

	☒ Policy ☐ Procedure ☐ Protocol ☐ Terms of Reference	Section <i>Policy&Procedure Board Manual</i>	Number 01-116
Board Affairs – Meeting of the Common Board			
Date Issued: Date Review/Revised: 2024-02-22 Next Review Date: March 2025			
Owner: Common Board of Directors (Common Board)	Reviewer(s): Governance and Nominating Committee	Approver: Governance and Nominating Committee	

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Except as expressly stated to the contrary herein, these Terms of Reference apply to both the Alexandra Marine & General Hospital (AMGH) and the South Huron Hospital (SHH). AMGH and SHH are referred to individually and collectively as the Hospital.

Purpose

Meetings of HHS Common Board of Directors are, unless otherwise stated, open to the public and staff. The policy for open meetings is intended to facilitate the conduct of the Common Board's business in an open and transparent manner, and generate trust, openness and accountability, while also ensuring that the Hospitals maintain a close relationship with the public, media, stakeholder groups and community partners. Meetings of the committees of the Common Board are not open to the public.

Policy

Members of the public are welcome to attend the meetings of the Common Board in accordance with the following policy:

Notice of Meetings:

A schedule of the date, location and time of the Common Board's regular meetings will be available from the Office of the Corporate Secretary, and will be posted on the Hospital's website. Changes in the schedule will be posted on the website.

Attendance:

To ensure adequate space is available, individuals wishing to attend must give at least 48 business hours' notice to the Office of the Corporate Secretary. The Common Board may limit the number of attendees if space is insufficient.

Conduct During an Open Meeting:

Members of the public may not address the Common Board or ask questions of the Common Board without the permission of the Chair. Individuals who wish to raise questions with the Common Board must contact the office of the Corporate Secretary 48 business hours in advance of the meeting.

Members of the public may be asked to identify themselves. Recording devices, videotaping and photography, by the public, are prohibited. Meetings or proceedings may be recorded by audio or video

means for the purposes of ensuring meeting minutes and document accuracy. Recordings are deleted after the meetings.

The Chair may require anyone who displays disruptive conduct to leave.

Agendas and Common Board Materials:

Agendas will be distributed at the meeting or may be obtained from the office of the Corporate Secretary prior to the meeting. Supporting materials will be distributed only to the Common Board.

In-Camera or Closed Session:

The Common Board may move *in-camera* in accordance with HHS In-camera Policy, close the meeting to the public or hold special meetings that are not open to the public where it determines it is in the best interest of the organization to do so.

The Chair may order that the meeting move in-camera. Any Common Board Director or Committee Member may request that a matter be considered in-camera. In either case, a vote will be taken and if a majority supports the motion, the matter shall be dealt with in-camera.

The following list of matters (not exhaustive) may, at the discretion of the Common Board, be dealt with in-camera:

- Matters concerning security;
- Matters that are or may be the subject of litigation, including matters before administrative tribunals;
- Professional staff appointments, re-appointments and any matters relating to suspensions, revocations or alterations to privileges;
- Human resource and labour relations issues and employment matters, including the President & Chief Executive Officer or Chief of Staff evaluations;
- Matters concerning property;
- The disclosure of matters of specific patient information or the risk thereof;
- Legal advice that is subject to solicitor-client privilege;
- Instruction given to or opinions received from a consultant(s);
- Negotiation of material contracts as established by the Signing Authority Policy of HHS;
- Some board governance matters such as peer review, board chair evaluation results, review of candidates for director positions, etc.
- Deliberations that may be necessary to decide whether the matter warrants being dealt with in an in-camera session of the Common Board or Committee;

Contact Information:

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Reference Documents	Guide to Governance, 3 rd Edition, 2016
ToR Approval Process	Governance & Nominating Committee: 2023-XX-XX