



Homes First Society In-Camera Policy

Background:

“In-camera meetings/sessions are designed to address specific sensitive and confidential matters that are better initially discussed without notes being taken or without the harsh light of observers glaring” (“In-camera Sessions”, Brown Governance Newsletter, October 2009).

All capitalized terms used in this policy shall have the same meaning as ascribed thereto in the Homes First Society bylaws.

In-camera sessions should not be used as a forum to raise personal agendas or special interests.

Purpose:

The purpose of in-camera meetings is:

- To provide an opportunity for the Board to discuss particularly sensitive matters within the jurisdiction of the Board (such as litigation, labour relations or recruitment/retention, compensation, evaluation and discipline of CEO and other employees).
- To provide an opportunity for the Board to discuss sensitive internal governance matters.
- To provide a forum in which Directors who are reticent or reluctant to speak may indicate this and seek advice on the appropriate way to raise issues of concern.
- To provide an opportunity to discuss and deal with other entities or persons where the information being discussed may compromise the relationship of the Society with them or its relationship with its funders and partners.
- To discuss matters related to civil or criminal proceedings relating to the Society, its employees or Directors.
- To discuss personal information related to an individual.
- In the case of internal and external auditors, to safeguard the independence of those officers by providing direct access to the Board without members of the administration in attendance.

Participation:

- In-camera meetings involve only members of the Board (i.e., excluding employees of the Society) except where a conflict of interest is declared or is identified by the Chair of the Board. Employees may be invited to an in-camera meeting.
- An in-camera meeting with the CEO shall be held to discuss sensitive topics such as:
 - personal matters about an identifiable individual (e.g., a client or employee)
 - acquisition or sale of significant assets
 - labour relations or employee negotiations
 - litigation or potential litigation
 - receiving advice that is subject to solicitor-client privilege
- An in-camera meeting without the CEO may be held for:
 - personnel matters concerning the CEO
 - receiving the organization's audited financial statements and subsequent discussion with the auditors

Procedures:

- The Chair of the Board determines which items will be discussed during the in-camera meeting.
- The Board may entertain a motion at any time during a meeting to transfer an agenda item to an in-camera meeting. Only those persons authorized by the Board to remain at the in-camera meeting will be permitted to remain. Other persons will be asked to be excused.
- All of the Board's customary rules and practices of procedure will apply during in-camera meetings. Voting on items during an in-camera meeting shall take place in accordance with the regular provisions governing Board meetings.
- In-camera minutes should be a brief summary of discussions and not verbatim transcripts:
 - This can involve a brief summary of the options considered, or pros and cons raised, but opinions or options should not be attributed to any one individual; and
 - Minutes should identify that a vote was taken or consensus reached, but not identify how the vote was split in a majority decision, or how individuals voted, unless a Director wishes to have their objection or abstention recorded.
- Motions to go into and out of camera will be noted in the regular board meeting minutes.
- Board members, other than the Chair, should not discuss or distribute personal notes of in-camera meetings with non-attendees of the meeting.
- Decisions made in an in-camera meeting (including any in-camera discussion within a broader meeting) and, when appropriate, the factors considered in determining to hold a discussion in-camera, should be recorded in separate minutes. In absence of

the Secretary, the Chair is responsible for ensuring that an appropriate record of the discussion is kept.

- Minutes of in-camera meetings will be distributed to all Directors and require those persons to whom they are distributed to keep them confidential unless disclosure is specifically required by law.
- In-camera meeting minutes will be voted for approval at a subsequent Board or in-camera meeting (in person, by phone, via email, or electronic poll).
- Any requests for access to in-camera minutes by a non-Director or any other individual should be directed to the Chair of the Board.

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- Created in December 2018.
 - Approved by the HFS Governance and Nominating Committee on July 15, 2019.
 - Approved by the HFS Board of Directors on June 27, 2019.
 - This Policy applies to all Homes First Society Board of Directors' in-camera meetings.