

In-Camera Board Meetings

In this policy, "**in camera**" means a closed session of a regular or special meeting of the Board not open to the public.

The purpose of this policy is to ensure the appropriate conduct of the Board's business while maintaining accountability, and generating trust, openness and fairness with the members.

The Board may move in-camera or hold special meetings that are not open to the public if it determines it is in the best interest of the Credit Union to do so. The Chair may order that the meeting move in-camera or any director may request a matter be dealt with in-camera in which case a vote shall be taken. If a majority of the Board members attending the meeting agrees, the matter shall be dealt with in-camera.

Matters that may generally be dealt with in an in-camera meeting include, but are not limited to:

- Matters relating to an individual board member or a prospective board member;
- Matters involving property;
- Matters involving litigation or potential litigation;
- Receipt of advice that is subject to solicitor-client privilege;
- Individual employee matters;
- Any matters where personal information about an individual will or may be revealed;
- Human resource and labour relations matters, including those pertaining to collective bargaining or terms of employment, including negotiations or potential negotiations;
- Contract matters including negotiations or disputes;
- Mergers or acquisitions, including negotiations or potential negotiations;
- Winding-up the Credit Union, including negotiations or potential negotiations;
- Matters which the Credit Union's internal or external auditor requests be discussed in camera;
- Matters which any regulatory body or authority, having jurisdiction over the Credit Union, requests be discussed in camera.

Confidentiality shall be maintained respecting all discussions undertaken by the Board in-camera.

Any board member, with the exception of someone who is deemed to be in conflict of interest, may attend all in-camera meetings. Senior management may be included in in-camera discussions at the discretion of the Chair. They will normally be excluded only when issues of their performance or remuneration are under discussion

Any matter considered in-camera shall remain confidential and shall only be communicated to the members once all sensitive issues have been dealt with, and the confidential nature of the matters under discussion has been respected. The method and timing of any communication to the members shall be decided by the Board in its discretion.

Minutes of a meeting that is held in-camera shall be kept separately and made available for scrutiny only to members of the Board and to anyone who may be authorized by the Board to see them.