

## IN-CAMERA POLICY

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APPROVAL AUTHORITY	Board of Directors
RATIFIED BY	Board of Directors
RELATED DOCUMENTS	Conflict of Interest Policy, Responsibilities of a Director Policy, Non-Disclosure Agreement

### PURPOSE

This policy outlines the requirements and processes required for the Society to hold an in-camera meeting.

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### PART I: POLICY

1. Applicability
  - 1.1. "In-Camera meetings" are meetings that concern agenda items which pertain to land, legal, labour and finances of the Society.
  - 1.2. The items of any in-camera meetings are deemed to be sensitive in nature and are subject to the special rules outlined in this policy.
  - 1.3. In-camera meetings can take place during any other meeting of the Society but are considered their own meetings with their own separate agendas.
2. Confidentiality
  - 2.1. The minutes and proceedings of any in-camera meetings are confidential and available only to those persons who were eligible to attend the meeting. Minutes of the meeting will not be circulated but copies will be retained and archived by the Vice President Internal.
  - 2.2. Those who take part in the meeting, and SUS permanent staff granted permission by the Vice President Internal to consult the minutes in order to conduct effective operations, are deemed to have agreed to maintain the confidentiality of the proceedings.
  - 2.3. The Board will determine appropriate action(s) in response to violation(s) of the In-Camera Policy as set out in the Directors' Non-Disclosure Agreements.
  - 2.4. All in-camera information shall be released when no longer deemed confidential or damaging to the interests of the Society as determined in section 5.4.

### PART II: PROCEDURE

3. Initiation
  - 3.1. An in-camera meeting is initiated by a majority vote in any meeting of the Society.
    - 3.1.1. An independent in-camera meeting may be called, during which all business of the meeting is in-camera with no initiation vote necessary.

- 3.2. After a meeting is called and approved:
    - 3.2.1. Those who are ineligible to participate must leave the room for the duration of the meeting;
    - 3.2.2. Those who are eligible to participate must turn off and store all electronic devices, unless otherwise permitted at the meeting.
      - 3.2.2.1. Eligible participants may request the Vice President Internal or acting secretary to audio record the meeting, provided that:
        - 3.2.2.1.1. The request is approved by Board; and
        - 3.2.2.1.2. Recording is archived with the minutes.
  - 3.3. There must be an in-camera meeting agenda in order to initiate an in-camera meeting at the Board level.
4. Eligibility
    - 4.1. Only the following individuals are eligible to participate in in-camera meetings:
      - 4.1.1. Current Directors of the Board who have signed a current copy of the Society's Non-Disclosure Agreement;
      - 4.1.2. Other persons by majority approval of the Board; and
      - 4.1.3. Any SUS staff member delegated to take minutes.
    - 4.2. In-camera sessions shall be limited to issues of land, legal, labour or finance.
      - 4.2.1. The treatment of the term shall be limited to the acquisition, disposition, leasing or development of land and land improvements.
      - 4.2.2. The treatment of the term legal shall be limited to discussions with legal counsel, lawsuits, potential lawsuits, contracts and other matters pertaining to legal actions and/or results.
      - 4.2.3. The treatment of the term labour shall be limited to employees of the Society, the hiring process, and discipline of Board or committee members.
      - 4.2.4. The treatment of the term finance shall be limited to draft internal documents, detailed banking and investment information, and records that would compromise the confidentiality of other in-camera matters.
        - 4.2.4.1. This term shall not unreasonably impede upon a member's ability to inspect records of the Society as per the Society's bylaws.
5. In-Camera Minutes
    - 5.1. The Board and committees will take and keep the minutes of all in-camera meetings.
    - 5.2. The Board and applicable committees must ratify in-camera minutes at the next in-camera meeting.
    - 5.3. In-camera minutes and audio recordings must only be distributed to those who were eligible to participate in the in-camera meeting.
    - 5.4. Annually in June, the Vice President Internal will bring all of the previous administration's in-camera minutes to the Executive Committee for review. Once reviewed, the Executive Committee will decide by majority vote which minutes are no longer sensitive and/or damaging and may be released.
      - 5.4.1. Minutes (or sections therein) cannot be released if they contain active information on land, legal, labour or finance, or if the information contained would be damaging to the operations of the Society.
      - 5.4.2. Information withheld that is deemed to be damaging to the operations of the Society, but is no longer deemed active information on land, legal, labour or finance, cannot be held in-camera in excess of one year, and must be released in June of the year following that it was deemed inactive.