

Board of Governors Agenda Setting Supplementary Guidelines

Purpose

These guidelines supplement the Board of Governors By-Law provisions to provide additional guidance to the Chair and Secretary of the Board when drafting agendas for meetings of the Board of Governors (“the Board”).

Guiding Principles

Use of closed sessions should be limited. The Board endeavours to balance transparency and accountability to the Laurentian University community with the institution’s competitive and commercial interests when setting meeting agendas. The Board acknowledges that the majority of business should be transacted in open session, to the extent that doing so would not disclose personal, competitive, or commercial information or would not be otherwise contrary to the best interests of the University.

The possibility of discomfort when discussing potentially controversial items in open session is, alone, not sufficient reason to justify considering business in closed session. The Board Chair may determine that an item will be discussed and/or approved in closed session where discussion or materials may include personal, competitive, or commercial information or where doing so in open session may reasonably be viewed as potentially compromising the University’s competitive or commercial interests.

Guidelines for Drafting Agendas

As stated in the By-laws, section 2v, closed sessions (formerly known as “in camera” sessions) are for the consideration of confidential business. “Confidential business” may generally be described as confidential if the disclosure of such business might be prejudicial to an individual or not in the best interest of the University. Business that does not align with the categories listed below will normally be considered in open session, unless it is determined that doing so would compromise the University’s competitive or commercial interests and/or may contain personal information or competitive commercial information of a third party supplied in confidence. Items normally considered in closed session include, but are not limited to:

1. Personnel and human resources matters
2. Personal matters about identifiable individuals
3. Items containing the personal information of an individual, where consent to disclosure has not been obtained
4. The competitive or commercial information of a third party supplied in confidence
5. Acquisition or disposition of property, including leasing, where terms and conditions contain competitive or confidential information
6. Terms of gift agreements including the value of gifts, donor profiles, and proposed recognition
7. Legal, regulatory, and legislative or contract compliance matters, including matters related to litigation and/or containing privileged information and/or advice

8. Nominations to the Board, its committees, and/or other bodies
9. Safety and security of the institution, including its people, property, and resources
10. Items containing the competitive or commercial information of the University or of its agents, faculty, staff or students including enterprise risk management advice
11. Any matter which the Board or a Board Committee decides, by a majority vote of those present and voting, should be considered in a closed session.

Procedure

The Secretary of the Board, in consultation with the President, will draft agendas using these guidelines for the designation of items as open or closed session business in the first instance. The Chair of the Board, on the advice of the Secretary of the Board and the President, will make the final determination on the designation of items prior to the agenda being distributed.

Attendance at closed session meetings is limited to voting governors, Secretariat staff, and those invited to attend by the Board to assist with its deliberations.