

## BOARD MANUAL

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**SUBJECT:** **Types of Board Meetings**

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### **Purpose**

To describe the types of meetings the Board of Directors may call. As a publicly funded hospital, the Board wishes 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 all members and to the public ("*Open Meetings*"). There are, however, specific occasions when the Board should meet in private ("*Closed Meeting*").

### **Principle**

As a broad principle, meetings of the Board shall be open to all who choose to attend unless disclosures made in the presence of non-directors are reasonably likely to prejudice the interests of either the corporation or some other party to whom the corporation has an obligation to protect.

### **Open Meetings**

The public and staff are welcome to observe the open portion of the Board's meeting 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
  - media
  - stakeholder groups, and
- Generate trust, openness and accountability.

### *Notice of Meeting*

A schedule of the date, location and time of the Board's regular meetings will be available from the Governance office and will be posted on the corporation's website. Changes in the schedule will be posted on the website.

### *Public Attendance at Board Meetings*

Any person wishing to attend open meetings of the GRH Board of directors in the capacity of an observer is entitled to do so and is welcomed by the Board. 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.

### *Delegations to the Board*

Delegations to the Board will be considered according Procedure for Members of the

Public Addressing the Board (Policy 4-B-10).

#### *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.

#### *Agendas and Minutes*

Agendas are posted on the corporation's website prior to the meeting. Minutes are posted after they are approved at a subsequent meeting.

#### **Closed Meetings**

The Board may move to a *Closed Meeting* or hold board meetings that are not open to the public if it determines it is in the best interest of the corporation to do so. The Chair may order that the meeting move to *Closed Meeting*. Any director may request a matter to be discussed in a *Closed Meeting*, in which case a vote will be taken and if a majority of the Board so decides, the matter will be discussed in the *Closed Meeting*.

The following items will be dealt with in *Closed Meeting*:

- Human resource issues and employment matters;
- Professional staff appointments, re-appointments and credentialing issues;
- Matters that are or may be subject to litigation;
- Matters involving property;
- Material contracts;
- Patient issues;
- Donor issues;
- Some board governance matters, such as peer review or self-evaluation results; and
- Any matter that the Board determines should be the subject of a *Closed Meeting*.

Guests or counsel may remain during a *Closed Meeting* with the permission of the Chair or the consent of the meeting.

Minutes of Closed Meetings are created and kept separately from other records to maintain confidentiality as long as warranted.

#### **In-Camera Meetings (Meetings without Management)**

To ensure that the Board oversees management independently and is satisfied with the quality of material and information provided by management, Elected Directors might choose to meet without management from time to time. These meetings are determined

by the Chair, for evaluating the Board's relationship with management, as well as its oversight and the quality of information provided by management.

Meetings will include directors who are independent and external to the hospital. The CEO, Chief of Staff, Chief Nursing Executive and officers of the Professional Staff Association will not attend unless invited by the Chair of the Board.

Such meetings may be used to provide feedback about board processes, including the adequacy and timeliness of information being provided to the Board. At times, such meetings might also focus on substantive issues that may be more difficult for some board members to discuss with management present. They may also provide opportunities for the Board Chair to discuss areas where the performance of the Directors could be strengthened.

If an In-camera Meeting is planned, the notice of meeting must include this information as well as the timing of the In-camera Meeting.

When the subject matter(s) discussed are related to the compensation or performance of the ex-officio members, the In-camera Meetings shall be considered meetings of the Board, and any decisions made should be recorded.

In all other situations, In-camera Meetings are not considered meetings of the Board and are for information purposes only.

Immediately following the In-camera Meeting, the Chair will communicate with the CEO any relevant matters raised during the meeting.

Minutes of In-camera Meetings are created and kept separately from other records to maintain confidentiality.

### **Requests for Interviews**

Members of the public may not address the Board or ask questions of the Board without the permission of the Chair. Individuals who wish to raise questions with the Board must contact the Board Secretary in advance of the meeting.

### **Committee Meetings**

Meetings of committees are not open to the public.

### **References:**

4-B-10 Procedure for Members of the Public Addressing the Board