POLICY ON MINUTES OF BOARD OF GOVERNORS AND BOARD COMMITTEE MEETINGS

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Related University Policies and Procedures :	• Laurentian University of Sudbury Act • General By-Laws of the Board of Governors • Board Agenda Setting Guidelines

1. Purpose

This Policy seeks to:

1.1. establish a consistent framework for the preparation, circulation, approval, correction, retention and, where applicable, publication of Board and Committee minutes;

1.2. promote transparency and accountability through the accurate documentation and communication of Board and Committee decisions;

1.3. support consistent governance practices across the Board of Governors and its Committees; and

1.4. balance transparency and accountability with the need to preserve the confidentiality of matters appropriately considered in Closed Session, in accordance with applicable legislation, Board governing documents, and governance best practices.

2. Scope

2.1. This Policy applies to the Board of Governors, all Standing Committees of the Board, and any ad hoc, special, or other committee established by the Board, unless the Board expressly determines otherwise.

2.2. This Policy governs the preparation, circulation, approval, correction, retention and, where applicable, publication of minutes arising from Open and Closed Sessions of the Board and Committees to which this Policy applies.

2.3. This Policy does not apply to Senate or Senate Committees, administrative meetings, advisory committees or other University Committees operating under separate governance frameworks.

3. Definitions

3.1. ***Member:*** A voting or non-voting individual duly appointed or otherwise entitled to participate as a member of the Board or applicable Committee in accordance with the University's governing legislation, Board By-laws, applicable terms of reference, or other governing documents. For the purposes of the circulation of minutes under this Policy, references to members entitled to participate in a session include both voting and non-voting members who are authorized to participate in that session.

3.2. ***Board***: The Board of Governors of Laurentian University, as defined in the Board By-laws.

3.3. ***Committee***: A Standing Committee, ad hoc committee, special committee, or other committee established by the Board of Governors pursuant to its governing documents or by resolution of the Board, unless otherwise specified.

3.4. ***Closed Session*****:** A portion of a Board or Committee meeting designated as Closed Session in accordance with the Board's Agenda Setting Guidelines for the consideration of confidential business.

3.5. ***Decision*****:** A motion, resolution, or other formal action approved by the Board or a Committee.

3.6. ***Minutes*****:** The official record of the proceedings, decisions, resolutions, and actions of a meeting of the Board or one of its Committees, once approved in accordance with this Policy.

3.7. ***Open Session:*** A portion of a Board or Committee meeting that is open to the public and at which business is conducted that does not require consideration in Closed Session.

3.8. ***University Secretariat:*** The Office of the University Secretary which is responsible for overseeing the preparation, maintenance, and custody of the official records of the Board and its Committees.

4. Principles

4.1. **Accountability**: Board and Committee minutes serve as the official governance record of proceedings and support accountability through the accurate documentation of decisions, resolutions, and actions.

4.2. **Transparency**: Transparency shall be promoted through the accurate documentation and communication of governance decisions, while respecting legitimate requirements for confidentiality.

4.3. **Confidentiality**: Confidential information entrusted to the governance process shall be protected in accordance with applicable legislation, the Board By-laws, and the Board's Agenda Setting Guidelines. Confidentiality supports effective governance by safeguarding the University's legal, fiduciary, financial, labour relations, commercial, and privacy interests.

4.4. **Consistency:** Board and Committee minutes shall be prepared, maintained, and managed in a consistent manner to promote clarity, accountability, and confidence in the University's governance processes.

4.5. **Effective Governance:** Board and Committee minutes shall support effective governance by providing an accurate official record of decisions and actions while enabling members to engage in candid, informed, and effective deliberations on matters appropriately considered in Closed Session.

5. Roles and Responsibilities

5.1. **Board of Governors:** Responsible for approving this Policy, approving amendments to the Policy and approving Board meeting minutes.

5.2. **University Secretariat**: Responsible for:

- 5.2.1. administering this Policy;
- 5.2.2. overseeing the preparation and maintenance of Board and Committee minutes;
- 5.2.3. serving as the official custodian of the governance records of the Board of Governors and its Committees;
- 5.2.4. coordinating publication of approved Board Open Session minutes;
- 5.2.5. safeguarding confidential governance records; and
- 5.2.6. reviewing the Policy and recommending amendments as appropriate.

5.3. Board and Committee Members: Responsible for reviewing and approving meeting minutes, as applicable to their respective Board or Committee, maintaining the confidentiality of Closed Session discussions and records; and supporting the consistent application of this Policy.

6. Policy

6.1. Preparation of Minutes

6.1.1. Minutes shall provide an accurate record of the business conducted and the decisions and actions of the Board or Committee. As applicable and appropriate to the business considered, minutes may include:

i. the date, time, and location of the meeting;
ii. attendance, regrets, guests, and confirmation of quorum;
iii. declarations of conflicts of interest and recusals;
iv. approval of the agenda and previous minutes;
v. the text of resolutions and the disposition of motions;
vi. voting results and abstentions, where required or appropriate;
vii. action items arising from Decisions of the Board or Committee;
viii. reports received or considered; and
ix. other matters required by applicable law, the University's governing legislation, Board governing documents, or the Board's Agenda Setting Guidelines.

6.1.2. Minutes should provide sufficient information to document the business conducted, decisions made, and actions authorized, having regard to the nature and significance of the matter considered. Minutes are not intended to constitute a verbatim transcript or detailed summary of deliberations.

6.1.3. Comments, opinions, or positions should not normally be attributed to individual Members. Attribution may be appropriate where required by law, expressly directed by the Board or applicable Committee, or requested by the Member and approved by the Chair.

6.1.4. Draft minutes are preliminary records prepared for review and approval and do not constitute the official record of the Board or applicable Committee unless and until approved.

6.1.5. Draft minutes should be circulated or otherwise made available in accordance with this Policy and established Board governance practices. Draft Board Open Session minutes may be included in a publicly available Board meeting package prior to approval, provided they are clearly identified as draft.

6.1.6. Draft Closed Session minutes shall remain confidential and should be circulated only to persons authorized to receive them.

6.1.7. Draft minutes should normally be presented for approval at the next regular meeting of the Board or applicable Committee, unless circumstances require otherwise.

6.1.8. Members entitled to participate in the session to which the minutes relate may propose corrections to Draft minutes. Corrections should generally relate to the accuracy, completeness, or clarity of the record and should not be used to reopen or reconsider a substantive Decision of the Board or Committee.

6.1.9. Corrections accepted as part of the approval process should be incorporated into the approved minutes.

6.1.10. Once approved, minutes may be amended by resolution of the Board or applicable Committee where necessary to correct or clarify the official governance record. Any such amendment should be documented in a manner that preserves the integrity of the record.

6.2. Board Open Session Minutes

6.2.1. Board Open Session minutes constitute the official public governance record of the proceedings of the Open Session of the Board of Governors.

6.2.2. Board Open Session minutes shall be circulated to Members entitled to participate in the applicable Open Session in advance of the meeting at which they will be considered for approval. Draft Board Open Session minutes may also be made publicly available as part of the Board's Open Session meeting package.

6.2.3. Once approved by the Board of Governors, Board Open Session Minutes shall be published on the Laurentian University website as soon as reasonably practicable.

6.3. Committee Open Session Minutes

6.3.1. Committee Open Session minutes constitute the official governance record of Committee proceedings.

6.3.2. Committee Open Session minutes shall be circulated to Members entitled to participate in the applicable Open Session in advance of the meeting at which they will be considered for approval.

6.3.3. Recommendations, decisions requiring Board action, and information reports shall be communicated to the Board through Committee reports and, where appropriate, reflected in the public record of the subsequent Board meeting.

6.3.4. Committee Open Session minutes are internal governance records and are not required to be published on the University's website unless the Board determines otherwise.

6.4. Closed Session Minutes of the Board and Committees

6.4.1. Closed Session minutes of the Board and Committees constitute the confidential governance record of matters considered in Closed Session.

6.4.2. Draft Closed Session minutes shall be circulated only to Members entitled to participate in the applicable Closed Session and other persons specifically authorized to receive them. Once approved by the Board or applicable Committee, the minutes shall be retained as confidential governance records in accordance with this Policy and applicable records retention requirements.

6.4.3. Closed Session minutes and related materials may contain confidential, privileged, personal, commercial, labour relations, financial, security, or other protected information. Such records shall be handled, stored, accessed, used, and disclosed only in accordance with applicable law, this Policy, Board governing documents, and any applicable direction of the Board, the applicable Committee, the Chair, or the University Secretariat.

6.4.4. Access to Closed Session minutes shall be limited to:

i. Members entitled to participate in the applicable Closed Session;
ii. the University Secretariat;
iii. authorized University officers whose access is required for a legitimate governance or administrative purpose;
iv. legal counsel or auditors where access is required in connection with their professional responsibilities; and

v. other persons authorized by the Board, the applicable Committee, the Chair, or the University Secretary for a legitimate governance, legal, audit, or administrative purpose.

6.4.5. Authorization to access Closed Session Minutes does not authorize further disclosure or distribution of those Minutes or the confidential information contained in them.

6.5. Public Record of Closed Session Matters

6.5.1. To support transparency and accountability, the Board's Open Session minutes shall include a public report of Decisions made in Closed Session where disclosure would not compromise confidentiality, privilege, privacy, legal, labour relations, commercial, financial, security, or other protected interests.

6.5.2. Where a Decision made in Closed Session cannot be publicly reported without revealing confidential or protected information, the Board's Open Session minutes may record that the Board met in Closed Session to consider matters within one or more categories permitted under the Board's Agenda Setting Guidelines, without disclosing the substance of the matter.

6.5.3. Information reports, discussion items, or other matters received or considered in Closed Session shall not be publicly reported unless the Board authorizes disclosure or the University Secretary determines, in consultation with the Chair of the Board where appropriate, that disclosure is consistent with applicable law, this Policy, and the Board's governing documents.

6.5.4. Nothing in this Policy limits the authority of the Board of Governors to authorize the public disclosure of information arising from Closed Session where the basis for confidentiality no longer exists, or where disclosure is otherwise appropriate, consistent with applicable law, and in the best interests of the University.

6.6. Retention

6.6.1. Approved Board and Committee minutes constitute official governance records of the University and shall be retained by the University Secretariat and shall be retained in accordance with the University's applicable records retention requirements.

6.6.2. The University Secretariat shall take reasonable measures to preserve their authenticity, integrity, accessibility, and confidentiality, as applicable.

6.6.3. Closed Session minutes and related confidential governance records shall be retained securely, with access restricted to persons authorized to access those records.

6.6.4. Draft minutes, working notes, and other materials used in the preparation of minutes shall be retained or disposed of in accordance with applicable University records retention requirements.

6.6.5. Publication of Open Session minutes on the University's website does not replace or constitute the University's official retained record of those minutes.

6.7. Policy Implementation and Review

6.7.1. The University Secretariat is responsible for administering this Policy and may issue administrative guidance to support its consistent application.

6.7.2. Where there is uncertainty regarding the application of this Policy, the University Secretary shall provide advice regarding its interpretation in consultation with the Chair of the Board, where appropriate.

6.7.3. This Policy shall be reviewed by the Board Governance Committee at least once every five (5) years, or earlier where required due to changes in legislation, governance best practices, or Board direction.

6.7.4. Any proposed policy amendments shall be considered by the Governance Committee for recommendation to the Board of Governors.