

**BOARD MANUAL**

<b>SUBJECT: Meeting of Independent Directors and Committee Members</b>		<b>NUMBER: 2-D-16</b>
<b>SECTION: Board Processes</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: February 23, 2011</b>	<b>REVISED/REVIEWED: April 23, 2014, January 25, 2017, July 28, 2020, January 25, 2023</b>	

**Purpose**

To set the parameters for meetings of independent Directors of the Board/committee members and to ensure that the Board/committee oversees management and is satisfied with the quality of material and information provided by management. Best practice encourages the ability for the independent Directors/committee members to meet separately without management.

**Policy**

The independent Directors/committee members shall meet without management at a minimum at the end of each Board/committee meeting, for the purpose of evaluating the Board/committee's relationship with management, as well as its oversight of, and the quality, adequacy and timeliness of information provided by management.

Such meetings may be used to provide feedback about Board/committee processes. At times, such meetings might also focus on substantive issues that may be more difficult for some Directors/committee members to discuss with management present. They may also provide opportunities for the Chair to discuss areas where the performance of the Directors/committee members could be strengthened.

Meetings will include Directors/committee members who are independent and external to the Hospital. The CEO, Chief of Staff (COS), Chief Nursing Executive, other senior executives, officers of the Medical/Professional Staff Association and administrative support staff will not attend.

Such meetings shall not be considered to be meetings of the Board/committee but rather will be information meetings only. No minutes of the meeting shall be recorded other than by the Chair so that discussion can be further convened at the appropriate committee, Board or with management.

The Chair of the Board shall communicate with the CEO and/or COS any relevant matters raised during the meeting on a timely basis. Committee Chairs shall communicate with their senior staff representative any relevant matters raised during the meeting on a timely basis.

Where appropriate, it is recommended that items for discussion at these meetings be forwarded to the Chair of the Board/committee in advance.