Version Number	Description of Changes	Effective Date
1	Initial release	2026-02-18
2	Editorial revision (gender-inclusive language)	2026-07-28

Purpose

To establish a clear, consistent, and governance-aligned framework for the conduct and management of meetings of the Board of Directors of Hawkesbury and District General Hospital (HGH), including:

- the attendance of invited persons;
- in camera session;
- meetings held without management; and
- the procedures allowing members of the public to request an opportunity to address the Board.

This policy is intended to ensure an appropriate balance between transparency, the Board's fiduciary responsibility, the protection of confidential information, and the independence of the Board in the exercise of its duties.

Scope

This policy applies to all meetings of the Board of Directors of Hawkesbury and District General Hospital (HGH), including regular, special, annual, and extraordinary meetings.

Guiding Principles

1.6.1 Accountability and Transparency: Although HGH is a private corporation and Board meetings are not open to the public by default, the Board acts in accordance with principles of accountability, transparency, and public accountability to the community it serves.

1.6.2 Fiduciary Duty: The Board protects the interests of the organization by ensuring the confidentiality of sensitive, strategic, personal, or legally protected information.

1.6.3 Board Independence: The Board exercises independent judgment, separate from management, in accordance with its governance and oversight role.

1.6.4 Structured and Controlled Participation: Any participation by external parties, including members of the public, is structured, voluntary, and determined on a case-by-case basis in order to preserve the effectiveness of deliberations and the integrity of the decision-making process.

Policy

1.6.5 Non-Public Nature of Board Meetings

a) Meetings of the Board of Directors of HGH are not open to the public.
b) In accordance with section 4.6 of the HGH By-laws, guests may attend a Board meeting in accordance with section 1.6.10, upon invitation by the Chair of the Board or the Chief Executive Officer.
c) Invited persons may include, without limitation:
    - members of senior management;
    - HGH managers or directors;
    - partners, experts, or consultants;

- members of the public, where their presence is deemed relevant to a specific agenda item.

d) Invited persons may attend only those portions of the meeting for which their presence has been authorized and must withdraw when requested by the Board.

e) Members of the media are considered members of the public for the purposes of this policy and may not attend Board meetings or address the Board unless expressly invited by the Board, in accordance with section 4.6 of the By-laws.

f) Meeting agendas and materials are prepared and distributed to directors in accordance with the Board's internal practices and are not publicly disseminated unless otherwise determined by the Board.

1.6.6 In Camera Sessions

a) The Board of Directors may hold an in camera session, or a portion of a meeting in camera, where it determines that the potential harm resulting from public disclosure of a matter outweighs the benefits of transparency.

b) During an in camera session, all persons other than Board members and those expressly invited by the Board are excluded from the session and required to withdraw.

c) Matters addressed in camera may include, without limitation:

- Situations where personal information is or may be disclosed;
- labour relations or human resources matters;
- actual or potential litigation;
- communications protected by solicitor-client privilege;
- contract negotiations or contractual disputes;
- Board self-evaluation;
- matters relating to the security or acquisition of property;
- any other matter deemed confidential by the Board.

d) The decision to hold an in camera session rests with the Board of Directors and is exercised under the authority of the Chair of the Board, in accordance with the By-laws and Board policies.

e) Decisions taken in camera are documented appropriately, in accordance with legal requirements and HGH governance practices.

1.6.7 Meetings of the Board Without Management

a) It is common practice for elected and independent members of the Board of Directors to meet without management and without ex officio members, generally following the adjournment of a Board meeting.

b) These meetings do not constitute official meetings of the Board of Directors, and no formal governance business, decisions, or votes may take place.

c) Meetings without management and without ex officio members are intended, among other things, to:

- allow independent directors to assess the quality of governance;
- discuss the adequacy, clarity, and relevance of information and materials provided to the Board;
- foster cohesion, trust, and effectiveness among Board members;
- assess the timeliness and appropriateness of information provided to the Board.

d) When such a meeting is planned, the notice of meeting or the agenda must indicate that a session without management will occur, including the anticipated timing.

e) No official minutes are prepared. The Chair may, however, retain notes for follow-up purposes and communicates, in a timely manner, any relevant matters raised to the Chief Executive Officer and, where applicable, to the Chief of Staff.
f) At the discretion of the Chair, the Chief Executive Officer, the Chief of Staff, or another member of management may be invited to participate in a specific portion of the meeting before being excused.

1.6.8 Meeting Minutes

a) Minutes must be prepared for all meetings of the Board of Directors, its committees, and for all in camera sessions.
b) Meeting minutes are official and permanent records of HGH and are retained indefinitely in accordance with legal requirements and governance best practices.
c) Minutes are signed by the Chair of the Board or of the relevant committee.
d) Although there is no legal requirement for subsequent approval, the formal adoption of minutes is considered a governance best practice.
e) Minutes must include, at a minimum:
    - the date, time, and location of the meeting;
    - the name of the presiding officer and the secretary;
    - the names of directors present and absent;
    - the names of invited persons;
    - any declarations of conflict of interest;
    - a summary of discussions and decisions;
    - voting results, including abstentions where required;
    - the arrival or departure of a director during the meeting;
    - a list of documents presented or relied upon.
f) Minutes of in camera sessions are maintained securely, are accessible only to authorized individuals, and are limited to information necessary to demonstrate the proper conduct of the session and the decisions taken.

1.6.9 Management of Conflicts of Interest During Meetings

Any director who has an actual, potential, or perceived conflict of interest related to an item on the agenda must declare the conflict and withdraw from the discussion and the vote, in accordance with the By-laws and Board policies.

1.6.10 Procedure for Members of the Public to Address the Board

a) Although Board meetings are not open to the public, a member of the public may request to address the Board on a matter within the Board's mandate and responsibilities.
b) All requests must be submitted in writing to the Board Secretary at least ten (10) business days prior to the meeting and must include:
    - the name and contact information of the requester;
    - a brief description of the subject matter;
    - the purpose of the presentation.
c) Requests are reviewed by the Chair of the Board, in consultation with the Chief Executive Officer as required, to determine whether the request is approved and, if so, at which meeting and under which agenda item it will be addressed.

d) The Board reserves the right to refuse a request or to defer it to a later meeting.
e) Where a request is approved:

- the requester may attend only the relevant portion of the meeting;
- the presentation time is limited (generally five (5) minutes);
- where a group wishes to present, a single spokesperson must be designated.

f) The Board is not required to debate or make an immediate decision following a public presentation.
g) The Chair is not required to accept requests relating to:

- operational matters;
- individual or personal cases;
- matters that must be addressed in camera.

Definitions

Guest: Any person who is not a director but is authorized to attend a Board meeting for a specific agenda item.

In Camera Session: A portion of a Board meeting held in the absence of the public in order to discuss confidential matters.

Meeting Without Management: A meeting of directors held without the presence of management or ex officio members.

References

- ***Guide to Good Governance (OHA), 4th edition***
- ***HGH By-laws:*** Official document governing the operations, powers, responsibilities, and structure of the Board of Directors, as well as the overall governance of HGH.
- ***Ten Tips for Hospital Governance Compliance, Ontario Hospital Association***
- ***Form OHA 8.12 – Sample Board Agenda Development Policy***
- ***Form OHA 8.15 – Meeting Minutes Best Practices***
- ***Form OHA 8.18 – Checklist for Developing a Policy for Open Board Meetings***
- ***Form OHA 8.19 – Procedure for Members of the Public Addressing the Board***
- ***Form OHA 8.21 – Sample Policy for Meeting Without Management***