

## **United Way of Peel Region Board Policy on In Camera Meetings**

### **Definition of In Camera**

An in camera meeting is closed to the public.

The Board Chair determines, in accordance with this policy, whether any staff or external advisors may be present. In most instances, the Executive Director and Corporate Secretary are present except when the purpose of the in camera meeting is to discuss the compensation or performance of the Executive Director. In that case, no staff are present.

### **Purpose of In Camera Meetings**

Board meetings generally are open to the public and the proceedings of a board meeting are transparent and available to the public. The Board may meet in camera if the subject matter deals with:

1. confidential matters related to risk management or negotiations being undertaken by United Way of Peel Region;
2. sensitive matters about an identifiable individual that require Board discussion;
3. legal or compliance issues, or the integrity of the Corporation's financial condition;
4. advice that is subject to solicitor-client privilege, including communication necessary for that purpose;
5. performance or remuneration of the Executive Director. In this instance, the results of the in camera session are communicated to the Executive Director as soon as possible thereafter by the Board Chair or his/her designate.

### **Process for In Camera Meetings**

Any Director may make a request to the Board Chair for an in camera meeting. Requests may be made prior to the Chair setting the Board meeting agenda, at the beginning of a Board meeting when the agenda is put forward for Board approval, or during a Board meeting in exceptional circumstances.

Prior to any in camera meeting taking place, the Chair will determine whether the topic proposed for the in camera meeting fits within one of the five topics listed above. If it does, the Chair will call for a motion to go in camera.

While the Board may deliberate in camera, the vote on any resolution(s) resulting from the in camera discussion will take place in public. At the conclusion of the in camera discussion, the Chair will call for a motion to go out of camera. Once that motion is passed and the Board is again meeting in public, the Board will vote and the results entered into the public minutes.

Directors and staff will treat with the utmost confidentiality all materials and information that is distributed for discussions that take place in camera.

### **Minutes of Board and In Camera Meetings and Role of the Corporate Secretary**

Maintaining accurate minutes of all Board and Committee meetings, and in camera sessions is required by law. They are the formal record of the Board's discussion and serve as evidence that UWPR has exercised an appropriate level of due diligence. From a liability perspective, the protection of the Board and of individual Directors relies on demonstrable due diligence in the fulfillment of their governance obligations.

The Corporate Secretary is the staff person responsible for the distribution of Board meeting agendas and information packages, and maintaining the minutes of Board meetings. The Corporate Secretary attends all Board meetings, including in camera meetings, except where such meetings relate to the performance and/or compensation of the Executive Director, or other subject matter the Chair has deemed highly sensitive. In such an instance, the Corporate Secretary may be asked to leave the meeting for the in camera portion of the meeting only. The Corporate Secretary will record that the Board met in camera to discuss a specific topic and any outcome or decision arising from the discussion. The Board Chair will assign someone in the Board meeting to take minutes of the in-camera meeting, if the Corporate Secretary is not present.

The minutes of all Board of Directors and Board Committee meetings, including in camera meetings, are maintained in the Office of the Corporate Secretary. For confidentiality purposes, the minutes of all in camera sessions are maintained in a separate file, with limited access at the approval of the Board Chair. The minutes of in camera meetings held without the Corporate Secretary present will be placed in a sealed envelope by the Board Chair and stored with in camera minutes in the office of the Corporate Secretary. A copy of the in camera minutes will be distributed to the meeting participants.

UWPR's external auditors and regulators have full access to the minutes of all Board, Board Committee and in camera meetings. As a courtesy, the Corporate Secretary informs the Executive Director and Board Chair when access to in camera minutes has been requested, and the circumstances under which this access will be granted.

Approved by the Board January 27, 2005 Last Revised: November 29, 2004