



In-Camera Board of Directors Meeting

PREAMBLE

At times the Board of the Quadra Island Foundation needs to deliberate on sensitive matters related to the employment of the Executive Director (e.g. salary, evaluation, contract renewal); Board conduct; budgetary concerns; conflicts of interest; or, legal issues. In-camera is a private session at the Board meeting and can be held amongst Board members only or amongst the Board and its only employee, the Executive Director. Any other staff members are asked to leave. Board business shall not be conducted during an in-camera session. If any business is to be conducted or motions carried, the in-camera portion of the meeting shall end, and the secretary shall return to record any decision(s) for the minutes.

Typically, in-camera sessions will only last 10 to 19 minutes; however, if necessary, shall be limited to a maximum of 30 minutes per session without prior Chair of the Board (“Chair”) approval. Because of the nature of our organization, in-camera shall be vetted to the Chair or Chair designate prior to being placed on the Board agenda and held at a minimum, semi-annually. The in-camera session may be waived if no member identifies a need for the same.

The Chair must ensure the in-camera session remains focused on appropriate items and does not digress into areas that should be discussed in the presence of management. The Chair must exercise his/her authority to determine the appropriateness and relevance of issues raised in-camera and provide opportunities for all Board members to contribute meaningfully to the discussion.

In-camera sessions challenge the Board to assess whether the matter at hand pertains to confidentiality and/or secrecy. While confidentiality is important to good Board governance, secrecy can, and will, undermine it.

Confidentiality prevents undue harm to the Foundation and its assets, including volunteers, Board members and staff, and must be reconciled with transparency and accountability; that is, stakeholders are allowed to know enough and can question the processes and outcomes. Confidentiality unequivocally requires but does not strain trust.

Secrecy attempts to protect someone or something from scrutiny. It attempts to prevent accountability and cannot be reconciled with transparency. Secrecy demands, then misuse trust.

Confidentiality around the Board table is secured by the annual review and execution if appropriate of the following:

- Declaration of Conflict of Interest;
- Code of Ethics and Confidentiality;
- Code of Conduct

To preserve trust amongst the Board and between the Board and its employee, the Executive Director, there must be a strict criterion regarding in-camera sessions.

Policy Statement: In-Camera Session

When the Board decides to move In Camera, a motion is made to do so. When the Board moves out of the In-Camera session, a motion is also made to do so. These motions are recorded in the regular Board meeting minutes.

In-Camera discussions are not recorded in the regular Board meeting minutes. Minutes for In-Camera meeting are filed.

If there is a decision made by the Board when In-Camera, that decision is brought back into the regular Board meeting for approval.

Matters that will generally be dealt with in an in-camera session of Board members only include, but are not limited to:

- Employment of the Executive Director – evaluation, contract negotiations, discipline
- Internal issues regarding Board conduct

Matters that will generally be dealt with in an in-camera session of the Board collaboratively with the Executive Director include, but are not limited to:

- Budgetary concerns
- Conflicts of interest
- Legal issues

Monitoring

This policy will be reviewed every three years and receive an annual risk management report.