

<b>BOARD MEETINGS AND BOARD COMMITTEE MEETINGS POLICY</b>					<b>Class:</b>	<b>A</b>
<b>Approved By:</b>	Board of Directors					
<b>Approval Date:</b>	2018 11 23	<b>Effective Date:</b>	2009 03 18	<b>Review Date:</b>	3 Years	
<b>Responsible Portfolio/Unit/ Committee:</b>	Governance Committee					
<b>Responsible Officer(s):</b>	Governance Committee Chair/Secretary					

### 1.0 Purpose

Directors have the collective responsibility of governing the business and affairs of the Northern Ontario School of Medicine (the "School"). Board meetings are central to the collective decision-making process as they provide Directors with an opportunity to hear one another's views and to have a full and frank discussion of the issues relevant to the School's governance. This policy establishes procedures for Board meetings and Board Committee meetings.

### 2.0 Board Meetings

2.1 There are two kinds of Board meetings: (1) open Board meetings; and (2) closed sessions. Members of the public may attend open Board meetings. Only Directors and approved invitees may attend closed sessions.

2.2 Subject to the School's by-laws and this policy, all meetings of the Board will be open to the public.

### 3.0 Agenda Development

3.1 Effective Board agenda development ensures the Directors understand the process for the development of, and have an opportunity to have input into, the Board's agenda.

3.2 In accordance with the by-laws, all matters for inclusion in the agenda must be received by the Secretary at least 10 working days before the meeting date, and only matters that have been so received will be included in the agenda.

- 3.3 It is the Chair's responsibility, in consultation with the Dean-CEO of NOSM and Committee Chairs, to develop an agenda identifying all items requiring Board action for all Board meetings.
- 3.4 Where a matter is to be dealt with in a closed session, the Chair has the discretion to move an item from the open session of the Meeting to the closed session of the Meeting if it appears to the Chair that circumstances have arisen that warrant such a change. Where an item from the open session of the Meeting is moved to the closed session of the Meeting, the reasons for doing so will be documented by the Secretary to the Board.
- 3.5 When the Chair determines that an item or items of business should be dealt with in a closed meeting a separate agenda will be prepared that indicates the specific matters to be dealt with during the closed session. The separate agenda and any material in support of it will be clearly identified as confidential, and handled and secured in a manner that respects the confidential nature of the material.

## **4.0 Procedures for Board Meetings**

### ***Open Board Meetings***

- 4.1 Subject to the School's by-laws and this policy, all meetings of the Board will be open to the public.
- 4.2 No photographic, television or taping equipment is permitted at any Board meeting unless explicitly authorized by the Chair.

### ***Closed Sessions***

- 4.3 Typically, the Chair will determine the need for a closed session before the Meeting. If a particular matter arises during a meeting that triggers the need for a closed session, the Board may by resolution, close any meeting or part of a Meeting.
- 4.4 Matters that may be dealt with in a closed session of the Board include, but are not limited to, the following:
  - 4.4.1 labour relations issues, including collective bargaining;
  - 4.4.2 human resources issues, including the assessment, rewarding and disciplining of individuals;
  - 4.4.3 dealings and discussions with others where the information being discussed may compromise the School's relationship with them or with its stakeholders;
  - 4.4.4 financial, personal, contractual or other matters for which a decision must be made and where disclosure will be prejudicial;
  - 4.4.5 matters relating to civil or criminal proceedings;

- 4.4.6 instructions given to or opinions received from legal counsel or a consultant;
  - 4.4.7 personal information related to an individual;
  - 4.4.8 deliberations to decide whether the matter warrants being dealt with in a closed session.
- 4.5 A motion is required to move into, and rise from, a closed session.
- 4.6 All matters that occur during a closed session are confidential until such time that any of the matters may be moved to the open Meeting.
- 4.7 During a closed session, all persons who are not Directors shall be excluded; however, the Board may approve the attendance at the closed session of individuals such as legal counsel, consultants, presenters and staff but these individuals may be required to leave the closed session before a vote is taken.

### ***Board Meeting Minutes***

- 4.8 The Secretary shall record the minutes of all Meetings. Where the Secretary is absent, the Chair shall designate a Director to record the minutes.
- 4.9 Minutes of a closed session shall be presented for approval at a closed session of a subsequent Meeting.
- 4.10 Approved minutes of all Board meetings shall be signed by the Chair or Acting Chair.
- 4.11 Approved minutes of the closed session shall be clearly identified as confidential and handled and secured in a manner that respects the confidential nature of the minutes.
- 4.12 Approved minutes of all Meetings shall be open to inspection by any Director at any time during regular office hours in the office of the Secretary.
- 4.13 Approved minutes of all open Board meetings shall be posted on the web site of the School within a reasonable time after such minutes are approved.

## **5.0 Board Committee Meetings**

- 5.1 All Committee meetings will be closed to the public; that is, all persons who are not Committee members shall be excluded. The Committee may, however, approve the attendance at the meeting of individuals such as legal counsel, consultants, presenters and staff but these individuals may be required to leave before a vote is taken.
- 5.2 Reports of Committees will be presented to the Board in an open meeting or in a closed session of the Board. The Chair will determine whether a report will be so presented at an open meeting or closed session.

5.3 The Dean-CEO will make progress reports on matters under consideration by the Board Committees to the Academic Council, the board and senates of the Voting Members and to individual Directors upon request.

## 6.0 Getting Help

Queries regarding interpretations of this document should be directed to:

Secretary to the Board (705) 662-7206

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