

Policy:	LHSC BOARD MEETING POLICY	
Owner of Policy:	Board of Directors	
Executive Sponsor:	n/a	
Approval By:	Board of Directors	Date: June 26, 2024

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1.0 PURPOSE

This policy is intended to supplement the London Health Sciences Centre “LHSC” Administrative By-Laws provision (Article 5) related to Meetings of Directors. It formally outlines the procedures and framework for each meeting of the Board of Directors (“the Board”), to ensure effectiveness of Board meetings and enable the Board to fulfill its defined accountabilities, roles and responsibilities.

2.0 BOARD MEETING PROCEDURES

2.1 Agenda Development and Board Materials

The Board Chair, in consultation with the President & CEO is responsible for developing the agenda for each meeting, in alignment with the Board’s roles and responsibilities, the Board work plan, the LHSC strategic plan, legislative requirements, and any other document that gives rise to key accountabilities of the Board. The Chair has the discretion to add additional items to the agenda, and/or to table items to a subsequent regularly scheduled Board meeting.

The board agenda and the collation of corresponding board meeting materials will be managed by the Board Liaison Office, as directed by the Board Chair, and in consultation with the CEO. The standards for Board meeting packages including the timelines for distribution, format of reporting to the Board, and the level of details to be provided will be developed by the Chair, in collaboration with the CEO, and will reflect feedback provided by Directors through [annual Board self-assessment surveys] and regularly scheduled *Feedback without Management* sessions.

The board meeting package will normally be distributed to the Board of Directors one (1) week in advance of the meeting to allow Directors sufficient time for review. Requests for additional information will be assessed by the Chair, in consultation with the CEO, to ensure optimal meeting effectiveness. The expected timing and reason for the distribution of materials less than one week prior to a meeting of the Board will be communicated to the Board, and the additional items will be distributed in an updated Board meeting package. All materials will be available to the Board on the Board portal, and/or will be distributed through a secure means of file transfer.

Corporate reports and recommendations to the Board from Office of the President and CEO, Chair of Medical Advisory Committee, and the Board Standing Committees will use a consistent template as appropriate, to support the respective Board roles and responsibilities.

2.2 Regular 'Open' Meetings of the Board (Administrative By-Law, section 5.2)

The Board will meet at such times and in such places as may be determined by the Board, the Board Chair, the Vice-Chair or the CEO in consultation with the Board Chair. The Board may also appoint one (1) or more days for regular meetings of the Board.

2.3 Notice of Meetings

Notice of a regular 'open' meeting of the Board is not required provided that a resolution fixing the time and place of the regular meetings has been given to each Director forthwith after being passed and no other notice will be required for any such regular meeting. In keeping with this, an annual schedule of the Board's regular meetings will be developed, and made available through the Board Liaison Office. The schedule will be posted on the hospital's public website and updated, as required, at least 48 hours prior to the meeting.

Notice of a meeting is required to specify its purpose when the meeting is intended to deal with specific matters outlined in section 5.2 (b) of the Administrative by laws.

A copy of the agenda for the regular 'open' meeting of the Board will be posted on the hospital's public website, at least 48 hours prior to each meeting.

Refer to the Board's *Public Attendance* policy for public attendance at regular open meetings of the board.

2.4 Special Meetings of the Board (Administrative By-Law, section 5.1)

Special meetings of the Board may be called by the Board Chair, the Board Vice Chair, by the President and CEO in consultation with the Board Chair, or upon written request of four (4) Directors.

A Director may waive notice of a meeting of the Board, and attendance of a Director at a meeting of the Board is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business at the meeting on the grounds that the meeting was not lawfully called.

3.0 CLOSED MEETING OF THE BOARD (Administrative By-Law, section 5.3)**3.1 Purpose**

The Board has the right to close to the public any meeting or part of a meeting (open or special) if the Board deems a closed meeting to be necessary to protect the interests of the public or a person, and/or to ensure sensitive and confidential matters can be properly discussed and acted upon in a forum that is not open to the public. A closed meeting of the Board may be called or a portion of a regular or special meeting of the board may be declared as a closed meeting, by the Board Chair or Board Vice-Chair.

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

- patient, resident, family, volunteer, or donor issues

- 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
- any matters that the Board determines should be the subject of a closed meeting

3.2 Notice of Meetings

Notice of any meeting, other than a regular meeting of the Board, will require notice to be given to all Directors at least two days in advance of the meeting (excluding Saturdays, Sundays and all statutory holidays in the Province of Ontario). Pursuant to the Administrative by-laws, less than two days' notice may be provided, in the event that

- all Directors are given notice and the majority of the Directors consent to the holding of such a meeting, or
- a date/time for a meeting that continues an adjourned meeting is announced at the meeting that is adjourned.

3.3 Attendees

During a closed meeting of the board, all person who are not Board of Directors will be excluded. However, at the invitation of the Board Chair, or the President and CEO with approval of the Board Chair, hospital personnel and others may be permitted to attend all or a portion of the meeting.

Depending on the topic to be discussed at the meeting, ex-officio Directors of the Board may be excluded from a closed meeting of the Board if a majority of Elected Directors so determine, to allow for the discussion of confidential matters, discussions with any other person who may be invited to attend such closed meeting, including the CEO, Corporate Nursing Executive, MAC Chair, either individually or together in any combination.

3.4 Procedures for Closed Meetings of the Board

A separate agenda shall be prepared for closed meetings of the Board indicating the items to be considered during the session. The agenda and any supporting materials will be clearly marked "**confidential**" and shall be handled and secured in a manner that respects the nature of the material. All matters brought before a closed session remain confidential until they are moved by the Board to an open session.

Confidential minutes will be prepared for the closed meeting of the Board indicating the items to be considered during the session. The minutes will be clearly marked "**confidential**" and shall be handled and secured in a manner that respects the nature of the material.

All organizational personnel including the ex-officio non-voting Directors will be excluded during discussions on the performance evaluation and compensation of the President and CEO, and the

Medical Advisory Committee Chair; however, the results of such discussions will be communicated to the President and CEO, and the Medical Advisory Committee Chair, thereafter.

The Board Chair or a Board Vice Chair of the Board may declare any portion of a regular or special meeting of the Board to be a closed meeting. In addition, during a regular or special meeting, any Director may request that a matter be discussed in a closed session. In such cases, a recommendation will be considered by the Board, and the meeting will be moved to a closed meeting if approved by resolution of a majority of voting members of the Board.

All matters brought before a closed session remain 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.

4.0 INFORMAL MEETINGS OF THE BOARD

An informal meeting of the Elected Directors of the Board will be scheduled at the conclusion of each Board meeting, or at the call of the Chair.

An informal meeting of the Elected Directors of the Board is not a Board meeting and no decisions binding the corporation are to be taken during these sessions, and no minutes are to be taken. In alignment with governance effectiveness, the primary objectives of the meeting, are to:

- ensure time for discussion among Elected Directors, and the ability of the Board to maintain a position of objectivity, to evaluate the Board's relationship with management,
- allow the Board an opportunity to assess Board processes, including the adequacy and timeliness of information provided to the Board from management, and,
- provide the opportunity to build relationships of confidence and cohesion among the non-management members of the Board to improve effectiveness and oversight.

4.1 Attendees

A meeting of Elected directors excludes ex-officio Directors of the Board, but the Chair may from time to time, invite the President and CEO to participate in all or a portion of the meeting.

4.2 Procedures

A meeting of Elected Directors will be a standing item on the closed board meeting agenda – it will be referred to as 'meeting feedback without management'.

Following the meeting of Elected Directors, the Chair of the Board will report the outcome of the meeting to the President and CEO, where appropriate.

RELATED POLICIES

Public Attendance at Open Board Meeting