

**CORPORATE POLICY & PROCEDURE**  
**BOARD OF TRUSTEES:**  
**PUBLIC, NON-PUBLIC & EXCLUDED MEETINGS**  
ROHCG  
**CORP II-i – 170**

<b>BOARD OF TRUSTEES:</b> <i>Public, Non-Public &amp; Excluded Meetings</i>			
<b>SECTION: II-i</b> <b>ADMINISTRATION - Leadership</b>		<b>NO: 170</b>	
<b>Issued By:</b>	Governance Committee - Board of Trustees	<b>APPROVAL DATES :</b>	
<b>Approved by:</b>	Board of Trustees	<b>Date Initially Issued:</b> 10/04/2011	
		<b>Date Reviewed:</b> 19/12/2012,	
		<b>Date Revised:</b> 19/12/2012, 23/05/2018	
		<b>Date Implemented:</b> 10/04/2011, 21/02/2013, 26/02/2015, 21/06/2018	
<b>Key Words:</b>	Open Meetings, Public Meetings, Closed Meetings, media access, in-camera, non-public, Board Meetings, Board of Trustee Meetings	<b>Cross Reference(s)</b>	CORP II-i 110 Regulatory Transparency

**1. PURPOSE:**

To provide parameters as to the attendees at public, non-public and excluded meetings of the Royal Ottawa Health Care Group (ROHCG) Board of Trustees (Board).

**2. POLICY STATEMENT:**

Since the ROHCG Board represents a publicly-funded entity, the Board strives to be as open and transparent in its deliberations as possible. Therefore, in the interest of good governance meetings of the Board shall be open to the public, as appropriate. In addition, there will be times, due to the nature of the issues at hand, when the Board will determine that it is in the public's best interest for meetings to be non-public and/or excluded sessions. As public meetings generate trust, openness and accountability, the general public and staff are welcome to observe any open portion of a Board meeting to in order to facilitate the conduct of the Board's business in an open and transparent manner.

**3. SCOPE:**

This policy applies to the ROHCG Board and associated Board Committees. The practice of Committees of the Board in relation to excluded sessions will be guided by this Policy.

**4. GUIDING PRINCIPLES:**

As a broad principle, meetings of the Board shall be open to all who choose to attend unless disclosures made in the presence of individuals who are not Board Trustees are reasonably likely to prejudice the interests of either the organization or some other party to whom the organization has an obligation to protect.

**CORPORATE POLICY & PROCEDURE**  
**BOARD OF TRUSTEES:**  
**PUBLIC, NON-PUBLIC & EXCLUDED MEETINGS**  
ROHCG  
**CORP II-i – 170**

**5. DEFINITIONS:**

**Excluded Sessions of the Board of Trustees:** Excluded sessions may, at the direction of the Chair, be conducted at the beginning of the formal business of the meeting or at the end of the formal business of the meeting. These will be either “restricted session” or as an “in-camera session”.

**Restricted session of the Board of Trustees:** is a meeting of those persons who are Trustees and the CEO of the organization. During each meeting of the Board, there will be an opportunity for independent board members only to meet in a restricted session with the President & CEO.

**In-camera session of the Board** is a meeting of only those persons who are Trustees and any staff who the Trustees, by agreement, authorize to be present.

**Non-public meeting of the Board** is not open to the general public or the media, but is open to ROHCG staff.

**Public meeting of the Board** is open to the general public including the media.

**6. PROCEDURE:**

Members of the public are able attend the public meetings of the Board of Trustees in accordance with the following:

**6.1 Notice of Meeting:** A schedule of the date, location and time of the Board’s regularly scheduled public meetings will be available on the ROHCG’s external website. Any changes to the schedule will be posted on the website.

**6.2 Public Attendance at Board Meetings:** Any person wishing to attend public meetings of the ROHCG Board in the capacity of an observer is entitled to do so. Because of space limitations, seating is available at the meeting on a first come first served basis and to comply with fire and other regulations, attendance may be restricted to a maximum number.

**6.3 Conduct During the Meeting:** Members of the public may be asked to identify themselves. Recording devices, videotaping and photography are prohibited. The Chair may require anyone who displays disruptive conduct to leave.

**6.4 Agendas and Board Materials:** Agendas will be distributed at any Board meeting and may be obtained from the Board secretary prior to the meeting. Supporting materials will be distributed to the Board members and Senior Management Team. The Chair of the Board shall ensure that an agenda is prepared in advance of each regular board meeting.

**6.5 Excluded Sessions of the Board of Trustees:** It is at the discretion of the Board Chair to determine whether or not a portion of the meeting should be identified as an excluded session. These will be either “restricted session” or as an “in-camera session”. In recognition of the fact that members of the press and other interested persons may wish to be present at Board meetings, the excluded portion of such meetings shall, wherever practical, be held at the end of the public part of the meeting. If a Trustee believes that it is not appropriate for a matter to be discussed in an excluded session,

---

This material has been prepared solely for use at the Royal Ottawa Health Care Group (ROHCG). ROHCG accepts no responsibility for use of this material by any person or organization not associated with ROHCG. NO part of this document may be reproduced in any form for publication without permission of ROHCG. A printed copy of this document may not reflect the current electronic version on the ROHCG OREO, which contains the official, authoritative version of policies.

**CORPORATE POLICY & PROCEDURE**  
**BOARD OF TRUSTEES:**  
***PUBLIC, NON-PUBLIC & EXCLUDED MEETINGS***  
ROHCG  
**CORP II-i – 170**

he/she shall discuss this matter with the Board in the excluded session and the Board shall make a decision on whether the matter should be held in the public part of the meeting. A separate agenda may be prepared for excluded sessions and the circulation restricted to the participants of the excluded session. These will be maintained in strict confidentiality. Upon the conclusion of an excluded session occurring at the beginning of the formal business of a meeting, the Chair will announce the continuation of the meeting. Upon the conclusion of an excluded session occurring at the end of the formal business of a meeting, the Chair will announce the continuation of the meeting and in the absence of any other business entertain a motion to adjourn the meeting.

**6.5.1 *Restricted Session with the President & CEO:*** During each meeting of the Board, there will be an opportunity for independent board members only to meet in a restricted session with the President & CEO. Matters that may be dealt with in a restricted session may include:

- Human resources issues, including senior management compensation and performance
- Financial, personnel, contractual and/or matters for which a decision must be made in which premature disclosure would be prejudicial
- Matters of a sensitive third party nature including matters related to civil or criminal proceedings
- Matters related to sensitive internal Board governance
- Matters related to an individual (board member or staff)
- Discussions dealing with stakeholders where the information being discussed may compromise the relationship
- Issues that arise during a Board meeting which, in the opinion of the Chair, may cause sensitivity in the open forum
- Sensitive issues involving a Board member
- Issues which in the opinion of the Chair some Board members may be reluctant or reticent to speak on in an open forum
- Confidential access to the Board by the Executive Vice-President & CFO and/or external auditors of the Board

During a restricted session, all staff will be excluded from the meeting unless invited to participate in the discussion. The Secretary of the Board (President & CEO) will record decisions, resolutions and motions. The Board will confirm when/if motions will be brought into the open forum, in consideration of the legal, privacy, human resource or other implications noted above.

**6.5.2 *In-Camera Session in the absence of the President & CEO:*** During each meeting of the Board, there will be an opportunity for independent Board members only to meet in-camera without the President & CEO. Matters that may be dealt with in an in-camera session may include:

- President & CEO Annual Performance Review
- Recruitment and compensation of the President & CEO
- Financial, human resources, contractual, legal matters dealing with the President & CEO for which a decision must be made
- Sensitive issues involving a Board member
- Board governance matters and self-assessment by independent members

**CORPORATE POLICY & PROCEDURE**  
**BOARD OF TRUSTEES:**  
**PUBLIC, NON-PUBLIC & EXCLUDED MEETINGS**  
**ROHCG**  
**CORP II-i – 170**

The Chair will designate a board member to record decisions, resolutions and motions. The Chair will provide the Executive Vice President & CFO with any directions arising from the meeting requiring administrative follow-up. The Chair will brief the President & CEO following the meeting. All motions carried in-camera will be recorded in minutes by the board chair or designate. The Board will confirm when/if motions will be brought into the open forum in consideration of the legal, privacy and human resource implications.

**6.6 Minutes:** Minutes of public/non-public meetings shall be presented for approval at the next subsequent public/non-public meeting respectively.

**6.6.1** Approved minutes of public Board meetings shall be made available to members of the ROHCG and members of the public on request.

**6.6.2** Minutes from non-public meetings may be distributed as appropriate. Those persons to whom such minutes are distributed are required to keep them confidential.

**6.6.3** Minutes of closed sessions of the board shall be recorded by the secretary or delegate, or if the secretary or delegate is not present, by a Trustee designated by the chair of the board. All minutes of closed sessions of the board shall be marked confidential and shall be handled in a secure manner. All minutes of meetings of committees and task forces of the board shall be marked confidential and shall be handled in a secure manner.

**7. RELATED PRACTICES AND / OR LEGISLATIONS:**

*Bill 31- Personal Health Information Protection Act, S.O. 2004, (Schedules A and B)*

*Health Services Restructuring Commission, Section 1 (13/08/1997)*

*Public Hospitals Act*

*Mental Health Act (2001).*

*Bill 68 – Brian’s Law, 2000*

*Health Care Consent Act, 1996*

*Regulated Health Professions Act, 1991,*

*Criminal Code of Canada. (R.S., 1985, c. C-46).*

*Bill 171- Health System Improvements Act, 2007, S.O., c 10*

*Bill 152 – Balanced Budgets for Brighter Futures Act,2000, S.O.200, c. 42*

*Bill 197 – Budget Measures Act, 2005, S.O. 2005, c.28*

*Bill 45 – Responsible Choices for Growth and Accountability Act, 2001, S.O. 2001, c. 8*

*Bill 36 – Local Health System Integration Act, 2006, S.O. 2006, c.4*

*Bill 46 - Excellent Care for All Act*

**8. REFERENCES:**

*Policy for Open Board Meetings - Grand River Hospital (2008)*

*Policy for Incamera Meetings - Grand River Hospital (2008)*

*Policy Statement - Niagara Health System (2007)*

*Board Policy - The Ottawa Hospital (2007)*

**9. APPENDICES: N/A**

---

This material has been prepared solely for use at the Royal Ottawa Health Care Group (ROHCG). ROHCG accepts no responsibility for use of this material by any person or organization not associated with ROHCG. NO part of this document may be reproduced in any form for publication without permission of ROHCG. A printed copy of this document may not reflect the current electronic version on the ROHCG OREO, which contains the official, authoritative version of policies.