BOARD OF DIRECTORS MANUAL

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APPROVED BY:	BOARD OF DIRECTORS	PAGE: 1 of 3
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OPEN, IN-CAMERA AND INFORMAL BOARD MEETINGS

Purpose:

To outline the types of meetings held by the Board.

Policy:

All meetings of the Board shall be open to members of the public, including media, except where the By-laws allow the Board to meet in-camera.

Procedure:

Open Board Meetings:

1. Meetings of the Board shall be open to the public to attend as observers.

2. A schedule of regular meetings for the year shall be set by the Chair following the Annual General Meeting. The schedule shall be presented to all Directors and shall be available to any member of the public on the Corporation's website.

3. Presentations to the Board will be by invitation only. Requests to address the Board must be submitted in writing to the Chief Executive Officer who shall inform the Chair of all such requests received. Invitations will be extended by the Chair through the Chief Executive Officer. If such a request is declined by the Chair, the person making the request is entitled to submit the request in writing to the Board and the final decision on whether to hear the presentation will be made by the Board.

4. Following approval, the minutes of the meeting of the Board shall be accessible to the general public via the Hospital website.

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In-Camera Board Meetings

The Board of Directors has the right to close to the public any meeting or part of a meeting if the Board deems necessary to protect the interests of the public or a person. Matters that may generally be dealt with in-camera include, but are not limited to:

- legal or other professional advice;
- matters pertaining to personal, financial or disciplinary information affecting an employee or prospective employee - including performance evaluation of the Chief Executive Officer and the Chief of Staff, member of the professional staff, a patient or a Director;
- transactions related to real estate or any other material assets;
- decisions in respect of negotiations with employees or members of the Professional Staff;
- litigation or potential litigation affecting the Corporation;
- material financial or strategic matters that require Board deliberations; or
- adverse events or sentinel events

A Board motion is required to move into, and to rise from, an in-camera session. During a closed session of the Board, all persons who are not Directors or ex-Officio members shall be excluded from the meeting unless otherwise invited by the Chair of the Board. Where an in-camera session of the Board is required, a separate agenda shall be prepared indicating the items to be dealt with during the closed session.

Informal Sessions of the Board

Informal sessions of the Board of Directors may be conducted with only elected Directors. The purpose of such a meeting is strictly to conduct work related to Board effectiveness. Matters to be discussed may include: Board effectiveness, meeting evaluation or quality of information to support informed decision making. Any matters pertaining to all other aspects of the Board's roles and responsibilities must not be discussed in such a meeting. No decisions will be made and no minutes will be prepared. Following the informal session, the Board Chair will discuss matters arising, as appropriate, with the Chief Executive Officer.

References:
NHH By-law
Robert's Rules of Order

Approved:
November 1998
May 2001
April 2002
February 2003
March 2006
April 2011
March 2014
January 2016
February 2017 reviewed
February 2018 reviewed
February 2019 reviewed
February 2020 reviewed

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March 2021 reviewed
May 2022 revised
March 2023 revised
March 2024 revised
March 2025 reviewed
March 2026 reviewed

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