

In-Camera Board Meeting Policy

Policy: In-Camera Board Meeting	Approved by: Board of Directors
Version: V1 - November 2017	Review Date: 28 November 2019

1 Purpose

This policy will outline when and how in-camera Board meetings will be held. It contains information as to the purpose of holding in-camera Board meetings, the matters that should be discussed at such meetings, the preparation of the agenda and the procedural rules to be followed, including how minutes will be taken and kept.

2 Scope

Directors and non-Board members, including club management.

3 Principles

Board meetings are confidential meetings. They are not held in public. There is an expectation that the discussions held during the meetings are maintained in confidence. Meetings are most effective when, in addition to Directors, those people whose input is required attend and participate in the meeting. Most Board meetings include Directors and members of Senior Management as determined by the Commodore.

There are times when limitations are required on attendance by management, staff and other advisors who customarily attend meetings. Such meetings are considered to be in-camera Board meetings.

4 Procedures

The Board may meet in-camera if the subject matter deals with:

- a) Board issues such as internal problems and factions
- b) Board objectives and performance
- c) Board and management succession planning

- d) Reviewing the Manager's performance, remuneration and employment status
- e) Reviewing personnel and employment/labour matters
- f) Discussing government policies and their implications for the Club
- g) Discussing legal advice and litigation

4.1 Agenda of Board Meeting

A regular in-camera agenda item at the beginning and/or end of each Board meeting affords the opportunity to consider and, when applicable, hold an in-camera Board meeting.

The Commodore determines whether an in-camera Board meeting is required.

A Director may request an in-camera Board meeting. This request must be made to the Commodore prior to the Board meeting and outline the matter to be discussed. The Commodore will determine if an in-camera Board meeting is appropriate to deal with the matter.

4.2 Attendance

The Commodore should determine and announce who will remain in the in-camera Board meeting. When making this determination, the Commodore should generally restrict in-camera Board meeting attendance to:

- a) Directors holding Board responsibilities relating to the subject matter; and
- b) Staff members and/or outside advisors who are required to present or provide advice to the Board on the subject matter.

4.3 Discussion

The Chair of the Board meeting must ensure that Directors discuss only those items that have been identified as being required to be held in-camera, and do not hold discussions on new issues that are not properly in-camera matters. In most cases, formal Board decisions will not be made during in-camera Board meetings, but rather, once the regular Board meeting reconvenes immediately following the conclusion of the in-camera Board meeting.

4.4 Minutes

Minutes of in-camera Board meetings are generally not necessary as decisions are typically made and recorded following the confidential session (i.e. the Board will go in-camera to deliberate a matter and then come out of in-camera to record its decision).

Exceptions to this practice will apply in circumstances where the Board deems it necessary to withhold access to records of deliberations and/or decisions from management and staff.

The Manager will ordinarily remain to take the minutes or will be available for consultation to the Chair of the meeting, if business is to be conducted in the in-camera Board meeting. If the Manager is excused from the in-camera Board meeting, the Chair of the meeting should assign a minute taker from amongst the participating Directors, if required.

Minutes of an in-camera meeting should include, at a minimum, the following:

- a) The place, date and start time of the meeting;
- b) The persons present;
- c) Who served as Chair;
- d) The text of all resolutions;
- e) The results of votes on all resolutions;
- f) Any formal objections of Directors; and
- g) The time of adjournment.

There may be situations when those who regularly attend Board meetings should not have access to the pre-meeting materials or post-meeting minutes of an in-camera Board meeting. This is most likely to happen with members of Management. In order to maintain confidentiality, minutes of in-camera meetings should be filed separately from other records and only a restricted list of Directors should have access to them on a password protected file management system. These minutes are approved at an in-camera session at the next regularly scheduled Board meeting.

Directors and staff will treat with the utmost confidentiality all materials and information that is distributed for discussion in-camera.

4.5 In-camera Meeting Outcomes

If the in-camera Board meeting deals with the issue of;

- a) Reviewing the Manager's performance, remuneration and employment status

The Commodore and/or the Vice Commodore should meet with the Manager as soon as possible, to de-brief him/her on matters raised at the in-camera meeting(s), taking care not to attribute comments to particular Board members.