

**Section:** Corporate- Administration

**Approved By:** Board of Governors POL.ADM.21185

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### **Policy**

Ross Memorial Hospital is committed to a relationship with the community that is based on openness and accountability. As such, the Board of Directors will endeavour to conduct as much of its business as possible in Open sessions. Meeting dates, times and locations are available through the Board Office and on the Hospital's website.

Meetings of Board committees are not open to the public.

The following policy has been developed to address issues and processes related to the conduct of meetings of the Board of Directors.

The policy details the position of the Hospital with regard to:

- (a) meeting materials, including agenda and minutes;
- (b) open meetings;
- (c) public presentations;
- (d) cameras, tape recorders and electronic media equipment;
- (e) process for managing disruption at a public meeting;
- (f) closed (in-camera) sessions of the Board;
- (g) meetings without Management.

Copies of this policy will be made available to members of the public and the media, upon request.

#### **(a) Meeting Materials**

##### **Agenda**

The process for agendas for regular Board meetings is as follows:

1. The Chief Executive Officer (CEO)/delegate, in consultation with the Board Chair/delegate, is responsible for developing an agenda for each Board meeting that is aligned with the Board's roles and responsibilities, and the Board's annual work plan.

2. Items requiring a decision that are expected to require no discussion or debate may be placed on the agenda under the heading 'Consent Agenda.'
3. Matters and motions proposed to be dealt with under the Consent Agenda portion of the agenda shall be clearly identified as falling under the Consent Agenda in the meeting packages. Board members should review the Consent Agenda items prior to the meeting on the expectation that no discussion will take place during the Board meeting.
4. Items may be moved out of the Consent Agenda section at the request of any Board Member prior to approval of the Agenda. When possible, this should occur prior to a meeting. No motion or vote of the Board is required with respect to a request to move an item out of the Consent Agenda.
5. Agendas and supporting materials will be distributed to Board members at least five days prior to the Board meeting.
6. The Board Chair/delegate will review the Agenda at the start of each meeting and additional items may be added with the majority approval of Board members. A motion will be made to approve or accept the Agenda as revised.
7. Agendas for the Open session of Board meetings will be made available on the Hospital's website no more than five days in advance of the meeting.
8. Separate Agendas will be prepared for the Closed sessions of Board meetings. Closed Agendas will be distributed only to Board members and members of senior administration as appropriate.

**Minutes**

1. The Chief Executive Officer (CEO) is the Board's designated Corporate Secretary. Minutes of Board meetings shall be recorded by the Corporate Secretary of the Board. Where the Corporate Secretary is absent, his/her delegate shall record the minutes.
2. Approved minutes of all meetings shall be signed by the Board Chair/delegate and the Corporate Secretary/delegate. Signed copies will be retained by the Corporate Secretary.

3. The Board and its committees will keep clear and neutral minutes of each meeting which shall reflect:
  - a. Date, time and place.
  - b. Name of Chair and Secretary.
  - c. Names of Board members present.
  - d. Names of Board members absent.
  - e. Name of invited guests in attendance (excluding members of the public present).
  - f. Declarations of conflicts of interest.
  - g. Summary of the discussion including:
    - Rulings by the Board Chair;
    - Motions (including the full text of motions adopted under the consent agenda portion of the meeting);
    - Matters discussed (not a recitation of all comments, but an overview of the scope of the discussions and the relevant questions and issues identified during discussion);
    - Results of votes taken;
    - Record of “no” votes and “abstentions” when requested to do so;
    - Note when Board members arrive or leave during a meeting; and
    - List of the important documents presented or relied upon during the meeting, copies of which should be attached to, and become part of, the minutes.
4. Minutes of each Open Board meeting will be available on the Hospital’s website, following their approval.
5. Minutes of each Closed Board meeting will be distributed only to members of the Board and members of senior administration as appropriate.

**(b) Open Meetings**

1. Open Board meetings are open by invitation to the public, Hospital employees and the media.
2. Members of the public, Hospital employees and media who wish to attend a Board meeting must indicate their intention to do so by contacting the Board Office at least one (1) week prior to the meeting date.
3. Guests may not participate in the meeting discussions unless explicitly invited to do so by the Board Chair/delegate.

4. Guests attending Board meetings will be asked to identify themselves and whether they have any affiliations (e.g., by providing the name of a media outlet or health agency) and will be asked to sign an attendance sheet. Attendance sheets will be retained by the Corporate Secretary.

**(c) Public Presentations**

1. Individuals or groups will only be permitted to address the Board with respect to matters of governance. Matters within the purview of Hospital management shall be referred to the President & Chief Executive Officer.
2. The process for individuals or groups wishing to address the Board concerning matters relevant to the Hospital's governance is as follows:
  - (a) Written notice of the request to address the Board meeting must be provided to the Board Office at least two weeks prior to the meeting date.
  - (b) The written request must include an outline or information on the topic to be addressed. The Board Chair/delegate may request an opportunity to review any written or electronic material that the individual or group wishes to place before the Board.
  - (c) The Board Chair/delegate and the Chief Executive Officer/delegate will review the request and the group or individual will be notified no less than one week in advance of the meeting date as to whether the request will be accommodated.
  - (d) Persons addressing the Board will be required to limit their remarks to ten minutes and include an introduction of all group members present. If a group wishes to make a submission, a spokesperson for the group must be identified.
  - (e) The Board Chair/delegate is not obligated to grant a request to address the Board, and the Board is not obligated to take any action on the presentation it receives.
  - (f) Presentations will be heard at the beginning of the meeting and will be noted on the meeting agenda.
3. An individual or group may only address the Board on a particular subject once during any 12-month period.

**(d) Cameras, Tape Recorders, and Electronic Media Equipment**

1. Due to their disruptive nature, the use of electronic audio-visual equipment will only be permitted at the discretion of the Board Chair/delegate. Media personnel will be

notified of this policy prior to their attendance at any meeting. Requests for interview prior to or following open meetings should be directed to, and will be coordinated by, the Hospital's Communications & Public Affairs Officer.

**(e) Process for Managing Disruptions**

1. The Board Chair/delegate has the authority to pause the meeting and ask a disruptive person(s) to either stop the disruptive behaviour or to leave the meeting.

**(f) Closed Sessions (In-Camera)**

1. The Board of Directors 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. Matters that may generally be dealt with in a Closed session include but are not limited to:
  - a. human resource issues and employment matters, including the Chief Executive Officer or Chief of Staff evaluation;
  - b. professional staff re-appointments and any matters relating to suspensions, revocations or alterations to privileges;
  - c. matters that are or may be subject of litigation;
  - d. legal advice that is subject to solicitor-client privilege;
  - e. negotiation of contracts or RFP progress updates;
  - f. matters involving property;
  - g. some Board governance matters such as peer review or self-evaluation results; and
  - h. any other items where the potential harm from public disclosure is greater than the benefits of transparency.
2. On a motion from a Board member, the Board may approve the move of an item of business (i) from Open session to Closed session and (ii) from Closed session to Open session.
3. Matters discussed in Closed session must not be discussed publicly until dealt with by the Board in its Open session. For more information, please see the corporate [Media Relations](#) policy, as well as the [Board of Directors Confidentiality](#) policy.
4. During a Closed session, the Board Chair/delegate shall determine who will remain.

**(g) Meetings Without Management**

1. At the conclusion of each Board meeting an informal session of 'Independent Directors' will be conducted. Independent Directors are described as being free of any special relationship with the Corporation. Thus, the following members will be excluded: members of the professional staff, employees, directors or members of the Foundation and Auxiliary, and other invited guests.
2. The purpose of the informal session is to:
  - a. ensure the Board exercises independent oversight of Management;
  - b. provide an opportunity to assess Board processes and particularly the quality of material and information provided by Management;
  - c. provide an opportunity for the Board Chair/delegate to discuss areas where the performance of Directors could be strengthened; and
  - d. build relationships of confidence and cohesion among Board members.
3. Such meetings shall not be considered to be meetings of the Board, but rather, will be for information purposes only.
4. Minutes will not be kept, but the Board Chair/delegate may keep notes of the discussion.
5. The Chief Executive Officer may be invited by the Board Chair/delegate to participate in part of the meeting without management before being excused.
6. The Board Chair/delegate shall immediately communicate with the Chief Executive Officer and, as appropriate, the Chief of Staff, any relevant matters raised at the meeting.

**Contact Information**

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