



IN-CAMERA MEETINGS OF THE BOARD OF DIRECTORS & COMMITTEES

PREAMBLE

Commonwealth Sport Canada (CSC) is committed to effective policies for Board governance. The purpose of an in-camera session is to provide an opportunity for board members to speak freely without the presence of staff, observers or guests, and to provide an opportunity to address issues that require confidentiality. This policy also applies to the Committees of the Board, with all necessary adaptations.

POLICY

The Chair of the Board of Directors shall schedule regular in-camera sessions for the Board of Directors at each meeting. The Chair, or designate, shall chair the in-camera session. Examples of topics that may be discussed during an in-camera session, include but are not limited to:

- Staff evaluation or matters relating to employment and competency.
- Board self-evaluation discussions.
- Litigation or potential litigation matters.
- Discipline items where disclosure could reasonably be expected to harm a security or disciplinary matter.
- Protected information such as personal information of individuals/employees, competitive/trade secrets, or information subject to solicitor client privilege.
- Adequacy of resources.
- Items where disclosure could be harmful to individual or public safety.
- Items concerning negotiations carried out by or for the association.
- Other matters that may arise requiring confidential discussion at the Board level.

PROCEDURES

1. It would be the duty of the Chair to announce when the in-camera session will occur during a meeting. The in-camera session will normally be held at the end of each meeting but may occur at any time during the meeting at the discretion of the Chair.
2. It is not necessary to determine a specific agenda in advance of the in-camera session. During the in-camera session, the directors may determine they have nothing to discuss. The point is to institute a formal practice for the occasion when a need arises.
3. The Chair may invite those individuals necessary to the in-camera to facilitate appropriate discussion and decision.
4. The in-camera session should be held in two parts, Part 1 with the CEO and Board members only; Part 2 with only Board members. Also, generally, no minutes are taken during the in-camera portion of the Board meeting, however, at the discretion of the Chair,



private minutes of matters discussed can be taken but do not form part of the official meeting minutes. No motions should be voted upon in-camera. If a motion is required, the Chair shall move those decisions after the in-camera meeting has concluded, so that they form part of the official Board meeting minutes.

5. The minutes of the board meeting will read “the Board of Directors conducted a regularly scheduled in-camera session.” Or, in the case of an impromptu in-camera session, the minutes will read “Under the direction of the Chair or by formal motion through a majority vote of the Board, an in-camera session was held to discuss *1) with the CEO, the performance of the staff and 2) the performance of the CEO (without the CEO present) and 3) any other topic.* Care must be taken to emphasize transparency and accountability when meetings are conducted in-camera. At the completion of each in-camera session, the board will decide if and how the decisions and relevant documents will be recorded. Similarly, they will decide what information will be communicated to whom and how it will be communicated.
6. The Chair of the in-camera session will report back to the CEO, as appropriate, in a timely fashion.
7. At the discretion of the Committee Chair, an in-camera session can be requested. The Chair of the Committee will report back to the Staff Liaison, as appropriate, in a timely fashion.

DOCUMENT HISTORY

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