

The AUArts Board of Governors **Meeting Agenda Guidelines** are intended to provide clarity regarding agenda setting and in camera meetings. The Board of Governors Terms of Reference state the following with respect to Board meeting agendas.

*3.2 Agenda: The Board meeting agenda includes: a consent agenda, consisting of reports for information; a report from the Board Chair; a report from the President and CEO; reports from Board committees, including recommendations for Board motions; business arising; and, an in-camera session.*

**Board Agendas:**

- Board members intending to introduce a matter shall give written notice of matter and materials to the Board chair at least 8 days before brought up at the Board level, matters should have been previously discussed at the appropriate sub-committee.
- Agenda items must directly relate to governance of the affairs of AUArts according to its mandate and in the best interest of AUArts.
- Meeting agendas are to be formulated by the Board Chair and President and CEO and approved by the Chair.
- A board member may introduce a matter to a Board Meeting in the “Business Arising” - without specified notice and without inclusion in agenda only if the matter is communicated to the Board Chair and President and CEO 48 hours in advance and introduction is approved by the Chair.
- The open session and agenda are open to the public and the closed session is only for Board members. Materials are considered confidential and not to be shared outside of the meeting.

**In Camera:**

- Opportunity to discuss sensitive topics and for the Board to seek advice.
  - In order for a matter to be brought forward for in camera meetings, the agenda matter must first have been discussed at the committee level unless it is a one-time emerging issue for the Chair to bring to the Board. The agenda matter must be pertinent to the Board of Governors’ role as defined in the Post Secondary Learning Act and the Board Bylaws section 5.1 Major Powers and Duties and must be communicated to the Chair for approval 48 hours in advance.
  - Matters should not be brought forward unless there has been discussion at the committee level, unless it is a one-time emerging issue the Chair needs to bring to the Board.
  - Matters that will not be brought forward to in camera can include but are not limited to:
    - Any matter not in regards to the Board’s governance role;
    - Any matter that not topical to the Post Secondary Learning Act and/or the Board Bylaws section 5.1; and
    - Any matter that alters or tries to reverse a decision already presented to and decided by the Board
  - Internal and external board members will be included unless a conflict of interest has been declared by a member or identified by the Chair.
  - Board Chair will monitor the sessions to ensure the agenda is administered and that no other topics come forward.
  - Board chair and/or vice-chair are responsible for debriefing the President.
  - No commentary that occurs in camera can be attributed to any Board member.
  - Staff members may be invited to portions of in-camera sessions for information at the discretion of the Chair.
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