

**ISSUED BY:** Board of Directors  
**AUTHORIZED BY:** Board of Directors  
**ISSUE DATE:** July 8, 2003  
**CATEGORY:** Part V-B – Governance Process  
**SUBJECT:** **CLOSED SESSION**

**NUMBER:** **V-B-13**  
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**PAGE:** 1 of 2

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The Board of Directors (Board) may close to the public any meeting or part of any meeting (hereinafter referred to as a "closed session") where it determines that it is in the best interest of the hospital to do so, or to protect the interests of the public or a person.

Matters that may generally be dealt with in a closed session include, but are not limited to:

- Personal health information related to an individual (while maintaining compliance with the *Freedom of Information and Protection of Privacy Act* (FIPPA) and the *Personal Health Information Act* (PHIPA));
- Human resources or labour relations matters including those pertaining to collective bargaining or terms of employment, including negotiations or potential negotiations;
- Matters relating to an individual Board member or a prospective Board member;
- Professional staff appointments, re-appointments and changes in privileges;
- Donor-specific issues;
- Any other matters where personal information about an individual will or may be revealed (while maintaining compliance with FIPPA and PHIPA);
- Dealings and discussions with other entities or persons where the information being discussed may compromise the relationship of the hospital with such entities or persons or its relationship with its stakeholders;
- Matters relating to actual or potential criminal or civil litigation including administrative tribunals;
- The receipt of advice that is subject to solicitor-client privilege including communications necessary for that purpose;
- The acquisition, disposition, lease, exchange or expropriation of, or improvements to real or personal property, if the Board considers that disclosure might reasonably be expected to harm the interests of the corporation;
- Financial, personnel, contractual and/or other matters for which a decision must be made in which premature disclosure will be prejudicial;

- Board and Committee self-evaluation;
  - Information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*;
  - Deliberations to decide whether a matter warrants being dealt with in a closed session of the Board.
- A. The Board Chair may order that a meeting move into and rise from a closed session. Any Director may request that a matter be dealt with in a closed session, in which case a vote will be taken and if a majority of the Board so decides, the matter will be dealt with in a closed session. Similarly, a vote will be taken to rise from such a closed session.
- B. All matters brought before a closed session remain confidential until determined otherwise by the Secretary of the Corporation.
- C. During a closed session, all persons who are not 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 Chair, or the Chief Executive Officer with the approval of the Chair.
- D. A separate agenda shall be prepared for a closed session 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.
- E. Voting during a closed session shall take place according to the regular provisions governing Board meetings.
- F. Minutes of closed sessions shall be recorded and shall be marked confidential and shall be secured in a manner that respects the nature of the material.
- G. Minutes of a closed session shall be presented for approval at a subsequent closed session.

**References**

OHA Guide to Good Governance