



ENGINEERS &  
GEOSCIENTISTS  
BRITISH COLUMBIA

## POLICY

<b>POLICY</b>	Guidelines for Board In-Camera Sessions after the Regular Closed and Open Board Meeting, CG-8
<b>NUMBER OF POLICY</b>	CO-23-30
<b>DATE OF POLICY</b>	February 17, 2023
<b>APPROVED BY</b>	The Board

- Attendance is limited to all Board members only except that the CEO will attend the initial portion of the meeting to participate in discussions pertaining to staff and/or to follow up on requests for information from Board members. The session may be attended by other staff, when deemed appropriate by the CEO and Chair.
- The primary purpose of these meetings is for Board reflection, to carry out a self-assessment of the overall effectiveness of the Board during the previous closed and open Board meetings and to make recommendations for improvements.
- The Board Meeting Effectiveness Checklist is to be used as a guide to support the Board's self-assessment of the Board Meeting.
- In-Camera sessions can also be used as information sharing amongst the members of the Board.
- Items that should be dealt with as a closed or open Board meeting item should not have a substantive discussion at the In-Camera sessions. Any formal Board decisions that should be made at the closed or open Board meetings shall not be made at the In-Camera sessions.
- While no formal agenda is prepared for In-Camera sessions, the format includes a post-meeting brief with the CEO, meeting self-assessment and a general update/check in from the Board Chair.
- Minutes are not prepared for the In-Camera sessions, and any follow up requests should be noted by the Chair (usually the current Board Chair) and subsequently conveyed to the CEO at the earliest opportunity.
- In-Camera sessions are generally not longer than 30 minutes in duration but there may be times when more time is required due to the nature of the items being brought forward.

# BOARD MEETING EFFECTIVENESS

## CHARACTERISTICS OF AN EFFECTIVE MEETING

### **Agenda**

1. Agenda topics are clear, focused, appropriate and reflect the annual work plan.
2. There is a clear link between agenda items and the organization's strategic priorities.
3. A consent agenda is used for items that do not require Board discussion.
4. Adequate discussion time is given to all agenda items with the most critical or strategic items being dealt with first.

### **Materials**

5. Meeting materials are provided with enough time to adequately prepare for the meeting.
6. Meeting materials are clear, concise and help Board members focus on the issues that need to be considered at the meeting.
7. Board members have a clear understanding of the objectives for the meeting and for each agenda item.

### **Chair**

8. The Chair guides the meeting efficiently and effectively, keeps discussions on track, and encourages participation.

### **Meeting Participation**

9. The meeting starts and ends on time.
10. All Board members are prepared for the meeting.
11. Discussions are focused primarily on strategic/governance matters as opposed to operational items.
12. All Board members contribute to, or are encouraged to contribute to, discussions and decision-making.
13. There is a robust discussion that is respectful and meaningful, and any disagreements are handled appropriately.
14. There is a clear unity amongst Board members once decisions are made.

### **Meeting Follow-Up & Effectiveness**

15. Follow-up actions and responsibilities are clearly identified and assigned.
16. The meeting is effective overall.

## MEETING EFFECTIVENESS CHECKLIST

<b>1. The agenda was clear and realistic for the allotted meeting time.</b>
<b>2. Agenda topics were appropriate (reflected the Board’s terms of reference and annual road map).</b>
<b>3. Appropriate information was available to support the Board in making informed decisions.</b>
<b>4. Time was used effectively and discussions were focused.</b>
<b>5. Discussion was respectful and disagreements were handled appropriately.</b>
<b>6. We maintained a strategic perspective and avoided getting into administrative/operational details.</b>
<b>7. We held each other accountable for keeping discussions at the right level and practiced “smart trust<sup>11</sup>”?</b>
<b>8. The chair guided the meeting effectively and encouraged Board members to share opinions openly.</b>

From your observations today, are there any items that should be considered as reminders to improve meeting effectiveness for the next meeting, or items that should be covered in a “Governance Moment” at the next Board meeting?

## REVISION AND APPROVAL LOG

February 17, 2023 (CO-23-30) – Revisions authorized by Board<sup>2</sup>

June 25, 2021 (CO-21-83) – Updated and approved by Council

April 17, 2015 (CO-15-51) – Approved by Council

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<sup>1</sup> Maintaining a respectful balance between strategic oversight and operations, where Board members ask tough questions and challenge assumptions while sending the message to Management that “we support and trust you”

<sup>2</sup> Revisions to align with legislative terminology changes