

MEETING WITHOUT MANAGEMENT

PURPOSE

The purpose of this policy is to:

- Ensure the board exercises independent oversight of management;
- Provide an opportunity to assess board processes and particularly the quality of material and information provided by management;
- Provide an opportunity for the board Chair to discuss areas where the performance of directors could be strengthened; and
- Build relationships of confidence and cohesion among board members.

POLICY

The independent directors shall meet without management in connection with every regularly scheduled board meeting and as determined by the board Chair or at the request of any two board members.

PROCESS

If a meeting without management is planned, apart from a regularly scheduled Board meeting that management will not be present, the notice of meeting must include this information:

- Timing of the session without management should be declared in the Board agenda.
- Such meeting shall not be considered to be meeting of the board but rather will be for information purposes only.
- Minutes will not be kept, but the Chair may keep notes of the discussion.
- The CEO and the Chief of Staff (*or Chair of the Medical Advisory Committee*) may be invited by the Chair to participate in a part of the meeting without management before being excused.
- The Chair shall immediately communicate with the CEO and, as appropriate, the Chief of Staff (*or Chair of the Medical Advisory Committee*) any relevant matters raised in the meeting.

MEMBERSHIP/PARTICIPATION

Members of the professional staff and employees shall not be considered independent directors for the purposes of this policy.