



BOARD MEETINGS WITHOUT MANAGEMENT PRESENT

At each Board meeting, the Board meet *in camera* (without any management present), for items deemed to be non-public.

The purpose of the *in camera* meeting is to provide Directors an opportunity to meet without members of senior management in order to identify or discuss any issues not appropriate for the public venue, including the following:

- Sensitive matters within the jurisdiction of the Board (for example, the CEO's performance, Board evaluation).
- Internal governance matters and functioning (for example, the Board's relationship with the CEO or senior management).
- To meet with certain external advisors or consultants (for example, external auditor) and to safeguard the independence of those individuals.

Following the *in camera* session, the Board Chair shall provide the CEO with a summary of items raised during the meeting as appropriate.