

NBLASC Board of Directors In Camera Sessions Policy

Purpose:

In addition to regular Board meetings, the NBLASC Board and its Committees adopts the practice of holding in camera sessions at the end and/or the beginning of Board and Committee meetings.

In camera sessions are normally only attended by directors but may involve others (ED, external advisors, etcetera). They provide an opportunity for directors to raise and discuss with each other any concerns that they may have. Through discussion, the concerns may be alleviated or validated; in the latter case, the Board will formulate specific follow-up requests of the ED. In camera sessions promote Board independence and also serve as a helpful 'early warning system' for the Board Chair and the ED. In camera discussions often enable a Board to better air its concerns about proposed directions. Having had the chance to do so, the Board is better able to support the ED's direction.

Process:

The process used by the NBLASC Board includes inviting the ED to join the Board for the first segment of the in camera session. This provides the ED opportunity to seek confidential input from the Board in the absence of any staff or guests attending the meeting. Once any discussion between the Board and the ED is concluded, the ED leaves the in camera session. The Chair asks the directors if anyone has anything that they would like to discuss in camera. In some instances, there will be nothing identified. In other instances, a director or directors may identify questions or concerns relating to such areas as:

- Ask questions of clarification of other directors that they might be reluctant to ask of the ED
- The Board's own functioning
- The quality and timeliness of information provided to the Board
- The organization's direction or performance
- The organization's relationship with key stakeholders

An in camera session is not an appropriate forum for:

- Micromanaging – talking too much about conversational issues that fall within the ED's purview
- Dealing with issues that the Board should have the courage and capacity to deal with in regular Board meetings
- Drawing conclusions without providing the ED with the opportunity to respond to any concerns or questions

Immediately following the in camera session or the meeting containing the in camera session, the Board Chair meets with the ED to share, on a non-attribution (i.e. not naming any Board members) basis, a summary of all matters discussed during the in camera session and any specific requests for research, further discussion or formal follow-up from the Board flowing from the in camera discussion. In camera sessions are not 'secret' sessions; rather, they are simply opportunities for some Board-only discussion of matters relating to the Board's work. The ED is made aware of the matters discussed in the ED's absence. Normal rules relating to Board confidentiality apply to in camera sessions.

There are no minutes kept of in camera sessions. However, the Chair will keep brief notes of any follow-up actions required from the session and provide those to the Board Secretary for typing/filing. In the unusual circumstance where a motion(s) is (are) passed by the Board in camera, the Board Chair will bring them to the attention of the ED and the Board Secretary for inclusion in the minutes of the meeting at which the in camera was held.

It is important to properly manage the Board's and Committees' use of in camera sessions. Suggestions for 'doing it right' include:

- Treat in camera sessions like a normal part of the Board's work – no 'big deal'
- Share, through the Board Chair, the key points of discussion with the ED immediately following the session – there should be 'no surprises'
- Bear the notion of 'walking a mile in the ED's shoes' in mind
- Invite a focus on current issues or concerns – in camera sessions are not intended to rehash ancient history or chronic pet peeves
- Allow a sufficiently full discussion of issues or concerns to either dispel the concerns or develop the Board's next steps in dealing with them (which would typically involve seeking more information and analysis from management)

The Chair's ability to facilitate and manage the in camera sessions is an important factor. The success of in camera sessions often depends on the trust relationship between the Chair and the ED. Where there is a healthy, trusting relationship, the ED will have confidence that the Chair will ensure a fair and honest discussion and will bring back the issues to the ED.

Drafted:	Final draft January 4, 2024
Approved:	January 5, 2024
Amended:	
Approved:	
Amended:	