

Category: BOARD POLICY – BOARD PROCESS	
Title: Board Meeting Guidelines	Reference Number: AB240
Approved by: PHSA Board of Directors	Last Approved: September 29, 2022 Last Reviewed: June 22, 2023

I INTRODUCTION

The Board values transparency in its governance role and encourages public participation in its Board Meetings. Every scheduled meeting of the Board will, unless the Board determines otherwise, be a combination of a session which is open to the public (an “Open Session or Meeting”) and a session which is closed to the public (a “Closed Session or Meeting”). These guidelines set out processes to support the Board in fulfilling this responsibility.

II POLICY

A. Types of Meetings

There are two types of meetings that Board members can expect to attend during their tenure, Open Board Meetings and Closed Board Meetings. The agenda will indicate the type of meeting and, depending on the nature of the discussion, items can be moved between open and closed agendas.

Open Board Meetings

This type of Board Meeting is open to all staff and the public.

- i) The Board is scheduled to meet five to six times a year. The frequency of meetings may be changed at any time in the discretion of the Board. The schedule of Open Board Meetings will be available on the PHSA website.
- ii) The meeting will be held in accordance with the Bylaws of PHSA and Roberts Rules of Order.
- iii) Any person wishing to attend “in-person” Open Board Meetings of the Board in the capacity of an observer is entitled to do so and welcomed by the Board. Due to space limitations, and to assist in planning, members of the public wishing to attend in person are invited to advise the board office (Donna Nordmann, Board Liaison & Executive Administrator, 1333 West

Broadway, Vancouver, BC, V6H 4C1, 2nd Floor, Phone: 604-675-7499, Email: board.office@phsa.ca) To comply with fire and other regulations, attendance may be restricted based on room size. PHSA will provide the public an opportunity to participate in an open meeting virtually through video or teleconference facilities. All public participants will find the information to access the meeting on the PHSA website with the scheduled start time.

- iv) Proper and respectful meeting decorum is expected of all attendees. The Chair may require anyone who is disruptive and interferes with the proper conduct of the meeting to leave or to have their virtual access terminated.
- v) A schedule of the dates, locations and times of the PHSA's Open Board Meetings will be established annually and will be posted on the PHSA website.
- vi) Reasonable efforts will be made to post the Open Board Meeting agendas to the PHSA site at least ten (10) business days before the meeting.
- vii) Within the exception of recording done by PHSA, or otherwise approved by the Chair, no one is permitted to take or transmit any photograph, video or audio recording of any portion of the meeting.
- viii) Participation in discussion of the Board is limited to Board members, the CEO and other management personnel or third parties who may be present at the invitation of the Board.
- ix) The Board vests in its Chair or presiding officer the authority to adjourn the meeting prior to the conclusion of Board business, if in the opinion of the Chair, reasonable decorum is not observed.
- x) Where the Board determines that all agenda items for a particular meeting are to be addressed in the Closed Board Meeting, there will be no Open Board Meeting.
- xi) Meetings of the Board Committees are not open to the public, however the reports from the Committee Chairs on such meetings will regularly be presented to the Open Board Meetings.

Public Participation

- i) Public participation is permitted at Open Board Meetings and provides an opportunity for persons or groups to address the Board. Members of the public may participate either through delivering a presentation or participating in a question and answer session. The following requirements must be met when presenting:

- The Board may permit members of the public to make a presentation to the

Board concerning matters relevant to the governance responsibilities of the Board of PHSA.

- Persons wishing to address the Board must provide a written notice of a request to address the Board meeting to the Executive Liaison of the Board at least fifteen (15) days in advance of the meeting via a “Request to Address the Board” form on the PHSA website indicating the identity of the person(s) proposing to address the Board (mailing address, email and telephone number), a description of the specific nature of the matter proposed to be addressed in a 200-300 word summary, and the group/delegation they represent.
- The Executive Liaison of the Board will direct these requests to the Chair who will discuss these with the CEO and determine whether to include the presentation on the agenda.
- Given that the number of presentations that the Board is able to hear is limited, individuals or groups who have made presentations to the Board on a similar or related subject within the past year will be given lower priority than individuals/groups who have not yet or not recently had the opportunity to present to the Board.
- Persons not permitted to address the Board will be so notified. The Chair may decline to hear any presentation in his or her discretion, having regard to the Board’s interest in engaging with patients, the public and other stakeholders in such a way as to allow the Board to perform its governance responsibilities more effectively. For example, the Board will decline to hear presentations from groups or persons who appear to be wishing to use the opportunity to advance their own commercial interests or to utilize the open forum as an opportunity to elevate a dispute or grievance with the organization where another avenue for resolution of the matter is more appropriate.
- Persons addressing the Board are required to:
 - ensure their presentation is ten (10) minutes which is entirely within the discretion of the Chair and may be extended (the total time for public presentations is 45 minutes including questions);
 - preface their presentation by stating their name, address and group affiliation (if relevant);
 - to speak only on the subject for which they have received approval to address the Board, unless otherwise requested by the Chair during the meeting; and
 - maintain proper and respectful meeting decorum when addressing the Board.
- The Board vests in its Chair or presiding officer authority to terminate the presentation of an individual/group which does not adhere to the rules established above and may request the individual to leave the meeting if they do not observe reasonable decorum.

- Following the meeting, the Chair will communicate in writing to the presenter or spokesperson for the delegation, acknowledging the presentation and outlining any actions to be taken by PHSA in response.
 - Each Public Presentation Session will be advertised prior to each Open Board Meeting and posted on the PHSA website.
- ii) Public Participation is also permitted at Open Board Meetings through a Question and Answer (Q&A) session. A Q&A period of ten (10) minutes is provided at each Open Board Meeting. Each Q&A period is posted on the PHSA website prior to each Open Board Meeting. With respect to participating in the Q&A, the public must adhere to the following:
- Members of the public may not address the Board or ask questions without the permission of the Chair.
 - Persons or groups wishing to ask questions of the Board relating to their governance responsibilities may submit them in writing by letter or email prior to the Board meeting, or in writing at the time of registering for the Public Q&A.
 - Members of the public asking the question must identify themselves and who they represent.
 - Members of the public asking a question are permitted one (1) question and one (1) supplementary question.
 - All questions must be directed at the Chair who will read the question and respond. The Chair may respond to the question, redirect the question or take it under advisement if appropriate.
 - When a question is taken under advisement, the Chair will identify the means by which the answer will be provided.
 - Members of the public who have a question but cannot personally attend, will receive a written response.
 - Questions will be answered on the order they are received.
 - To preserve the ability to entertain questions from the largest number of people, and to manage time effectively, the Board Chair reserves the right to limit the number of questions from individuals or groups.
 - Motions are not considered in this part of the meeting.

Closed Board Meetings

This type of meeting is open to staff involved in discussion items, but closed to the

public with the following elements:

- i) At the beginning of the Closed Board Meeting, the Board will pass a motion approving the Closed meeting agenda.
- ii) Minutes are recorded for these meetings but are not published on the PHSA website.
- iii) These meetings are closed in order to protect the personal privacy of individual and companies, public interest, and financial matters.
- iv) The Board, in exercising its discretion to address certain items of business in camera, will be governed by the applicable provisions of the Freedom of Information and Protection of Privacy Act (FOIPPA), the Evidence Act (EA) and other applicable legislation. Appendix A includes the relevant provisions of FIPPA, and EA.
- v) The invited staff include PHSA's senior management and the CEO shall determine which representatives of PHSA should present at closed meetings. As participants of these meetings, these individuals will be required to abide by PHSA's Board policies.
- vi) The Board will determine the items of business that will be conducted in the closed meeting by balancing the Board's commitment to transparency in its proceedings by balancing the interests as mentioned above.
- vii) The invited participants referred to above may be invited to in camera Board Meetings but may be requested to leave by the Chair when issues need to be addressed by the Directors only.
- viii) Meetings of Committees of the Board are not open to the public, however, reports from the Chairs of the Committees will be presented at the Open Meeting.

Policy Created on: April 17, 2003

Revision Dates:

June 11, 2003	December 7, 2004	June 23, 2005	February 9, 2006	April 13, 2011
April 23, 2014	October 21, 2015	October 19, 2016	April 25, 2018	April 25, 2019
November 26, 2020	September 29, 2021	September 29, 2022	June 22, 2023	

***APPENDIX A: RELEVANT PROVISIONS OF THE FREEDOM OF
INFORMATION AND PROTECTION OF PRIVACY ACT (“FOIPPA”) AND
THE EVIDENCE ACT***

There are a number of provisions in *FOIPPA* that are relevant to the exercise of discretion by the Board to exclude the public from its meetings, or portions of its meetings. *FOIPPA* sets out categories of information and records that the PHSA is either prohibited from disclosing or is permitted to refuse to disclose to third parties. Section 51 of the *Evidence Act* prohibits PHSA from disclosing certain information from a Quality Assurance Committee that has been so designated under the *Evidence Act*.

The classifications of protected information in *FOIPPA* and the *Evidence Act* may be used by the Board as a guide when deciding the items of business on the Board meeting agenda that will be heard in camera, namely:

- i) Advice or recommendations developed by or for the PHSA or its member agencies [section 13 *FOIPPA*].
- ii) Information that is subject to solicitor-client privilege [section 14 *FOIPPA*].
- iii) Information where the disclosure could reasonably be expected to harm the security of any property or systems of the PHSA or its member agencies [section 15(1) *FOIPPA*].
- iv) Information received by the PHSA in confidence from the government [section 16 *FOIPPA*].
- v) Information where the disclosure could reasonably be expected to harm the financial or economic interests of the PHSA, its member agencies or the government [section 17 *FOIPPA*].
- vi) Information where the disclosure could reasonably be expected to harm an individual's safety or mental or physical health or interfere with public safety [section 19 *FOIPPA*].
- vii) Information that would reveal trade secrets or the commercial, financial, labour relations, scientific or technical information of an individual or company [section 21 *FOIPPA*].
- viii) Personal information of individuals, including patients and employees of the PHSA and its member agencies [section 22 *FOIPPA*].
- ix) Information related to abortion services [section 22.1 *FOIPPA*].
- x) Information submitted by quality assurance committees, including quality assurance committees designated under section 51 of the *Evidence Act*.