

*This policy is intended to help the board exercise some discipline around their use of in camera or “executive” sessions if they feel they need to use them.*

## In Camera Board Sessions

The Board may, at times, wish to go “in camera”, that is to meet with only board members present. Such a session will result in one or more persons who normally attend, usually staff, from being at this portion of the meeting.

*In camera* sessions have a legitimate purpose but their use should be limited because they may restrict the range and quality of information available to the board.

**The Board may, by motion and vote of the directors, add an in camera session to any meeting agenda where the item to be discussed concerns:**

- Confidential personnel matters about an identifiable individual, including employees, directors, or members
- Contractual matters, including matters subject to confidentiality agreements with third parties
- Litigation or potential litigation
- The receiving of advice that is subject to privilege, including communications necessary for that purpose.

**The Board also may, as part of its annual governance calendar, schedule one (1) “ordinary” in camera session a year where a topic is yet to be determined.**

If there is no clear focus for such a session, the board may forgo it or, with the chair facilitating, use the opportunity to discuss matters that may help to strengthen board member relationships, understanding and trust.

### Minutes of In Camera Sessions

The minutes of any board meeting that has involved an in camera session must reflect that the session took place.

The subject of the in camera session, the decision made, and where possible, the reason(s) for the decision, should be recorded in the meeting minutes. The board will provide clear direction to the Secretary on what should be minuted and what should not be minuted with respect to this session. In the absence of the Secretary, the Chair is responsible for ensuring that some record of the discussion is kept.

In the event that the Board feels that the *in camera* session concerns a matter with important future implications for the organization the session may be recorded separately. The Board will then instruct the Secretary to take separate minutes of the deliberations and provide direction on what is to be minuted. The in camera session minutes will be distributed to those who participated in the session and

after their approval be kept confidential and separately along with any materials considered as part of the *in camera* meeting.

Any access to *in camera* minutes is limited to the participants of the *in camera* session. Any requests for access to *in camera* minutes by any other individual should be directed to Board who will, as a group, decide whether to grant access.

Notes:

This sample policy draws heavily on a sample policy from a March 18, 2014 article by Hilary Findlay *In Camera Meetings and Minutes of In Camera Meetings* in the journal Canadian Sport Law.

Boards should consider their motivation for an in camera session. Secrecy does little to encourage trust. The value of this policy is that it insures that in camera board sessions are used sparingly and focus primarily on deliberations that need to be conducted in confidence.

This policy suggests that there be an allowance for one scheduled in camera session annually. This may satisfy directors who are reticent to speak with their executive director present. This reticence can be attributed to the lack of policy direction given by the board to the ED in financial, personnel and other matters and/or the absence of regular executive director evaluation.

*This sample policy may be freely used and adapted by non-profit organization without attribution*