

SUBJECT: BOARD MEETINGS

CROSS REFERENCE:

DATE Reviewed: November 2023

DATE Approved: November 2023

AUTHORIZATION: Board of Governors

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1.0 Purpose

This policy is intended to supplement the Corporate By-law provisions related to Regular Meetings, Special Meetings and Voting. It outlines the procedures, and different components, which are required to ensure effectiveness of the Board of Governors meetings and enable the Board to fulfill its defined accountabilities, roles and responsibilities.

2.0 Board Meeting Procedures

The Board Chair, in consultation with the President & Chief Executive Officer (CEO), is responsible for developing an agenda for each Board meeting that is aligned with the Board's roles and responsibilities, the Board's annual work plan and the annual goals and objectives. The Board Chair has discretion to table items to a subsequent regularly scheduled Board meeting, if time considerations unduly limit any discussion.

The Board Chair, in collaboration with the President & CEO, will develop standards for Board meeting packages that include timelines for distribution, formats for reporting to the Board and the level of detail that is to be provided. Requests for additional information will be assessed by the President & CEO and reviewed regularly by the Board Chair to ensure optimal Board functioning.

2.1 Agendas and Board Materials

The Board package will normally be sent to Governors one week in advance of the meeting to allow for review and preparation. All reports to the Board will be in writing, supplemented by a verbal report by the President & CEO, a designate, and/or a Standing Committee Chair where appropriate.

Corporate reports and recommendations to the Board from the President & CEO, Chair Medical Advisory Committee (CMAC) and Board Standing Committees will ideally use consistent templates as appropriate to support the respective Board roles of policy formulation, decision-making and oversight.

3.0 Open Session of Board Meeting

The public, staff, volunteers and media (the public) are welcome to observe the open portion of the Board's meeting to:

- i. Ensure that the corporation maintains a transparent relationship with the public, media and stakeholder groups;
- ii. Generate trust, openness and accountability.

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3.1 Notice of Meetings

A schedule of the date, location and time of the Board's open meetings will be posted on the hospital's website. Changes in the schedule will be posted on the website.

3.2 Attendance

To ensure adequate space is available, individuals wishing to attend must give at least 24 hours notice to the Board secretary. The number of attendees may be limited if space is insufficient.

3.3 Conduct during the meeting

- i. Members of the public will be asked to identify themselves and whether they have any affiliations e.g. media or other agencies. Recording devices, videotaping and photography are prohibited.
- ii. The Board Chair may require anyone who displays disruptive conduct to leave.
- iii. Members of the public and media may not address the Board or ask questions of the Board without prior permission of the Board Chair. Individuals who wish to raise questions with the Board must contact the Board secretary in advance of the meeting in order to determine the best method for addressing the concern; the Board Chair has the authority to approve or deny the request.

3.4 Agendas and Board materials

Agendas for the open session will be distributed to the public at the meeting and can be obtained from the hospital's website prior to the meeting. Supporting materials will be distributed only to the Board.

4.0 Closed Session of the Board Meeting**4.1 Purpose**

The Board has the right to close to the public any meeting or part of a meeting if the Board deems a closed session to be necessary 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:

- matters involving property;

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- matters involving litigation;
 - material contracts;
 - human resources issues;
 - Professional Staff appointments, re-appointments and credentialing;
 - Patient, consumer, customer, donor issues; and
 - any matters that the Board determines should be the subject of a closed session.

4.2 Procedures and attendees

- i. A Board motion is required to move into, and to rise from, a closed session.
- ii. During a closed session, all persons who are not Governors will be excluded from the meeting; provided, however, that hospital personnel, non-governor committee members and others may be permitted to attend all or a portion of the closed session upon the invitation of the Board as advised by the President & CEO or Board Chair.
- iii. All organizational personnel including the ex-officio non-voting Governors will be excluded during discussion on the performance evaluation and compensation of the CEO and CMAC; however, the results of such discussion will be communicated to the CEO and CMAC immediately thereafter.
- iv. All matters brought before a closed session remain confidential until they are moved by the Board to an open session; the Board will pass a motion on those items that are to be moved to an open session.
- v. A separate agenda and confidential minutes will be prepared for the closed session indicating the items to be considered during the session. The agenda and any supporting materials will be clearly marked **confidential** and will be handled and secured in a manner that respects the nature of the material.

5.0 Informal Sessions of Elected Governors

5.1 Purpose and attendees

At the conclusion of each Board meeting or at the call of the Chair, an informal session of the voting Governors will be conducted without the presence of the ex-officio Governors.

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5.2 Procedures

The informal session will be conducted in two parts: initially with the presence of the President & CEO and subsequently with the presence of the elected Governors only.

At the Board Chair's request, from time to time, the CMAC may be invited to participate in an informal session with the elected governors.

No decisions will be made and no minutes will be prepared. Following the informal session, the Board Chair will discuss matters arising, as appropriate, with the President & CEO.

6.0 Requests for Interviews

Media requests will be managed as per policy on Hospital Media Protocol.

7.0 Board Standing Committee Meetings

Meetings of Board Standing Committees or Special Committees are not open to the public.

8.0 Contact information

Board Secretary
c/o Office of the President
North York General Hospital
4001 Leslie Street
Toronto ON, M2K 1E1

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