

Council Meeting Process and Minutes Policy

Policy Section: Governance Process	Policy Number: GP-17	Approved By: Council
Regular Council Policy Review Frequency: Every 5 years	Date Approved: March 6, 2020	Date Reviewed/Revised: March 11, 2021

Purpose:

The College of Registered Nurses of Manitoba (CRNM) Council is committed to the principle of accountability to the public. In this context, the Council will uphold its policy of openness and transparency, balancing its role in regulating the profession in the interest of the public with its role in ensuring appropriate confidentiality.

This policy formally outlines the types of meetings Council will hold and the processes that the Council has developed for conducting and recording meetings of the Council.

Policy:

The Council will ensure that there are governance processes for:

- Informing the public of its meetings
- Providing information on how to attend a meeting
- Setting clear, impactful agendas for Council meetings
- Holding Open, Closed, In-camera, and Executive Council meetings
- Taking and sharing minutes of open meetings and recording all other types of Council meetings
- Receiving and addressing requests for presentations to Council

Council Meeting Agenda Preparation

Council meeting agendas are prepared by the Council Chair in collaboration with the CEO/Registrar. The Council meeting agenda will be in alignment with the Council's Integrated Annual Strategic Agenda/Work Plan (see GP-6 Council Planning Cycle and Strategic Agenda Policy). At the beginning of the year, Council will work together to set its work plan for the year.



Chairing Council Meetings

The Council meetings will be chaired by the CRNM Council Chair. The Chair Elect will fill in to chair the meeting in the absence of the Council Chair. During the meeting the Chair-Elect will assist the meeting Chair by:

- Reading motions as required.
- Keeping the speaker's list (as needed).
- Looking up Rules of Order as requested by the Chair.

Meeting Rules of Order

In order to contribute to professional, orderly, fair, and transparent Council meetings, the CRNM Council follows the Roberts Rules of Order. The Council Chair and Council will conduct Council meetings according to these rules of order within reason. Council Members are expected to understand and conduct themselves according to these meeting rules. Council is periodically engaged in orientation to and application of these meeting guidelines. Council will always work to achieve consensus decisions prior to taking decisions to a formal vote.

Proxy Voting at Council Meetings

In order to ensure that all Council Members, who are voting on a Council motion, fully understand the nature of the decision to be taken, the background information and context involved, and the nature of the formative discussion at Council, there will be no proxy voting used for Council decisions/votes.

Types of Council Meetings

The Council will conduct four different types of meetings as required, including:

- 1) Open Session Council Meetings (open to the public);
- 2) Closed Session Council Meetings (closed to the public, with relevant staff and invited guests/advisors/speakers present);
- 3) In-camera Council Meetings (closed to staff except CEO/Registrar and external advisors); and
- 4) Restricted In-camera Meetings (Council Members only and invited external advisors).



1) Open Session Council Meetings

Meeting Defined

These meetings are open to the public and are where the majority of Council business is conducted including fiduciary and much of Council's strategic work. Through these meetings Council can be observed in its processes and decision-making to support transparency (see GP-8.3 Public Access to Council Meetings Policy).

Meeting Frequency

There shall be at least four (4) regular open Council meetings per annum.

Notice of Meeting

A schedule of the Council's regular meetings (date, time and location) will be available from the Council office and will be posted on the College's website at the beginning of each year. Changes in the schedule will be posted on the College's website at least forty-eight (48) hours prior to the affected Council meeting.

Post AGM Meeting

An open meeting of the Council may be held without notice, immediately following the annual meeting of the College as needed.

Attending Council Meetings

To ensure adequate space and preparation, individuals (public and registrants) wishing to attend an open Council meeting are to advise the Council office. It is recommended that, whenever possible guests should provide forty-eight (48) hours' notice. This notice may be provided in writing (via email) or by telephone.

Anyone who attends a Council meeting without providing notice may be asked to leave at the request of the Council Chair if sufficient space is not available.

Public Conduct During Council Meetings

Individuals attending Open Session Council meetings will be asked to arrive in advance of the meeting start time. Scheduled attendees will have observer status, meaning that they may not provide comments or questions during the meeting. All cellphones must be turned off. Anyone who is disruptive to the proceedings will be asked to leave and may be prohibited from attending future meetings.



Open Council Meeting Breaks

For open Council Meetings which are scheduled to last more than 90 minutes, appropriate breaks will be formally scheduled. This will allow individuals to stretch, leave the room, or make a phone call, if necessary. The length of breaks will be determined by the Meeting Chair at the time of the meeting. Discussion on CRNM business among Council Members should be suspended during the break so as to engage all Council in all aspects of all discussions.

Council Materials

Supporting materials will be provided only to Council members and College staff. Members of the public will be provided with the agenda. Minutes of each Council meeting will be posted on the College's website following the approval of the minutes by the Council.

Questions Arising from Council Meetings

In the event that the attending public or media have questions arising from the Council meeting, the Chair and CEO/Registrar will be available upon adjournment to address queries where appropriate.

2) Closed Session Council Meetings

Meeting Defined

These meetings are closed to the public. The decision to exclude the public from a portion of a Council meeting should be exceptional and based on specific criteria. Council must ensure that it is appropriate to close the meeting based on when it must maintain its appropriate duty of confidentiality. The legislation and bylaw as are clear as to the decision-making criteria (see below).

Criteria for Declaring a Closed Meeting Session

Council may exclude the public from any meeting or part of a meeting and restrict access to the related information in appropriate cases. Some examples include:

- (a) when the Council deliberates whether to exclude the public from a meeting;
- (b) when discussing personnel or personal matters relating to individuals;
- (c) when discussing legal advice received by the College; and
- (d) when discussing or conducting Council ongoing training/education/orientation; and
- (e) when Council is exploring/discussing generative thinking of strategy matters where public discussion could harm CRNM's position.



Process to Close the Meeting to the Public

In every case, Council will decide which of the criteria apply and whether the need for confidentiality overrides the interest of holding the meeting open to the public.

The Council will make the necessary order through a motion to close the meeting and restrict public access to the meeting.

When Council decides that some restriction on public access to the meeting is required, the following types of order will be made by motion:

- (a) an order excluding the public from that portion of the Council meeting; or
- (b) an order that would prevent the public disclosure of the matters or information discussed or banning publication of the identity of the individual being discussed; or
- (c) all of the above.

When the Council makes an order restricting public access to a portion of the meeting, the Council will state its reasons for the decision in its public minutes. The reasons will state:

- (a) the decision was made by order;
- (b) the grounds; and
- (c) an indication as to why the public interest was overridden in this specific case.

Protection of Confidential Information Related to the Closed Meeting

Where Council has made the decision to close portions of its meeting to the public to discuss confidential information, arrangements must be made in order to prevent the public disclosure of any related information.

The agenda and any related material distributed for discussion at a closed Council meeting are reviewed by the Chair (or delegate) to determine:

1. The rationale for the anticipated Council decision to close portions of the meeting;
2. Whether to classify the discussion or background material as confidential;
3. The appropriateness of the motions to move in and out of a "closed session"; and
4. Whether/which confidential information provided to Council for the closed session is to be collected prior to reopening the meeting to the public.



Update for the Public Meeting

The Council must rise and report on the topics covered in the Closed Session in their next open session meeting.

3) In-camera Council Meetings

Meeting Defined

In-camera Council meetings provide the opportunity for fostering discourse and conducting confidential conversations between the Council and the CEO/Registrar on confidential matters. They include the Council Members, the CEO/Registrar, and any Council requested external advisors (e.g., external legal advisors, auditor, governance consultant). These meetings do not include any other staff. These sessions are a useful tool for protecting the appropriate necessary confidentiality of the organization or a person.

Criteria for Declaring an In-camera Council Session

Council may call an in-camera meeting when it has a need or the CEO/Registrar has a need to discuss any of the following:

- Personnel or personal matters relating to individuals
- When discussing Council- CEO/Registrar relationship matters
- When discussing legal advice received by the College
- When discussing highly strategic matters considered to be highly sensitive and/or in very early stages of development

Process to Close the Meeting to the Public

The process is the same as for Closed Meeting Sessions outlined above.

Update for the Public Meeting

The Council must rise and report the topics covered in the in-camera sessions in their next open session meeting.



4) **Restricted In-camera Meetings**

Meeting Defined

These sessions are called by the Council and attended only by Council Members and any Council requested external advisors (e.g., lawyer, auditor, governance consultant). The CEO/Registrar is not present. Restricted In-camera meetings provide Council an opportunity to discuss confidential Council only business.

Criteria for Declaring a Restricted In-camera Meeting

Council may call an Executive In-camera meeting when it has a need to confidentially meet solely as a governing body.

This type of session provides the Council opportunity to discuss either:

1. CEO/Registrar performance and compensation matters;
2. Council/Executive relationship or performance matters; or
3. Council code of conduct matters or concerns.

These are the only matters for which a Restricted In-camera Meeting should be scheduled. The Council Chair, or delegate, should update the CEO/Registrar immediately following the Restricted In-camera Meeting as to the topic(s) discussed and any decisions or actions. The Council must rise and report on the topics covered in these sessions in their next open session meeting.

Council Meeting Minutes

Minutes will be taken for all CRNM Council meetings and will serve as the official record of the decisions/motions, rationale, and actions of the Council. (See policy below).



Principles for Recording and Approving the Council Meeting Minutes

The primary purpose of the minutes will be to record Council decisions, rationale, and actions; hence, the minutes will not include a listing of the detailed discussion which transpired. The following principles will be used.

1. Minutes will be kept simple. Minutes of all meetings shall be taken and retained by the Council. The minutes shall include the date, time, place, members present, members absent, staff present, invited guests present, members of the public present (where applicable), and a record of any votes. When a roll call vote is taken, the minutes shall attribute the number of “yes” and “no” votes. Council decisions/motions, the rationale, and Council actions are recorded. Long narratives regarding the discussion are not recorded in the minutes (see Appendix 1 for the Council Meeting Minutes Template).
2. Council minutes for the previous meeting will be on the agenda at the beginning of each meeting in order to provide Council with the opportunity to validate and approve the minutes. Council Members are asked to discuss substantive clarifications to the minutes only at this time. Any typos and minor corrections identified should be submitted to the CEO/Registrar Executive Assistant prior to the Council meeting. The Executive Assistant will summarize in writing all the minor corrections and provide this summary to the Chair to report at the meeting at the time the minutes are presented for approval.
3. A serial number will be placed on each set of Council minutes including the year and the Council meeting number (e.g., 2020:02; meaning the 2nd meeting in 2020).
4. A draft version of the minutes shall be available for the Council once they are completed by the recording secretary and reviewed by the Council Chair. The draft version shall be clearly marked “DRAFT” and is subject to revision until adoption by the Council.
5. Minutes are not considered official until approved by a simple majority of the Council and signed by the Council Chair (or delegate) and the CEO/Registrar. The Council Chair (or delegate) who signs off on the minutes should have been part of the original meeting. The Council Chair and CEO/Registrar are not approving the minutes by signing them; they are attesting to the fact that Council approved the minutes.



Consistent with the CRNM Signing Authority Policy electronic signatures may be used to sign off on Council (or Council Committee) minutes.

6. The minutes of Open Council meetings will be published in the next Council meeting agenda package for approval and/or correction by Council.
7. Approval of minutes will be carefully done by the full Council, as the full Council is certifying that the minutes represent an accurate record of the meeting decisions/motions, rationale, and actions.
8. Council meeting minutes will be retained in two formats including a final electronic copy and a hard signed copy as above. The hard copy minutes will be retained in the Council hard copy file storage and be accessible for reference by the Council Chair and Chair-Elect.

Principles for Recording Closed Council Meeting Minutes

1. The minutes of the closed sessions of Council will follow the same format as that of the open session (see Appendix 1).
2. The minutes of closed sessions of a Council meeting will be kept and marked "Confidential". The minutes related to closed session discussions will be kept separate in secure electronic and hard copy Council records. The public minutes of the open session will contain the type of order restricting public access to the closed portion of the Council meeting; the reasons for the decision and an indication as to why the public interest was overridden in this case.
3. Minutes of In-camera meetings shall be reviewed and approved by the Council at the next In-camera meeting and shall be maintained in the Council confidential files. Minutes of the closed meetings are not available for inspection or copying by the public.

Principles for Recording In-camera Council Meeting Minutes

1. In-camera session minutes will be handled in the same manner as Closed Session meeting minutes in terms of format and process.



2. The minutes will be taken by the Executive Assistant or a delegate (any Council Member) for these meetings. These minutes will be reviewed and approved by the Council at the next in-camera meeting of Council.
3. Minutes of the In-camera meetings are not available for inspection or copying by the public.

Principles for Recording Council Restricted In-camera Meeting Minutes

1. The principles remain the same as described for Closed Session meeting minutes in terms of format and process.
2. The minutes will be taken by the Council Chair-Elect or a delegate (any Council Member) for these meetings. These minutes will be approved at the next Restricted In-camera meeting of Council.
3. These minutes will be retained by the Council Chair and external legal counsel in hard copy strictly confidential files. The outgoing Council Chair will forward to the incoming Chair-Elect the Restricted In-camera Meeting Minutes file for the past 5 years at the time of transition. There will be no electronic copy of these minutes kept by CRNM.

Appendices:

- . Appendix 1 – Council Meeting Minutes Template



DATE and TIME

LOCATION

Council Members Present:

Non-Council Members Present:

Staff Present:

Regrets:

Consultants/Guests Present:

Members of the Public Present:

AGENDA ITEM #	AGENDA TOPIC	RELEVANT COUNCIL POLICY	KEY RATIONALE	DISCUSSION / COUNCIL DECISION/MOTION	ACTIONS REQUIRED
1.0 CALL TO ORDER & WELCOME					
1.1	Roll Call	# present # voting			
1.2	Council Policy Manual Update Notice	GP-23 Council Policy Development , Refresh, Approval, and Recording			
2.0 APPROVAL OF AGENDA					
2.1	Review and Approval of Agenda				
2.2	Declaration of Conflict of Interest	GP-3 Council Code of Conduct, Confidentiality and Conflict of Interest			
3.0 REQUIRED APPROVALS/CONSENT AGENDA					
3.1	Minutes of Previous Council Meeting & Action Items	GP-17 Council Meeting Process and Minutes Policy			
MONITORING REPORTS - COMMITTEES					
3.2	Governance Committee				
3.3	Finance Committee				
3.4	Inquiry Committee				



AGENDA ITEM #	AGENDA TOPIC	RELEVANT COUNCIL POLICY	KEY RATIONALE	DISCUSSION / COUNCIL DECISION/MOTION	ACTIONS REQUIRED
3.5	Complaints Investigation Committee				
3.6	Appeal Panel				
3.7	Appointments Committee				
3.8	Community Reference Group				
INCIDENTAL BRIEFING REPORTS					
3.9	Council Chair (President) Report				
3.10	CEO/Registrar Incidental Report				
4.0 POLICY DEVELOPMENT, REFRESH, APPROVAL, UPDATES					
4.1	Public Benefit Policy Scanning/ Development/ Approval/Updates				
4.1.1					
4.2	Executive Expectations Policies Development/Refresh/Approval/Updates				
4.2.2					
4.3	Governance Process Policies Development/Refresh/Approval/Updates				
4.3.1					
4.4	Council-Executive Relationship Policies Development/Refresh/Approval/Updates				
4.4.1					
5.0 COUNCIL MONITORING OF CEO/REGISTRAR ORGANIZATION PERFORMANCE					
5.1	Public Benefit Monitoring				
5.1.1					
5.2	Executive Expectations Monitoring				
5.2.1					
6.0 COUNCIL MONITORING OF COUNCIL ACHIEVEMENT OF COUNCIL POLICIES					
6.1	Governance Process Policies				
6.1.1					
6.2	Council-Executive Relationship Policies				
6.2.1					
7.0 COUNCIL ENGAGEMENT (LINKAGE)					
7.1					
8.0 OTHER					
8.1					
9.0 ADJOURN					