

Open/Closed Session Framework for the Board of Governors

Regular meetings of the Board of Governors of the University of Manitoba comprise of three sessions plus *in camera* sessions. The Board's desire is to consider matters in open meetings wherever possible. This framework describes these sessions what is typically included in each session.

1. Open Session

- Board business will be conducted in open session unless required by the principles articulated in this Framework.
- Open sessions are open to observers, and the agendas and minutes of these sessions are made publicly available on the University Governance website.
- Proceedings at open sessions of meetings of the Board are not confidential. Agendas, briefing documents, minutes, reports and other documents received by a Member for purposes of an open session are not confidential.

2. Closed and Confidential Session

- The Board meets in closed and confidential session to consider confidential business, such as matters concerning individuals, finance, acquisition, or disposal of property, and any other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University. Confidential matters could include:
 - i. Individuals/personal information
 - ii. Real estate or other purchasing matters where competitive advantage is involved
 - iii. Matters which will be referred to another group or agency, e.g., certain government matters
 - iv. Planning documents/discussions that are at the conceptual/development stage
 - v. Certain legal matters
- Attendance at closed and confidential sessions is limited to voting members of the Board, assessors, Vice-Presidents, governance staff and those invited to attend to assist with deliberations.
- Proceedings at closed and confidential sessions of meetings of the Board are confidential. Proceedings at meetings of committees of the Board are confidential, unless otherwise explicitly directed by the Board. Agendas, briefing documents, minutes, reports and other documents received by a Member for purposes of a closed session of a Board meeting or a committee meeting are confidential.
- During the term of the member and thereafter, confidential information received by a Member shall not be divulged to any other person without the express prior, written authorization of the Board. It is the responsibility of Members and any other person who receives confidential information to ensure the security of confidential information entrusted to them at all times. At the appropriate time, such documentation must be destroyed in a confidential matter. Members may return such documentation to the University Secretary for destruction.

3. Closed and Confidential Session- Matters Related to Labour Relations

- The Board meets in closed and confidential session - matters related to labour relations to consider confidential business, such as matters concerning personnel, labour relations, and any other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University. Such matters could include:
 - i. Individuals/personal information
 - ii. Confidential personnel matters
 - iii. Collective Bargaining matters and negotiations
 - iv. Matters which will be referred to another group or agency, e.g., certain government matters
 - v. Planning documents/discussions that are at the conceptual/development stage
 - vi. Certain legal matters
- Attendance at closed and confidential sessions related to labour relations is limited to voting members of the Board, Vice-Presidents, governance staff and those invited to attend to assist with deliberations.
- Proceedings at closed and confidential sessions related to labour relations meetings of the Board are confidential. Proceedings at meetings of committees of the Board are confidential, unless otherwise explicitly directed by the Board. Agendas, briefing documents, minutes, reports and other documents received by a Member for purposes of a closed session of a Board meeting or a committee meeting are confidential.
- During the term of the member and thereafter, confidential information received by a Member shall not be divulged to any other person without the express prior, written authorization of the Board. It is the responsibility of Members and any other person who receives confidential information to ensure the security of confidential information entrusted to them at all times. At the appropriate time, such documentation must be destroyed in a confidential matter. Members may return such documentation to the University Secretary for destruction.

4. In Camera Sessions

- *In camera* sessions are held during every meeting of the Board, normally following the Closed & Confidential – Matters Related to Labour Relations Session.
- The purpose of these sessions is to strengthen board governance, build accountability, and facilitate board independence from management. This process also fosters positive productive relationships between the board and administration. It is important to strike a balance between the need for candour and privacy and the standards of transparency.
- There are two types of *in camera* sessions:
 - **In Camera with the President** - attendance is limited to voting members of the Board, including the President. No other members of administration present except the University Secretary.
 - **In Camera: Board only without the President** - attendance is limited to voting members of the Board, excluding the President. The University Secretary does not attend these sessions, except when invited to do so by the Board Chair.
- Discussion during the *in camera* session with the President is generally limited to discussion regarding his or her performance evaluation or discussion regarding

his or her direct reports or sensitive matters concerning senior administrative staff.

- During the *in camera* session without the President, discussion may be related to the President's performance evaluation, the Board's relationship with the President, conflict in the Board's internal working relationships, and meetings with the auditor. This time typically serves as a chance for Board members to raise matters for the Chair to follow up or bring to a regular meeting with the President.
- The following would be inappropriate for an *in camera* discussion:
 - Discussing matters already dealt with on the meeting agendas
 - Taking decisions on matters of business
 - Revising or reversing decisions previously made with administration present
- No minutes are taken during the *in camera* sessions. The Chair of the Board or University Secretary debrief the President following the meeting on matters of concern, should any arise.