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### **1.A-2003: Board of Governors Meetings**

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#### **1. Nature of Meetings**

- 1.1 Open Meetings  
Regular meetings of the Board of Governors shall be open to the public.
- 1.2 Closed Meetings  
Closed meetings of the Board of Governors may be held at the discretion of the Board to deal with confidential matters. Any regular meeting, normally open, may be declared closed at any time by a motion carried by the Board.
- 1.3 Rules and Regulations  
The Board may, subject to the provisions of this policy, adopt rules and regulations for the conduct of its meetings.

#### **2. Minutes of Board Meetings**

- 2.1 Preparation of the Minutes  
Minutes of the regular and special meetings of the Board shall be prepared by the Secretary of the Board.
- 2.2 Distribution of Minutes  
Minutes of regular and special meetings of the Board shall be sent via e-mail to all Board members within a week to ten days following the said meeting.
- 2.3 Official Minutes  
Minutes shall be considered official only when approved by the members present at the next regular meeting of the Board.
- 2.4 Distribution of Official Minutes  
Official minutes are considered to be a public document.

<b>Approval Authority</b>	<b>Responsible Office</b>	<b>Effective Date</b>	<b>Date Last Revisited</b>
<b>Board of Governors</b>	<b>President's Office</b>	<b>February 28, 2003</b>	<b>December 9, 2019</b>

A record of the proceedings of official minutes shall be kept in a book or books for that purpose, which shall always be open for the inspection by any Board member or members of the University community. Copies of the minutes will be kept in the President's Office and the St. Mary's University Folder.

#### 2.5 Contents of Minutes

The minutes of the Board meetings shall be complete to the extent that they contain the essence of all viewpoints expressed and a report of actions rejected as well as actions approved, with a record of the vote when a count is made.

Official Minutes of the Board shall contain the following information:

1. List of members present
2. Date of meeting
3. Identification of substance of motion
4. Actual wording of motion
5. Name of person making motion
6. Action taken upon motion
7. Distribution of voting, when requested
8. Such background material to the motion as is necessary for future reference
9. Reports for information

### 3. 'In Camera' Sessions

3.1 The following matters, which shall be considered by the Board as 'In Camera' Sessions, will be available only to Board members and senior administration staff who sit as observers and advisors to the Board:

- a) Nominations
- b) Elections
- c) Recommendations from the Academic Council concerning appointments, tenure, or promotion
- d) Suspensions or removal
- e) Agenda items concerned with remuneration of individuals
- f) Agenda items concerned with contracts
- g) Any other matter deemed appropriate by the Board

Any requests for access to 'In Camera' information from any other source must be made in writing and approved by the Board Chair and/or the President who, in turn shall determine whether access is to be granted and in what form.

A request by a member of the internal University community to obtain access to the minutes and records of Board committees (with the exception of senior administration staff who sit as observers and advisors to the Board) shall be submitted to the Secretary of the Board as appropriate. The Secretary who receives the request shall communicate it to the Chair of the Board or the President, who, in turn shall determine whether access is to be granted and in what form.

### 3.2 Confidentiality: 'In Camera' Meetings

At the commencement of every general meeting of the Board or any committee of the Board held 'in camera', the Chair of the meeting shall, before any business comes before the meeting, bring Clause 3 of this policy to the attention of all present and afford an opportunity for inspection.

Attendance at a meeting of the Board or any committee of the Board held 'in camera', unless notice is given to the Chair of intention not to be bound by the provisions of Clause 3, shall confirm the agreement of each person attending to respect the confidentiality of the proceedings of the Board or committee while sitting 'in camera'. He or she will not, without the consent of the Board or committee, communicate to any third party in any manner whatsoever, other than to a member of the Board, an Officer of the University, a person present at the meeting, anything touching or concerning any matter or decision discussed or made at such meeting.

If any person in attendance at a meeting of the Board or any committee of the Board, held 'in camera', shall give notice of his or her intention not to be bound by the provisions of Clause 3, the Chair shall, subject to a resolution of the Board supported by a majority vote, adjourn the meeting, after having informed members that it will be reconvened at a later time.