During Board Meetings

Individuals attending regularly scheduled Board meetings will be asked to arrive in advance of the meeting start time.

Scheduled attendees and guests will have observer status, meaning that they may not provide comments or questions during the meeting, unless requested by the Chair.

Recording devices, videotaping and/or photography are prohibited. All cell phones and email devices must be turned off.

Anyone who is disruptive to the proceedings will be asked to leave and may be prohibited from attending future meetings.

During an open meeting, any voting Director or Ex-officio Director may request that a matter be discussed in camera. In such cases, a vote will be taken and the discussion will be held in keeping with the majority decision. A motion to rise from the in camera meeting is required.

2. Board Materials

Supporting materials will be provided only to voting Directors, Ex-officio Directors of the Corporation and members of the St. Joseph's Senior Leadership Team.

Minutes of Board meetings will be posted on St. Joseph's website only after they are approved by the Board.

3. Confidentiality

Directors and Ex-Officio Directors of the Corporation should refer to the Confidentiality policy of the Board of Directors. All matters that are subject to open meetings of the Board are not confidential.

4. Questions Arising from Board Meetings

In the event that the attending public or media have questions arising from the Board meeting, the Board Chair and/or Chief Executive Officer will be available upon request to address queries after the meeting.

5. Addressing or Presenting to the Board

The Board typically does not hear presentations or deputations and is not obliged to do so. However, individuals or groups who wish to make representation to the Board must make this request in writing to the office of the Board Secretary, stating the purpose of their request, the group they are representing, and their contact information.

The Board Chair, in consultation with hospital administration, will determine the appropriate response to requests to present or provide information to the Board, including and not limited to:

- a written response to the request
- delegating response to a Committee of the Board
- a special meeting, task force or annual opportunity to hear presentations
- scheduling time at a future Board meeting.

IN CAMERA MEETINGS

Purpose:

The Board may move in camera or hold special meetings that are not open to the public where it determines it is in the best interest of the organization and its stakeholders to do so.

It is at the discretion of the Chair to determine whether or not a portion of the meeting be identified as in camera. Matters that will generally be dealt with in camera include, but are not limited to, information where disclosure could reasonably be expected to harm the human, financial, security/privacy or system interests of St. Joseph's and its partners, including:

- patient, resident, family, volunteer, physician or staff information where a person is identifiable, including professional staff appointments, re-appointments and credentialing issues
- matters involving labour relations or other human resource issues
- matters involving property
- matters involving material contracts
- matters involving litigation

- any other matter deemed necessary by a majority of the directors present.

Frequency:

In camera meetings will occur immediately following Open Board Meetings, or at the call of the Chair.

Membership / Participation:

All voting members of the Board are entitled to attend in camera meetings. Ex-officio Members of the Board (non-voting members as per the Excellent Care for All Act 2010) hold a standing invitation to in camera meetings, unless otherwise advised by the Board.

Members of the public along with staff who are not required to address the subject will be required to leave. Other guests or counsel may remain during an in camera meetings at the invitation of the Board.

Procedure:

Discussions held during in camera meetings will not form part of the public record of the meeting. Decisions reached will be included in the minutes of the meeting.

Directors and Ex-Officio Directors of the Corporation should refer to the Confidentiality policy of the Board of Directors. All matters that are the subject of in camera meetings of the Board are confidential until disclosed in an open meeting of the Board.

In advance of the start of in camera meetings, the Board shall determine which guests should be in attendance.

In advance of the start of in camera meetings, the Board will advise Ex-officio Members if they are not to attend.

MEETING WITHOUT MANAGEMENT

Purpose:

The purpose of meetings without management are to:

- ensure the Board exercises independent oversight of management;
- provide an opportunity to assess Board processes and particularly the quality of material and information provided by management;
- provide an opportunity for the Board Chair to discuss areas where the performance of Directors could be strengthened; and
- build relationships of confidence and cohesion among Board Members.

Frequency:

The Board shall hold a meeting without management no less than two (2) times in a calendar year, or at the call of the Chair, or at the request of any two Directors of the Corporation.

Membership / Participation:

The voting members of the Board shall participate in meetings without management. Voting members of the Board means those Directors elected by the Members, the immediate Past Chair, and the Director of St. Joseph's Health Care Foundation of London designated by St. Joseph's Health Care Foundation of London.

Other guests may be invited to attend meeting without management at the invitation of the Board.

Procedure:

- Notice of a meeting without management will form part of the "in-camera" agenda and provide a generic description of the topic to be discussed;
- The Chair will advise other guests of the Board's request for their attendance at a meeting without management, at least five (5) days in advance of the meeting;
- Such a meeting shall not be considered to be a meeting of the Board but rather will be for information purposes only;
- Minutes will not be kept, but the Chair may keep notes of the discussion;
- The Chief Executive Officer and Chair of the Medical Advisory Committee may be invited by the Chair to participate in a part of the meeting without management before being excused;
- The Chair shall immediately communicate with the Chief Executive Officer and, as appropriate, the Chair of the Medical Advisory Committee any relevant matters raised in the meeting without management.

- Directors and Ex-Officio Directors of the Corporation should refer to the Confidentiality policy of the Board of Directors. All matters that are the subject of meetings without management are confidential.

REFERENCES

St. Joseph's Board of Directors "Confidentiality" policy