

 <b>The University of British Columbia Board of Governors</b>	<b>Policy No.:</b>  <b>93</b>	<b>Approval Date:</b> November 2008  <b>Last Revision:</b> [none]
	<b>Responsible Executive:</b> President	
<b>Title:</b>  <b>Closed Meetings of the Board of Governors</b>		

## 1. General

1.1. The Board of Governors (the “Board”) is committed to the principle of accountability to the students, faculty and staff of the University of British Columbia (the “University”) and to the public which is served by the University. It is the intent of the Board to demonstrate this commitment by conducting its public business at meetings which are open to the public. However, certain matters are of a confidential nature and should be handled with due and appropriate sensitivity. This policy formally outlines rules and procedures that have been followed and will continue to be followed henceforth in respect of the holding of meetings in closed session.

## 2. Committees

2.1. The Board has constituted a number of committees (the “Committees”) to provide an efficient mechanism for targeted discussions. The Finance Committee, the Governance Committee, the Learning and Research Committee, the People, Community and International Committee, and the Property and Planning Committee (the “Regular Committees”) normally meet on the same day approximately one week in advance of the regular meetings of the Board.

2.2. The Audit Committee, the Employee Relations Committee, the Executive Committee, and the Management Resources Compensation Committee (the “Special Committees”) do not normally meet on the same day as the Regular Committees.

## 3. Closed Meetings

3.1. Each meeting of the Board and each meeting of the Regular Committees is normally comprised of an open session (open to the public) and a closed session (in-camera and not open to the public). Meetings of the Special Committees are normally held in closed session only. The open session of a meeting is normally held at the beginning, allowing members of the Board or the Committee, as the case may be, to defer consideration of items until the closed session of the meeting if it emerges during the course of discussion that the item should be considered in private.

- 3.2. Matters that are generally dealt with in a closed session include, but are not limited to:
  - 3.3.1. discussions and dealings with other entities or persons where disclosure of the information being discussed may compromise the relationship of the University with them or its relationship with its stakeholders;
  - 3.3.2. labour relations or human resources issues;
  - 3.3.3. financial, personnel, contractual and/or other matters for which a decision must be made in which premature disclosure would be prejudicial;
  - 3.3.4. matters which the Board or the University are required by contract or law to keep confidential;
  - 3.3.5. matters related to civil or criminal proceedings; and
  - 3.3.6. personal information related to an individual.
- 3.3. The Board Chair and, in the case of a Committee meeting, the Chair of the Committee, has discretion to determine whether a portion of the meeting or an agenda item arising at the meeting is to be conducted at a closed session.

#### **4. Attendance**

- 4.1. For meetings of the Special Committees, attendance is restricted to the members of the Special Committee and the Secretary to the Board unless otherwise authorized by the Chair of the Special Committee.
- 4.2. For meetings of the Regular Committees of the Board and of the Board itself, attendance is restricted to the members of the Board, the Secretary to the Board, and members of the University Executive (being the President, Deputy Vice Chancellor, Vice Presidents, University Counsel and Associate Vice President Human Resources) unless otherwise authorized by the Chair of the Regular Committee or the Board Chair, as the case may be.
- 4.3. In addition to the above, where individuals have been identified on the Board docket as having prepared the submission that is being considered by the Committee or the Board, those individuals may attend while the submission is being considered unless otherwise directed by the Chair of the Committee or the Board Chair, as the case may be.
- 4.4. Notwithstanding the above, the Chair of a Committee may authorize the attendance of other individuals for all or a portion of the closed session of the Committee meeting and the Board Chair may authorize the attendance of other individuals for all or a portion of the closed session of a Board meeting.

- 4.5. Board and Committee discussions during closed sessions are confidential unless formally resolved otherwise by the Board or the Committee, as the case may be. All participants and permitted attendees must respect this confidentiality.

## **5. Agenda**

- 5.1. For the regularly scheduled meetings of the Board and the Regular Committees, the Secretary to the Board prepared docket binders containing the agenda and supporting docket material for the agenda items that are to be considered in the open and the closed sessions of the meetings. The docket binders are provided to the members of the Board and the members of the University Executive. The portion of the agenda setting out the items that are to be considered on the open sessions of the meetings is made available to the public.
- 5.2. If, on receiving the Board docket, a member of the Board wishes to question the classification of an agenda item that has been designated "open" or "closed", the member is encouraged to convey the request to the Secretary to the Board well in advance of the scheduled Board meeting. The Secretary to the Board will take up such requests with the Chair of the Board, who will make a determination.
- 5.3. The material for the closed sessions of meetings, whether it is circulated prior to meetings or distributed at the meetings, is confidential and is only for the personal use of the members of the Board and the members of the University Executive to carry out their duties as members of the Board or the University Executive, as the case may be. Such material may be published or otherwise released only after formal and specific approval of the Board Chair and/or the President to do so, unless the material is already in the public domain.
- 5.4. If an agenda item is moved from the closed to the open session of the meeting, Board documentation relating to that item may or may not be released to the public as it may not be appropriate to publicise such documentation, given that it may have been prepared on the assumption that it was not for public release. The decision as to whether the documentation will be made public is made by the Board Chair and/or the President.

## **6. Minutes**

- 6.1. Minutes of closed sessions of the Board are approved at the next closed session of the Board.
- 6.2. Minutes from closed sessions are distributed only to those individuals who are authorized to attend such closed sessions. All such minutes are confidential unless resolved otherwise by the Board and all recipients must respect this confidentiality.