



## Royal Astronomical Society of Canada (RASC), Halifax Centre

Dedicated to the Advancement of Astronomy and Allied Sciences

### G9: RASC Halifax Centre Guidelines Regarding In-Camera Sessions

(also referred to as *in executive session* or *closed session*)

(Adopted: May 21, 2020)

Confidentiality is a fiduciary responsibility of the Board of Directors. Members must act honestly and put the best interest of the organization ahead of their own interests. Maintaining confidentiality also means that Board members must maintain the confidentiality of any personal or sensitive information they acquire during their service to the Board. Board members cannot take advantage and use information obtained in an executive session for personal gain.

#### Attendance at an In-Camera Session

##### **Board Meetings:**

Only Board members are entitled to attend. Special invitees as determined by the Board may remain in the room for executive sessions. Others allowed to attend will be decided by the Board. Any Board member that has a conflict of interest or a perceived conflict of interest will be excluded.

##### **Committee Meetings:**

Only Committee members are entitled to attend. Special invitees as determined by the Committee may remain in the room for executive sessions. Others allowed to attend will be decided by the Committee. Any Committee member that has a conflict of interest or a perceived conflict of interest will be excluded.

#### Matters Dealt with During In-Camera Sessions

*In-camera sessions ought to be used only in extraordinary circumstances.* When they are used, and especially where confidentiality is not the sole rationale, the first order of business must be agreement on the rules or discipline that apply to the deliberations and the reporting of its results. The Chair's role is to ensure that the meeting stays to demonstrable facts.

The most important test of the Board's deliberation is whether it has the information necessary to make the best, informed decision.

Matters that will generally be dealt with in an executive session could include, but are not limited to:

1. Assessing, rewarding or disciplining individuals;
2. Operational transitions;
3. Organizational failures, such as filing for bankruptcy;
4. Discussions and dealings with other entities or persons where the information being discussed may compromise the relationship of the RASC Halifax Centre with them or its relationship to RASC Halifax centre members;
5. The handling of conflict of interest situations;
6. Matters relating to civil or criminal proceedings;
7. Matters relating to legal, real property or where information about a volunteers or donor is disclosed or disciplinary actions to be taken; or
8. Financial, personnel, contractual and/or matters for which a decision must be made in which premature disclosure would be prejudicial.

#### Purpose of In-Camera Sessions

RASC Halifax Centre has the right to prescribe and enforce its standards for membership and has the right to investigate the character of its members as may be necessary. But neither the Society nor any member has the right to make public any information obtained through such investigations; if it becomes common knowledge within the Society, it should not be revealed to any non-member.

It is important that these special sessions are held for the main purposes of confidentiality, not secrecy. This:

1. Assures confidentiality.
2. Allows Board members the confidence to express their opinions openly.
3. Protects the innocent from false information about them becoming public.

### **How In-Camera Sessions are Determined in Open Sessions**

A motion must be made to go into In-Camera Session. The motion must be moved, seconded, and debate allowed before being approved.

Members can be punished under disciplinary procedures as outlined in Subsections 5.3 and 7.12 of the RASC Halifax Centre Bylaw #1, and in consideration of *Chapter 10: Disciplinary Procedures, Section 61* of Roberts Rules of Order.

The Board may anticipate that any in-camera session agendas, minutes, supporting documentation and director's notes could become part of the disclosure process if related to the subject matter of litigation.

### **Minutes or Recordings of Proceedings**

#### **A) In-Camera Session**

The recorded minutes or any documents distributed during this meeting are not made public and are not attached to the regular Board of Director meeting minutes nor to Committee meeting minutes.

Minutes should be a summary of discussion not verbatim transcripts. Minutes should reflect that the Board or Committee deliberated before making a decision. This could involve a brief summary of the options considered or pros and cons raised. Minutes should reflect that a vote was taken but not identify how the vote was split in a majority decision, or how individuals voted (unless of course a director asks that the vote go on record).

Minutes of an In-Camera Session must be read and acted upon only in executive sessions unless the decisions and actions taken are not secret or secrecy was removed by the Board.

#### **B) Open Session / Board and Committee Meetings**

Minutes of the Board or one of its Committee's meeting must state the members voted to go into the in-camera session and the reason(s) for doing so.

The minutes must include the session's outcome, i.e., detailed discussions, any decisions and actions adopted, and any resolutions approved. No names shall be attributed to any part of the discussions recorded. The start and finish time may also be recorded. Confidentiality must be retained with carefully worded actions, motions, resolutions, etc.

#### **C) Storage of In-Camera Session Minutes or Recordings of Proceedings**

Copies of the proceedings will be kept in a separate file in the RASC Halifax Centre file box. They will not be published on the RASC Halifax Centre website nor disbursed through any means. They will be provided in hard copy only to a government auditor and/or the Registry of Joint Stock Companies upon request.

### **Consequences of Breaching Confidentiality**

One of the long-term effects of a confidentiality breach could be RASC Halifax Centre's loss of reputation.

Board members or individuals may suffer consequences if they breach confidentiality, whether it happened unknowingly or not. A *Confidential Investigation by Committee* could conduct a confidential investigation (usually including an interview with the accused) to determine whether further action, including the preferring of charges if necessary, is warranted.

Direct consequences may vary depending on the circumstances of the breach, such as:

- Termination of elected or appointed position on the Board of Directors
- May be subject to civil or criminal charges, if applicable

The Board and any of its Committees need to be sure that members fully understand that once a decision is approved, it becomes a decision of the whole Board. All members must comply with it. If any member disagrees with a decision regarding confidentiality, they may register their dissent. Members who are seriously at odds with the confidentiality policy, or any other policy, may choose to resign from the Board or the Committee.

## **Definitions:**

### **Board Confidentiality**

Confidential information provided to the Board will be kept private and will not be disclosed to non-Board members. The information obtained during Board consultations has limits on how and when it can be disclosed to a third party.