

<b>Policy:</b>	<b>LHSC BOARD MEETING POLICY</b>	
<b>Owner of Policy:</b>	<b>Board of Directors</b>	
<b>SLT Sponsor:</b>	n/a	
<b>Approval By:</b>	<b>Board of Directors</b>	<b>Date: Feb 2021</b>

<b>Original Effective Date:</b> April 1, 2011	<b>Reviewed Date(s):</b> May 2011, Oct, 2012, Dec, 2013, Jan 2015, Jun 2016, Nov 2017, Nov 2019, Dec 2020	<b>Revised Date(s):</b> May 2011, Jan 2014 Feb, 2015, Jun 2016, Mar 2018, Feb 2021
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**There is a similar/same policy at St. Joseph's Health Care, London**      yes       no   
**If yes:** Policy Name Performance and Accountability (Open Board Meetings) Policy owner – St. Joseph's Board of Directors

## 1. PURPOSE

The London Health Sciences Centre's ("LHSC" or "the hospital") Board of Directors ("the Board") is committed to the principle of accountability to the public which is served by the hospital. The Board will uphold a policy of openness and transparency, balanced with its roles in representing the interest of LHSC and those served by it.

This policy formally outlines rules and procedures that have been followed and will continue to be followed in respect of the holding of meetings of the Board.

## 2. POLICY

The Board will ensure there are processes for:

- informing constituents of its meetings
- providing information on how to attend a meeting
- closed sessions
- sharing minutes of open meetings
- receiving requests for delegations or presentations.

## 3. PROCEDURE FOR OPEN BOARD MEETING SESSIONS

### Meeting Frequency

There shall be at least 7 (seven) regular meetings of the Board per annum.

### Notice of Meeting

A schedule of the Board's regular meetings (date, time and location) will be available from the Board office and will be posted on the hospital's website at the beginning of each Board year. Changes in the schedule will be posted on the hospital's website at least forty-eight (48) hours prior to the affected meeting.

A meeting of the Board may be held without notice, immediately following the annual meeting of the hospital corporation.

No defect in notice of meeting, whether by error or omission, shall invalidate either the meeting itself or the business conducted at that meeting, as any Board Member at any time may waive notice and may ratify and approve any or all of the meeting's proceedings.

**Agendas**

Agendas for regular meetings of the Board will be posted on the hospital's website at least forty-eight (48) in advance of each meeting.

**Attending Board Meetings**

To ensure adequate space and preparation, individuals wishing to attend a meeting of the Board to please let the Governance Office know in advance due to limited space requirements in the case of in person meetings. It is recommended that whenever possible guests should provide forty-eight (48) hours' notice to the Governance Office. This notice may be provided in writing, via email or telephone. Anyone who attends a Board meeting without providing notice may be asked to leave at the request of the Board Chair.

**Conduct During Board Meetings**

Individuals attending regularly scheduled Board meetings will be asked to arrive in advance of the meeting start time. Scheduled attendees will have observer status, meaning that they may not provide comments or questions during the meeting.

All cell phones must be turned off. Anyone who is disruptive to the proceedings will be asked to leave and may be prohibited from attending future meetings.

Breaks will be formally scheduled in meetings in excess of 90 minutes in length. This will allow individuals to stretch, leave the room or make a phone call, if necessary. Length of breaks will be determined by the Chair at the time of the meeting.

**Board Materials**

Supporting materials will be provided only to Board members and members of the senior leadership team. Minutes of each Board meeting will be posted on the hospital's website following the approval of the minutes by the Board.

**Questions Arising from Board Meetings**

In the event that the attending public or media have questions arising from the board meeting, the Board Chair and Chief Executive Officer ("CEO") will be available upon adjournment to address queries.

**Addressing or Presenting to the Board**

Individuals or groups who wish to make representation to the Board must make this request in writing to the Governance office, stating the purpose of their request, the group they are representing, and their contact information.

The Board Chair, in consultation with hospital administration, will determine the appropriate response to requests to present or provide information to the Board, including but not limited to:

- a written response to the request
- delegating response to a committee of the Board
- a special meeting, task force or annual opportunity to hear presentations
- scheduling time at a future Board meeting.

**Meeting Process**

Each meeting of the Board is normally comprised of an open session (open to the public by invitation) and a closed session (in-camera and not open to the public).

The closed session of a meeting may be held both at the beginning and at the end of the meeting, allowing members of the Board to defer consideration of items until the closed session of the meeting if it emerges during the course of discussion that the items should be considered in private.

### **PROCEDURE FOR CLOSED BOARD MEETING SESSIONS (also known as 'in camera')**

The Board Chair or a Vice-chair of the Board may call a meeting or declare any portion of a regular or special meeting of the Board to be a closed meeting. This will ensure that, where appropriate, sensitive or confidential matters may be properly discussed and/or acted upon in a forum which is not open to the public.

A motion to move to be a closed meeting session by a majority of the Board may also occur. A motion to move into a closed meeting session is privileged, is not debatable or amendable and is adopted by majority vote.

Matters that will generally be dealt with in a closed meeting session include, but are not limited to, information where disclosure could reasonably be expected to harm the human, financial, security/privacy or system interests of the hospital and/or its partners. This may include any of the following:

- patient, resident, family, volunteer, physician or staff information where a person is identifiable, including professional staff appointments, re-appointments and credentialing issues
- matters involving labour relations or other human resource issues
- matters involving property
- matters involving material contracts
- matters involving litigation
- matters involving solicitor/client privilege
- matters involving personal health information related to an individual.

It is the responsibility of each committee chair (or delegate) to notify the Governance office of the Board if any items, which arise out of their minutes, will require closed discussion. During the meeting, any Board Member may request that a matter be discussed in a closed session. In such cases, a recommendation will be considered and the discussion will be held in keeping with the majority decision. A motion to move from or into a closed session is required.

All matters brought before a closed session remains confidential until they are moved by the Board to an open session. The Board shall pass a resolution with respect to those items that are to be moved to an open session.

During a closed session, all persons who are not Board Directors shall be excluded from the meeting. However, hospital personnel and others may be permitted to attend all or a portion of the closed session upon the invitation of the Board Chair or the invitation of the CEO with the approval of the Board Chair.

A separate agenda shall be prepared for closed sessions indicating the items to be considered during the session. The agenda and any supporting materials shall be clearly marked "**confidential**" and shall be handled and secured in a manner that respects the nature of the material.