

IN-CAMERA POLICY

Approved by Resolution on April 13, 2017

A. Purpose

To assist Board members to understand why, when, how and the type of an In-Camera sessions of any meeting should be conducted and how records be kept.

All Board and Committee meetings are deemed non-public meetings and are not open to the general public or the media but are open to the members of the Board and committees respectively besides the specific employees designated by them all of whom are bound by a confidentiality agreement that survives their term.

B. Definition

For the purposes of this Policy, the term "Management" excludes the CEO and includes the other employees of CAPIC,

An In-Camera Session of a Board means only Directors, and not Management, are present. These meetings are termed as type II in camera meetings

The CEO will be excluded from an In-Camera Session to the extent the Session relates to the compensation, employment terms, performance or any other matter relating to the CEO. It may also be a matter that is exclusive and internal to the Board about one of its own members or a similar issue. These meetings are termed as type I in camera meetings for highly confidential matters in which only the Directors would participate

It is a Governance Best Practice that the Chair holds In-Camera Sessions at every Board meeting. The purpose of the sessions should be to provide an opportunity for Board members to have a full and unfettered discussion with respect to any matters that should not or could not be discussed in the presence of Management.

The confidentiality achieved from In-Camera Sessions is intended to address one or more of three purposes:

1. To protect the organization, its operations, economic interests and delivery of its mandate from harm that could result from the release of certain information that may be premature or could distort in transmission and may compromise a standing.
2. To protect individuals when the release of certain information would be an unreasonable invasion of their personal privacy.
3. That participants can freely express their opinions in the best interests of the corporation without fear of being quoted or targeted for point of view, be it dissent.

It is at the discretion of the Board or the Board Chair to determine whether or not a portion of the meeting be identified as an In-Camera Session.

An in-camera session where other members of staff, recording or technical support staff are included is a type III session.

C. Process

The Board may move In-Camera when it determines it is in the best interests of CAPIC to do so. The Chair of the meeting may order that the meeting move In-Camera or any Director member may request a matter be dealt with In-Camera in which case a vote will be taken and if a majority of the Board decides, the matter shall be dealt with In-Camera.

The Board and/or Committees of the Whole in In-Camera Session may consider and vote upon motions in the usual course. At the conclusion of Board and/or Committees of the Whole in In-Camera Session, the Chair of that portion of the meeting should ask for a motion to Rise and Report. Once that motion is passed and the Board is again meeting in the regular meeting, the Chair of the Board and/or Committees of the Whole in In-Camera Session will “present the Report of the of the Whole in In-Camera Session and move its adoption”, but without identifying even the subjects that were discussed during the In- Camera Session (all necessary particulars of which will be contained in the In-Camera minutes – see below).

D. Exceptions

Management, guests and/or legal counsel may remain during an In-Camera Session with the permission of the Chair.

E. Secretary of In-Camera Session

If the Secretary of the meeting is not a member of the Board, the Chair of the Board shall designate a person in attendance to act as the Secretary of the meeting.

F. Minutes of In-Camera Session

Minutes of In-Camera Sessions shall be kept separate from other minutes and securely stored by the President and the Chair as appropriate.

The draft minutes should be posted no later than 10 days after the meeting

G. Approval of In-Camera Minutes

Minutes of In-Camera Sessions shall be circulated to the Board and/or Committees of the Whole for approval at the next In-Camera Session of the Board and/or Committee.

Any notes taken by members of the Board and/or Committees of the Whole must be destroyed once the In-Camera Minutes have been officially adopted.

H. Orientation & Training

During the annual Board Orientation, the principles of proper In-Camera meetings will be reviewed and explained in detail with/to all Directors, new or continuing.

I. Access to In-Camera Minutes

Access to In-Camera minutes is restricted except as otherwise provided in this Section I. Current Directors, corporate counsel and current auditors may have access to In-Camera meetings of the Board. Other requests to view In-Camera minutes may be approved by the current Board Chair in consultation with corporate counsel.

All requests to access In-Camera minutes shall be made in writing to CAPIC's Board Chair. In-Camera minutes shall be viewed in person at the office of the President and no copies may be made.

J. Regular Review of In-Camera Minutes and Materials

At least once every two years, the Board Chair shall review all of the In-Camera minutes and materials that remains confidential and determines whether it is necessary to restrict such access, where the need to maintain such confidentiality no longer exists. The general principle is that records should not remain segregated from the other meeting records absent extraordinary circumstances and the Board Chair would ordinarily be expected to consult with the Directors involved if the Board Chair decides to prolong confidentiality.

K. General administration

When an in-camera meeting is called or asked for during a regular meeting, a motion is required to state the purpose and the type and the time should be noted. Same procedure applies when motions is made to rise and report and/or go out of camera. A person is designated to keep a record and create minutes. Such minutes should be printed on a colored paper to identify the type of session it was and adopted at the next similar meeting.

Except for the one master copy to be kept by the CEO or the Chair of the Board as appropriate, for corporate records, the rest should be shredded along with any in camera supporting material that may have been provided. Should transmission necessitate distribution by electronic means, all such material that includes but is not limited to the agenda, minutes and material should be double deleted upon completion of the meeting.

It is the responsibility of the Chair of the meeting who conducted the in camera session of type I meeting to debrief to the CEO by providing an outline of the matter discussed and a decision that was made as a result of that session. It is the CEO's corresponding responsibility to do the same for matters at a type II meeting to his or her senior management staff.