COLLEGE OF PHARMACISTS OF MANITOBA

GP 23: Council Meeting Types, Sessions and Purpose

Policy Type:	Policy No:	
Council Governance	GP 23	
Effective Date:	**Last Approval/Revision Date:**	**Policy Review Frequency:**
February 18, 2020		Every Five Years

Purpose:
As per CPhM Bylaw, Article 10.0: Meetings of Council, s 10.6, this policy identifies the types of meetings, and various sessions therein, conducted by Council, defines the purpose of each type and session, and clarifies situations in which the public or the Registrar & CEO and others may be excluded from a portion of a Council meeting and establishes procedures for same.

Definitions:
Advisors to Council: Any individual engaged to provide expert advice and guidance
Closed Session: A segment of a General Meeting of Council that is conducted in private
Transparency: Public access to Council meetings and the willingness of Council to conduct business, make decisions in the public realm
Accountability: The obligation of Council to provide explanation, interpretation, and rationale for its decisions to the public
Open to Public: A member of the public is able to attend
Public: General public, clients, patients, media, registrants of CPhM, government representatives

Background:
Council is committed to transparency and accountability to the public to maintain public confidence and trust. As such, Council aspires to achieve its work in the most transparent and accountable manner. This means that Council will conduct its business in meetings that are open to the public to the greatest extent possible.

Further, *the Regulated Health Professions Act* (RHPA) recognizes the importance of transparency and accountability to the public by providing appropriate provisions for public to attend all meetings of a college. As per the RHPA, s 25(5), a council "must permit members of the public to attend meetings of the college and the council, except where it considers that a private meeting is necessary to consider matters of a confidential nature or of a personal nature concerning an individual".

Although CPhM is not yet governed under the RHPA, CPhM chooses to adopt the spirit of the RHPA and the public accountability with which it is written.

POLICY
Types of Meetings

1. **General Meetings of Council**
   - Address fiduciary matters and strategic / generative matters of CPhM, resulting in policy decisions which advance CPhM governance
   - All general meetings are open to the public
   - Provisions for public to attend are found on the CPhM website: Attending a Council Meeting.

2. **Council Workshops**
   Support continuous Council education and learning by examining regulatory and governance concepts

3. **Closed Sessions of Council**
   Portions of a general meeting of Council may be held in a closed session if appropriate.

   i. **Closed Session of Council**
   - A portion of a general meeting of Council which is private; the public is prohibited from attending. The Registrar & CEO attends. Advisors are invited to attend at the discretion of Council.
   - During a private session, Council may:
     - Discuss legal issues
     - Discuss crisis management
     - Discuss audit results
     - Discuss any matter relating to a specific individual
     - Seek consultation from a person engaged by CPhM to advise on a specific matter which is legitimately confidential in nature
     - Discuss highly sensitive business issues that are confidential in nature
   - Normal business may not be conducted in a closed session of a Council meeting.

   ii. **Closed Session – Council-Only**
   - A portion of a general meeting of Council which is a closed session; the public and the Registrar & CEO are prohibited from attending. Advisors are invited to attend at the discretion of Council.
   - During a Council-only session, Council may:
     - Receive report of the Registrar & CEO's annual performance appraisal
     - Discuss staff succession planning
     - Address legal issues involving the Registrar & CEO
   - Normal business may not be conducted in a Council-only portion of a Council meeting.

Procedure:

1. All meetings of Council are on public record and begin and adjourn as a general meeting open to public.

2. A Closed Session may be convened:

a. At the discretion of the Chair of Council
b. At the request of any Council member, if agreed to by a majority of Council
c. At the request of the Registrar & CEO, if agreed to by a majority of Council

3. In preparation for a Closed Session, an agenda must be proposed and adopted by Council prior to convening the Closed Session of Council.

4. By way of motion, Council will rise from its Public Session and convene in a Closed Session.

5. The Chair must preside over the Closed Session unless the Chair is in conflict or otherwise unable to preside over the meeting, at which point the remaining Council members will appoint an alternate Council member to preside. The Council member presiding over the Closed Session must ensure that the agenda is adhered to.

6. During a Closed Session, Council, at its sole discretion, may include persons who it determines may add value to its discussions and deliberations

   i.e.: advisors such as legal counsel, consultants engaged by CPhM.

7. During a Closed Session, only the designated scribe and legal counsel may take and retain personal notes of the Closed Session.

   i. The Registrar & CEO will be the designated scribe in an Closed Session.
   ii. The Chair, or their designate, will be the designated scribe in a Council-only Session.

8. Any person attending a Closed Session must keep discussions from the Closed Session confidential unless otherwise authorized by Council.

9. Once the Closed Session portion of a meeting is concluded:

   a. By way of motion, Council will rise from the Closed Session and reconvene in a General Meeting of Council, open to public.

   b. The Chair, or Council member presiding over the Closed Session, will report decisions arising from the Closed Session, and any subsequent actions; decisions will be reflected in the Minutes of the General Meeting of Council.

   c. Following a Council-only Session, the Chair, or Council member presiding over the Closed Session, will provide the Registrar & CEO with a summary of the matters discussed and communicate any follow up requested of them.

10. Confidential documents reviewed during a Closed Session will be retained and stored using the appropriate level of security.

11. Records from a Closed Session will be confidential and kept separate. Minutes of the General Meeting of Council will record decisions made during the Closed Session but not the discussion that took place.