

	<input checked="" type="checkbox"/> Policy	Section <i>Policy&Procedure Board Manual</i>	Number 01-114
	<input type="checkbox"/> Procedure		
	<input type="checkbox"/> Protocol		
	<input type="checkbox"/> Terms of Reference		
<i>In-camera Policy</i>			
Date Issued: April 11, 2023 Date Review/Revised: Next Review Date: April 11, 2025			
Owner: Common Board of Directors (Common Board)		Reviewer(s): Governance and Nominating Committee	Approver: Governance and Nominating Committee

This is a controlled document prepared solely for use by the Huron Health System (HHS). HHS accepts no responsibility for use of this material by any person or organization not associated with HHS. No part of this document may be reproduced in any form for publication without permission of HHS. A printed copy may not reflect the current electronic document and should always be checked against the electronic version prior to use.

Except as expressly stated to the contrary herein, these Terms of Reference apply to both the Alexandra Marine & General Hospital (AMGH) and the South Huron Hospital (SHH). AMGH and SHH are referred to individually and collectively as the Hospital.

Purpose

The Common Board or Committees may move *in-camera* and close the meeting to the public or hold special meetings that are not open to the public where it determines it is in the best interest of the Huron Health System to do so.

Policy

In-camera sessions allow for consideration of confidential matters when the potential harm from public disclosure outweighs the benefits of transparency. As a matter of policy and practice the Common Board and its Committees will restrict the use of *in-camera* discussions to the following subjects:

- Matters concerning security;
- Matters that are or may be the subject of litigation, including matters before administrative tribunals;
- Professional staff appointments, re-appointments and any matters relating to suspensions, revocations or alterations to privileges;
- Human resource and labour relations issues and employment matters, including the President & Chief Executive Officer or Chief of Staff evaluations;
- Matters concerning property;
- The disclosure of matters of specific patient information or the risk thereof;

- Legal advice that is subject to solicitor-client privilege;
- Instruction given to or opinions received from a consultant(s);
- Negotiation of material contracts as established by the Signing Authority Policy of HHS;
- Some board governance matters such as peer review, board chair evaluation results, review of candidates for director positions, etc.
- Deliberations that may be necessary to decide whether the matter warrants being dealt with in an *in-camera* session of the Common Board or Committee;

Any direction by the Chair or motion that the Common Board or Committee goes *in-camera* shall include the reason(s) for so doing.

All matters discussed *in-camera* are confidential until disclosed in an open session of the Common Board or Committee. All finalized decisions shall be brought forward to the open session.

Attendees During an *In-camera* Session

Common Board Directors and Committee Members are entitled and expected to attend unless recused due to a conflict of interest or other concern.

During an *in-camera* session, all persons who are not Directors or Committee Members shall be excluded, unless expressly permitted by the provisions of this policy.

Guests may be invited for an *in-camera* session at the Chair's invitation or the meeting's consent.

The volunteer Directors may meet without the other Directors present at the Chair's invitation or the meeting's consent.

Procedure

If there is an issue that needs to be discussed *in-camera*, a Common Board Director or Committee Member shall notify the Common Board Chair or Committee Chair of the issue and any background information that may be needed for the *in-camera* discussion.

The Chair may order that the meeting move *in-camera*. Any Common Board Director or Committee Member may request that a matter be considered *in-camera*. In either case, a vote will be taken and if a majority supports the motion, the matter shall be dealt with *in-camera*.

A motion is required to move into an *in-camera* session and to approve any actions of the Board.

Audio or video recording will not continue during the *in-camera* session.

Common Board Directors or Committee Members shall not take notes or record proceedings of *in-camera* sessions, unless expressly permitted by the provisions of this policy.

Material to support *in-camera* discussion or previous *in-camera* minutes (where required) will be presented or distributed in printed form at the meeting and collected following the discussion and will not be made available electronically except for those attendees participating in a virtual format. For virtual attendees, the Chair or recording Secretary will arrange to screen share any material to support the *in-camera* discussion. Material circulated to Directors for an *in-camera* session must be clearly marked as CONFIDENTIAL and handled and secured in a manner that respects the nature of the material.

Where an *in-camera* session of the Board is required, a separate agenda, indicating the items to be dealt with during the *in-camera* session of the Board, may accompany the confidential material, and the agenda would also be identified as confidential. If the items to be considered in an *in-camera* session are included in the main agenda of the open session, only the general nature of the matters and that the discussion is to be held *in-camera* will be indicated on the main agenda.

Notes (where required) shall be recorded by the recording Secretary or their delegate. In the absence of the recording Secretary or their delegate, the Chair shall designate a Director to record the notes. When circulated to the Common Board, the notes should be clearly identified as confidential and handled and secured in a manner that respects the nature of the material. Notes and any materials of an *in-camera* session of the Board shall be presented for verification at another *in-camera* session of the Common Board at a subsequent meeting. Members shall return all copies of *in-camera* notes at the conclusion of the Common Board meeting. Any Common Board member wishing to review *in-camera* notes shall contact the Office of the Corporate Secretary and make appropriate arrangements.

Matters before an *in-camera* session of the Common Board shall remain confidential until such matters are moved by the Common Board to the open session. At its sole discretion, the Common Board may move matters which have been dealt with in an *in-camera* session to the open session.

The Chair, in consultation with the President & CEO, and at the direction of the Common Board shall determine the information and timing of any communication with HHS stakeholders about matters considered in an *in-camera* session.

All of the Common Board's customary rules and practices of the procedure will apply during *in-camera* meetings. Voting on items during an *in-camera* meeting shall take place in accordance with the regular provisions governing Common Board meetings.

Recording of the open session will resume once the Common Board or Committee rises from the *in-camera* session and any motions required as a result of *in-camera* discussions shall be made and recorded in the open session minutes.

Reference Documents	<ul style="list-style-type: none"> • OHA In-camera Policy
Approval Process	<ul style="list-style-type: none"> • Common Board