



Effective Date: March 27, 2024  
Review Date: March 27, 2029

## In-Camera Session Policy

### 1. PURPOSE

The Board of Directors and OMA committees may move to an in-camera session to discuss confidential matters. The purpose of this policy is to establish and describe the requirements and procedures for in-camera sessions.

These sessions improve how the board or group functions and by extension the organization. In-camera discussions and decisions serve to provide constructive and candid feedback to the CEO about staff, to discuss how the CEO can be better supported, and how they can provide enhanced support and to address potential and real issues affecting the board's efficiency and function.

### 2. SCOPE

This policy applies to meetings of the OMA Board of Directors and any other OMA group, including committee, constituency group, or task force, that may hold an in-camera session.

### 3. DEFINITIONS

A "meeting" is any regular, special, or other meeting of the Board of Directors or OMA group. In accordance with *Ontario's Not-for-Profit Corporation Act*, a corporation must prepare and maintain records containing the minutes of meetings of the directors and of any committee of directors.

An "in-camera session" is a meeting or part of a meeting that is restricted to select individuals to discuss sensitive and/or confidential items.

### 4. POLICY

The Policy establishes that:

- "In-Camera" is a standing agenda item on regular board and committee meeting agendas.
- If membership of the OMA meeting group comprises the CEO, then the in-camera portion of the agenda will be divided into two separate items to reflect a session with the CEO and a session without the CEO, in that order.
- With the exception of emerging and/or urgent items approved by the chair, in-camera items should be brought to the attention of the chair no later than 24 hours in advance of the meeting.

- Standing attendance for in-camera sessions is restricted to board directors and board officers, including the president-elect and immediate past president as noted in the OMA by-laws. For other OMA bodies, such as committees, working groups, task forces, panels and constituency groups, standing attendance is restricted to OMA appointed and/or elected participants.
- Prior to the discussion, the board or committee will move in-camera.
- All staff, excused attendees and uninvited guests must leave the meeting prior to the start of the in-camera session unless specifically requested to stay by the chair.
- A resolution is required to move to an unplanned in-camera session that is not included in the approved meeting agenda.
- It is at the discretion of the chair whether the in-camera session warrants a record in the form of minutes.
- The chair, or in their absence vice-chair, produces in-camera minutes.
- During an in-camera meeting, the board or committee may vote on a motion(s) and/or give direction to the Chief Executive Officer, other OMA staff or official to take any specific action on a matter.
- No person in attendance at an in-camera meeting shall disclose confidential information discussed, or confidential documentation dealt with in camera to any person not in attendance at the in-camera meeting.

## 5. PROCEDURE

### 5.1 Rationale for Moving to In-Camera

The chair determines whether an item will be discussed in-camera based on answers to the following questions:

- Is the item related to the work of the board/OMA group?
- Would the board/OMA group and the OMA be best served having this discussion in-camera or through a different venue?
- What is the anticipated outcome/desired results of discussing this item in-camera?

A meeting or part of a meeting may be closed to staff and OMA members if the subject matter being considered is:

- Personal matters about an identifiable individual.
- Succession planning.
- The security of OMA property, including financial information.
- Labour relations or employee negotiations or compensation/salaries, including that of the Chief Executive Officer (CEO).
- Litigation or potential litigation.
- The receiving of advice that is subject to a solicitor.
- A position, plan, procedure, or instruction to be applied to any negotiations carried on or to

be carried on by or on behalf of the board.

- The handling of conflict-of-interest situations.
- Challenging a decision made by the CEO.
- Board / committee performance, relationship management, and conflict resolution.
- Time-sensitive opportunities that cannot be made public.
  - Any other item that discloses sensitive or confidential matters.

## 5.2 Attendance

Standing attendance for in-camera sessions is restricted to board directors and board officers, including the president-elect and immediate past president as noted in the OMA by-laws. For other OMA bodies, standing attendance is restricted to OMA appointed and/or elected participants. The chair may excuse attendees based on real or perceived conflicts of interest (COI). Additional guests may be invited based on the items discussed. See below for guidelines regarding guests who are privy to particular topics at board meetings and the rationale.

	<b>Board Including CEO</b>	<b>Board Only</b>
<b>Rationale</b>	<ul style="list-style-type: none"><li>• Maintain confidentiality required by law</li><li>• Discuss highly sensitive business issues</li></ul>	<ul style="list-style-type: none"><li>• Encourage open communication among the board</li><li>• Discuss issues related to how the board operates</li><li>• Address issues related to the CEO</li></ul>
<b>Topics</b>	<ul style="list-style-type: none"><li>• Legal issues</li><li>• Major strategic and business issues</li><li>• Crisis management</li><li>• Human Resources (HR) items</li></ul>	<ul style="list-style-type: none"><li>• CEO performance</li><li>• Compensation</li><li>• Succession planning</li><li>• Board/OMA group, practices, behavior, and performance</li></ul>
<b>Potential Invitees</b>	<ul style="list-style-type: none"><li>• Senior staff</li><li>• Professional advisors</li></ul>	<ul style="list-style-type: none"><li>• Professional advisors</li></ul>

## 5.3 In-Camera Session Procedure

The chair will guide the discussion to ensure it aligns with the role and purpose of an in-camera session. To ensure consistency, the following approach should be taken:

- Topic is introduced.
- Issues/concerns are identified; directors are invited to comment.
- Discussion is concluded with clear next steps, action items and/or resolution.

If required, a vote or formal resolution is put forward to give direction to the CEO, other OMA staff or official to take specific action on a matter.

## 5.4 Minutes and Documentation

It is at the discretion of the board chair / committee chair whether the in-camera session warrants a record in the form of minutes. The board chair / committee chair or in their absence, board vice-chair / committee vice-chair, produces in-camera minutes.

In-camera minutes must record without comment all resolutions and conclusions, attendees, and the date and time of the in-camera session.

In-camera minutes are made accessible to the board or committee in a confidential manner via a restricted folder within online governance software, such as Diligent. Only the Corporate Secretary or designate may assist in this process. In-camera minutes may be shared with the CEO or designate, if appropriate and at the discretion of the board chair.

If the CEO is not in attendance, the board chair will inform the CEO soon after, either verbally or in writing, of any specific conclusions or recommendations that surfaced during the in-camera session.

In-camera minutes are approved by the board or committee at the next regular board / committee meeting unless the minutes contain confidential information to be discussed. If so, then the in-camera minutes are acknowledged and approved at the next in-camera session. Approved in-camera minutes and motions are stored separately from regular meeting minutes in an access restricted folder via online governance software.

In-camera minutes and motions available in hard-copy only should be digitized and uploaded to this location to ensure security and accessibility. Once digitized, hard copies are securely destroyed.

Minutes can be made public retroactively by the board by way of a main motion.

In-camera supporting documentation is distributed to the board in a confidential manner via an access restricted folder in online governance software. Such documentation is accessible only to individuals participating in the in-camera session and staff necessary to execute the session.

All records relating to this Policy are retained in accordance with the OMA Records Retention Schedules.

## 6. SUPPORTING/REFERENCED DOCUMENTS AND TEMPLATES

Use Type	Document Title
Mandatory	Information Confidentiality Policy Information Security Policy Board Code of Conduct Management of Restricted Records Policy
Referenced	OMA Records Retention Schedules

Referenced	OMA Bylaws
Referenced	Roberts, H. M. (2010). <i>Robert's rules of order</i> . Berkley Publishing Corporation
Referenced	<i>Ontario's Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15, 92 (1)</i>

**7. RESPONSIBILITIES**

Position	Actions
Board of Directors	Approve governance policies and/or procedures.
Strategic Affairs	Author Department
Knowledge & Records	Review and provide additional metadata as required. Publish to StaffSpace. Notify Authoring Department when policy reaches its review date. Maintain original documentation for archiving.
Board Chair / Committee Chair / Corporate Secretary	Monitor awareness and compliance with this policy Ensure implementation of this policy
Board Directors / Governance Staff	Acknowledge as required and comply with policies/procedures.

Author: Corporate Governance  
 Process/Service Owner: Strategic Affairs

Approved by: OMA Board of Directors  
 (Title of Approver)

OMA Board of Directors  
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 Signature

March 27, 2024  
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 Date