



<b>TITLE:</b>	Meeting Without Management		
<b>Manual/Policy#:</b>	Board of Directors # V-B-11	<b>Division:</b>	AGH/ FVM/ LCPS
<b>Original Issue:</b>	March 2018	<b>Issued by:</b>	Board Chair and Board Secretary
<b>Previous Date Reviewed:</b>	March 2018	<b>Approved by:</b>	Board of Directors
<b>Last Date Reviewed:</b>	March 2020	<b>Cross Reference(s):</b>	

**1. POLICY STATEMENT:**

Meetings without management present provide an effective opportunity to ensure that the Board exercises independent oversight of management, to assess the quality of material and information provided by management, to assess its own processes, to discuss areas where the performance of directors could be strengthened and to build relationships of confidence and cohesion among board members.

**2. SCOPE:**

This policy applies to meetings held without management present.

**3. GUIDING PRINCIPLES:**

Not applicable.

**4. DEFINITIONS (If applicable):**

An independent director is free of any special relationship with the organization. Members of the professional staff and employees shall not be considered independent directors for the purpose of this policy.

**5. PROCEDURE:**

The independent directors shall meet without management in connection with every regularly scheduled board meeting and as determined by the Board Chair or at the request of any two board members.

Ordinarily, the meeting without management in connection with a regularly scheduled board meeting will be held immediately following the In Camera meeting. Any other meeting without management must have an agenda that includes this information.

Such meetings shall not be considered meetings of the Board but rather will be for information purposes only. Minutes will not be kept, but the Chair may keep notes of the discussion.

The President & CEO and/or the Chief of Staff may be invited by the Chair to participate in a part of the meeting without management before being excused.

The Chair shall immediately communicate with the CEO and, as appropriate, the Chief of Staff any relevant matters raised in the meeting.

Unless determined otherwise during the discussion, any matters requiring follow-up will be reported back to the Board by the Chair, the CEO and/or the Chief of Staff.

**6. REFERENCES (If applicable):**

Campbellford Memorial Hospital, Meeting Without Management policy, September 2012  
Carleton Place & District Memorial Hospital Meeting of the Board Trustees Without Management policy, January 2014 (AGH only)  
Kingston General Hospital, Meeting Without Management policy, April 2017

**7. APPENDICES (If applicable):**

Not applicable.

**Evaluation**

This policy will be reviewed every two years.