

 <p>The University of British Columbia Board of Governors</p>	<p>Policy No.: GA8</p>
<p>Long Title: Open, Closed and <i>In Camera</i> Meetings of the Board of Governors</p>	
<p>Short Title: Board Meetings Policy</p>	

1. Scope

- 1.1 This Policy applies to all meetings of the Board of Governors (the "Board") and Board committees (Committees).

2. Guiding Principles

- 2.1 The Board is committed to the principles of accountability and transparency to the students, faculty, staff, and alumni of the University and to the public which is served by the University. It is the intent of the Board to demonstrate this commitment by conducting its business at Board and Committee meetings, as much as possible, in open sessions.
- 2.2 Board decisions will only be made in accordance with official Board decision-making procedures at properly convened Board or Committee meetings or by means of electronic approval.

3. Process – Agenda Setting and Determination of Open/Closed

- 3.1 In developing agendas for Board or Committee meetings, as the case may be, the Chair of the Board, or Committee chair, as the case may be, will determine the designation of items for consideration in open, closed, or *in camera* session, at first instance and through consultation with Vice Chair(s), as applicable, and responsible member(s) of the Executive and the Board Secretary.
- 3.2 Decisions about which items of business are to be considered in open, closed, or *in camera* session will be made in accordance with the criteria set out below in section 4.
- 3.3 Meeting agendas will clearly indicate items for consideration in open, closed or *in camera* session. For closed sessions, the basis for closed designation of each agenda item will be indicated with reference to the excepted criteria and categories in section 4.
- 3.4 Notwithstanding the designation on the agenda for an item to be held in an open, closed, or *in camera* session, a Governor who wishes to discuss the classification of an item may raise the issue with the Board or Committee Chair, as applicable, in advance of a meeting. In addition, at any time and on the motion of any Governor entitled to attend the meeting, the Board or Committee may move into a closed or *in camera* session, as applicable, to discuss the

classification of an item, following which the Board or Committee Chair may re-classify the item. This provision is intended to be applied in a manner consistent with and in a way that upholds this Policy's commitments to the principles of transparency and accountability.

4. Criteria for Open, Closed, and *In Camera* Sessions

- 4.1 In determining which matters are to be considered in open, closed, or *in camera* sessions of Board or Committee meetings, as the case may be, overall consideration will be given to the principle that Board and Committee meetings should be open to the public, except where discussion or materials may include personal, competitive or commercial information or where discussion in open would be contrary to the best interests of the University.
- 4.2 Without limiting the full scope of such matters, the following will normally be considered in closed session:
 - 4.2.1 Confidentiality: matters which the Board of the University are required by contract or law to keep confidential;
 - 4.2.2 Privacy/Personal Information: personal information about University employees, students or volunteers, including the content of their conflict of interest declarations, as well as information about labour relations, human resources issues or management performance;
 - 4.2.3 Competitive or Commercially Sensitive Information: financial, contractual, or other information which, if disclosed, would put the University at a competitive disadvantage, or be prejudicial to a third party or otherwise not in the best interests of the University, including, for example, a proposed acquisition of property by the University;
 - 4.2.4 Legal/Litigation: information that is subject to legal privilege or that is about law enforcement, civil or criminal or administrative tribunal proceedings, or the security of the University's property or systems; and
 - 4.2.5 Other: other limited exceptions, including where discussion in open would be contrary to the best interests of the University.
- 4.3 Without limiting the full scope of such matters, the following will normally be considered in an *in camera* session:
 - 4.3.1 President and Executive appointment(s), performance and compensation matters;
 - 4.3.2 matters affecting the quality and effectiveness of a Board or Committee meeting; or
 - 4.3.3 internal governance matters, such as Board evaluations and Board attendance matters.



EXPLANATORY NOTES REGARDING THE BOARD MEETINGS POLICY AND ASSOCIATED PROCEDURES

Issued July 2019 by the Office of the University Counsel

The OUC has prepared these Explanatory Notes to provide context and background regarding the Board Meetings Policy. These Explanatory Notes do not replace or supersede the content of the Board Meetings Policy and its Procedures.

Policy Long Title: Open, Closed and *In Camera* Meetings of the Board of Governors

Policy Short Title: Board Meetings Policy

Policy Number: GA8

Responsible Executive: President

Responsible Board Committee: Governance Committee

Related Policies: N/A

History:

- The Board Meetings Policy was first approved by the Board of Governors in November 2008;
- The Board Meetings Policy was revised by the Board of Governors in February 2019;
- The Board Meetings Policy was updated in July 2019 to reflect a new policy identification system; it is currently identified as the Board Meetings Policy, its long title is Open, Closed and *In Camera* Meetings of the Board of Governors, and its number is GA8. The previous identification number for this policy was #93.

Related Legislation: N/A