

In-Camera Meeting Policy (Last reviewed January 2024)

Policy #: 016
Created: June 2020
Amended: January 24, 2024

1.0 Purpose and Scope:

The purpose of this policy is to clarify the appropriate procedure for conducting *in camera* meetings of the Board and Board committee meetings of the Bereavement Authority of Ontario (BAO).

In camera meetings have a legitimate purpose but they should be used judiciously and sparingly. They are intended to help the Board and committees discuss and arrive at the best means of resolving sensitive issues in the best interests of the BAO.

The Board and committees carry out their functions primarily through meetings. Meetings are most effective when, in addition to the Board and committee members, those people whose input is required attend and participate. Most meetings include the Board and committee members, senior management, and employees of the BAO.

There may be times when, in order to conduct frank and honest discussions about sensitive issues, BAO senior management and other advisors who customarily attend meetings should not be included in certain Board and committee meeting deliberations. Such meetings are considered to be *in-camera* meetings.

2.0 Responsibilities:

The Board or Committee Chairs are responsible for managing the meeting process and for calling and ensuring that *in camera* meetings are conducted appropriately.

3.0 Appropriate Subject Matter for *In-Camera* Meetings:

In the context of this overall responsibility, the Board and Committee members shall meet *in camera* to address matters including, but not limited to:

- 3.1** Sensitive matters about an identifiable individual that require Board/Committee discussion, including identifying and resolving internal problems and disagreements within the Board or a Committee, and sensitive issues;
- 3.2** Information that is transmitted by the government or agency that requires a contractual or legislative non-disclosure.
- 3.3** Performance or remuneration of the CEO/Registrar. In this instance, the results of the *in-*

camera session are to be communicated to the CEO/Registrar as soon as possible thereafter by the Board Chair or their designate;

- 3.4 Matters that are, or may become, the subject of litigation involving the BAO or are related to confidential legal proceedings involving the BAO;
- 3.5 The security of the property of the BAO;
- 3.6 Proposed or pending acquisition or disposition of land;
- 3.7 Labour relations or employee negotiations;
- 3.8 Advice that is or may be subject to solicitor-client privilege, including communications necessary for that purpose;
- 3.9 A trade secret or scientific, technical commercial, financial, or labour relations information, supplied in confidence, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position, or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- 3.10 A trade secret or scientific, technical, commercial, or financial information that belongs to the BAO and has monetary value or potential monetary value;
- 3.11 A position, plan, procedure, criteria, or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the BAO.
- 3.12 An educational or training session for the Board of Directors.

4.0 Procedures:

An *in camera* session will be a standing agenda item at every Board or committee meeting. Before holding a meeting or part of a meeting that is to be closed, the Chair will state by resolution;

- a) That the meeting will be closed
- b) The general nature of the matters to be considered.

The Chair must ensure that the Board or Committee discuss only those items on the agenda that have been identified as being required to be held *in-camera*, and do not hold discussions on new issues that should be addressed before the Board or Committee members present at a Board or Committee meeting.

The Board Chair or Committee Chair shall determine and announce who will remain in the *in camera* meeting and the rationale, if requested, for excluding any individuals being asked to leave the meeting.

A vote shall not be taken during a meeting or part of a meeting that is *in camera* where to do so would be in contravention of any Act.

Upon resuming in open session, the Chair shall state:

- a) The matters that were considered; and
- b) Confirmation that no motions were carried *in camera* other than procedural motions or directions to staff.

The minutes of the *in camera* portion of the meeting, if any, will be recorded separately by the Board

Secretary or designate. These minutes are to be stored separately from regular Board minutes in a password protected file on the Board electronic document library and shall not be available to persons other than the Chair and Board members who were present at the *in camera* meeting to ensure transparency and accountability.

All persons attending an *in camera* session will keep all matters and discussion confidential unless they are brought forward by the presiding Chair in any subsequent plenary meeting of the Board or Committee.

When *in-camera* sessions are held without the CEO/Registrar and senior management, any items that may or will conflict with responsibilities and accountabilities vested in the sole delegated employee of the board consistent with the delegation of authority by-law, the Chair shall brief them on any substantive and relevant matters bearing on operations of the BAO.

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5.0 Amendment, Modification or Variation

This Policy may be amended, varied, or modified after consultation with the BAO and approval by the Board.

Should any paragraph or provision of this policy be held to be void, invalid, illegal or unenforceable in any respect and for any reason, any such provision or provisions shall be severable from this policy and the remainder of this policy shall remain in full force and effect and shall be construed as if such void, invalid, illegal or unenforceable provision or provisions had not been contained herein.