



GUIDELINES FOR *IN CAMERA* AND BOARD-ONLY SESSIONS

Background and authority

The bylaws of the Board of Governors provide that meetings of the Board of Governors are open only to board members and resource officers, and other officers of the university and guests who may be invited to attend meetings, where such attendance is warranted by the agenda. The bylaws also provide that the agenda shall include provision for *in camera* items for consideration by board members only, without the presence of resource officers (V.5, V.6).

In addition, the terms of reference of the audit committee include a requirement that the committee meet privately with the external auditors, in the absence of management, to discuss any matters that the committee or the external auditors believe should be discussed privately (D.27) and also that it meet privately with the University Auditor to discuss any matters that the committee or internal auditors believe should be discussed privately (D.41).

Currently accepted principles of good governance provide that all boards and committees should regularly hold scheduled *in camera* sessions for board members only and also that boards should regularly meet without senior management present.

Definitions

In camera sessions: are sessions involving only independent members of the board (i.e. those who are not members of the senior administration).

Board-only sessions are sessions involving all members of the board of governors, including the president, but not resource officers.

The external auditor is, in accordance with section 91 of the act, the provincial auditor or any other auditor(s) appointed by the Lieutenant Governor in Council.

The internal auditor is the university auditor, who reports to the board through the university secretary.

The secretary is the university secretary, who reports to the board through the president and is prescribed in the bylaws (along with the chair and vice chair) as an officer of the board.



Purpose of in camera and board-only sessions

The purpose of *in camera* and board-only sessions is

- ◆ to provide an opportunity for the board to discuss particularly sensitive matters within the jurisdiction of the board (such as litigation, labour relations, or management performance)
- ◆ to provide an opportunity for the board to discuss sensitive internal board governance matters
- ◆ to provide an opportunity for the board to review the performance and compensation of the president, in the absence of resource officers or others who are not members of the board
- ◆ to provide a forum in which board members who are reticent or reluctant to speak may indicate this and seek advice on the appropriate way to raise issues of concern
- ◆ in the case of internal and external auditors, to safeguard the independence of those officers by providing direct access to the board without members of the administration in attendance

At the commencement of the meeting, an *in camera* or board-only session provides an opportunity for board members to flag any sensitive or contentious agenda items and to agree on how or whether to deal with them in advance. It also provides an opportunity for the board chair or others to advise of confidential information which they have in advance of the meeting.

At the end of a meeting, an *in camera* or board-only session provides an opportunity to assess the success of the meeting and the materials provided in support of the meeting, what could have been improved, whether the time was used productively, and to address any issues of dissent or chair or board member performance.

Not all matters that individual board members wish to raise are appropriate to discuss in an *in camera* session. *In camera* sessions are designed “to address specific sensitive matters that are better initially discussed without notes being taken, or without the harsh light of observers glaring.”¹ They are not designed as a forum to raise personal agendas or special interests, nor to alter a decision that has been presented by management and approved.

Principles:

Participation:

All members of the Board of Governors or its committees, whether internal or external, are full voting members and should not be excluded from discussions of the board except where a conflict of interest is declared or is identified by the chair. However, members of the board

¹ “In Camera Sessions,” *Brown Governance Newsletter*, October 2009.



should have a regular opportunity to meet in the absence of the president, as the chief executive officer of the university.

Making in camera meetings routine:

Boards should not wait until there is a crisis before calling *in camera* or board-only sessions; opportunities for discussions without resource officers present should be built into regular meetings.

Records:

Board decisions should always be recorded in formal minutes in order to provide a legal record and audit trail. Separate notes taken by the chair or a board member do not constitute a legal record as they are not approved, though they may be discoverable by opposition counsel in litigation. Board members, other than the chair, should not maintain personal notes of *in camera* sessions. If as occasionally happens it is necessary to record the notes and/or decisions from an *in camera* or board-only session, the secretary should be present to record them, and a separate *addendum* to the minutes which includes the *in camera* or board-only items should be approved and maintained.

Guidelines:

1. Board agenda

At each regular meeting of the board, the agenda should include provision for a session for board members only. This item should be scheduled near the beginning of the meeting, and may be waived if no member identifies a need for board-only session, or may be an *in camera* session if the independent members of the board identify a need to meet without the presence of the president. An *in camera* session for independent board members only may also be scheduled for the end of the meeting.

2. Minutes of *in camera* sessions

In general, board business should not be transacted in an *in camera* or board-only session unless it is minuted. If any business is to be conducted or motions carried at an *in camera* or board-only session, the secretary should be invited to return to the board room to record the decision(s) for the minutes, and the item should be included in a confidential *addendum* to the minutes and brought to the next meeting of the board for approval.

3. Role of the chair and vice chair

Care must be exercised by the chair to ensure that *in camera* sessions remain focussed on appropriate items and do not digress into areas that should be discussed in the presence of management. The board chair must exercise his/her authority as chair to determine the



appropriateness and relevance of issues raised *in camera*, and to provide opportunities for all board members to contribute meaningfully to the discussion.

Following each board meeting, the chair of the board and/or the vice chair should meet with the president to de-brief matters raised at the *in camera* session(s), but will take care not to attribute comments to particular board members. The secretary may be invited to join this conversation.

4. Audit Committee *in camera* sessions

Because of the direct relationship between the audit committee and the external and internal auditors, and the need to safeguard the independence of the auditors, both the internal and external auditors should meet on a regular basis with the audit committee, without any members of the university's administration being present. Those meetings will customarily take place at the end of the audit committee agenda, or immediately following the presentation of an item from one of the auditors, such as the audit report on the university's annual financial statements. In addition, the chair of the audit committee may have information received from one of the auditors which he or she wishes to provide to the members of the committee in advance of the meetings. That information may be conveyed by email or other communication from the chair, or through an *in camera* session of the committee held at the beginning of the committee meeting.

Originally Approved, May 11, 2010
Revised March 29, 2016