

APPENDIX F

Board and Committee Meeting Agendas and Organization

1. The Board Agenda

- 1.1 The Board maintains control of its own agenda.
- 1.2 The agenda is prepared jointly by the Chair of the Board and the CEO. Agenda items must always relate to the Board's role.
- 1.3 A director who wishes to add an item to the Board's agenda or to be provided with additional information with respect to a Board matter (such as a legal opinion addressed to the Board) should speak with the Chair of the Board. If the director and the Chair of the Board are not in agreement, then the director may, on notice to the Chair of the Board, raise the request during the approval of the agenda at the opening of the meeting and the matter shall be determined by the Board.
- 1.4 Committee meeting agendas follow a similar process, with the exception that consultation on the agenda will take place between the Chair of the Committee and the staff member providing committee support.

2. Minutes

- 2.1 Minutes are required for all Board, committee and Annual General Meetings. Minutes form part of CPATA's permanent records and are kept indefinitely.
- 2.2 Once approved, Board meeting minutes are signed by the Chair of the Board and are considered to be evidence of the proceedings taken unless the contrary is proved.
- 2.3 Minutes are kept of the Committee of the Whole meetings.
- 2.4 Minutes of committee meetings follow a similar format and are adjusted in accordance with the nature of the committee's role and level of confidentiality required. Regulatory Committee minutes are not available to the public given the confidential nature of the agenda items.

3. Meetings of the Committee of the Whole

- 3.1 The Board may meet as a Committee of the Whole, which means the meeting is in-camera.

3.2 The purpose of a meeting of the Committee of the Whole (CoW) is generally to allow the Board to consider matters in a more informal way, which will later need to be decided by the Board in an open meeting.

4. In-Camera Meetings

The Board holds an in-camera session at the conclusion of each Board meeting with the CEO to allow for an oral evaluation of the meeting, and without the CEO to allow the Board, among themselves, to raise any matter with the Chair of the Board or each other as they consider appropriate.

4.1 The Board may move in-camera or hold CoW meetings when it determines it is in the best interest of CPATA to do so. The Chair of the Board may order that the meeting move in-camera. Any director may request a matter be dealt with in-camera in which case a vote will be taken and, if a majority of the Board so decide, the matter shall be dealt with in-camera.

4.2 In determining when to consider a matter in-camera, the Board is guided by the following principle: that the benefits that come from an open discussion (transparency, accountability and enhanced public confidence in the Board) are outweighed by the harm of public disclosure of the matter at hand.

4.3 The CEO will remain during an in-camera session, unless the matter involves the CEO's contract of employment, the CEO's evaluation or other matters personal to the CEO.

4.4 Guests or counsel may remain during an in-camera session with the permission of the Chair of the Board or the consent of those at the meeting.