



SUBJECT	Classification of Agenda Items in Open, Closed and In Camera Sessions
SUBMITTED TO	Governance Committee
MEETING DATE	November 18, 2022
SESSION CLASSIFICATION	Recommended session criteria from Board Meetings Policy: OPEN
REQUEST	For input only - No action requested
LEAD	Alison Brewin, Governance Committee Chair
SUPPORTED BY	Karen Hakkarainen, Board Secretary

EXECUTIVE SUMMARY

A Governor requested that the topic of classification of agenda items into open, closed or in camera sessions of the Board and its Committees be added to the Governance Committee's agenda for discussion.

Criteria for open, closed and in camera sessions is set out under section 4 of the [Board Meetings Policy \(GA8\)](#) as follows:

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.

The language of the policy reflects the Board's commitment to conduct its business with openness and transparency to the extent possible and all agenda items brought before the Board or its committees are considered in relation to the Board Meetings Policy. While the criteria for closed and in camera classification listed above provide examples of how an item is to be classified, these criteria are not exhaustive and the Board Chair and Committee Chairs exercise discretion in determining the appropriate classification of agenda topics coming before the Board and its committees, considering the commitment to conducting business with openness and transparency.