

BOARD MANUAL

SUBJECT: Session of Independent Directors and Committee Members		NO.: 2-D-16
SECTION: Board Process		
APPROVED BY: Board of Directors		DATE: February 4, 2026

Purpose

The purpose of this policy is to:

- Ensure that Board/Committee members exercise independent oversight of management;
- Provide an opportunity to assess Board/committee processes and particularly the quality of the material and information provided by management;
- Provide an opportunity for the Board Chair/committee Chair to discuss areas where the performance of its members could be strengthened; and
- Build relationships, confidence and cohesion among Board/committee members/expert advisors.

Policy

The independent Directors/committee members/expert advisors shall hold a session without management at the conclusion of every regularly scheduled Board/committee meeting.

Membership/Participation

Sessions will include Directors/committee members/expert advisors who are independent and external to the Hospital. The President and CEO (CEO), Chief of Staff (COS), Chief Nursing Executive, other senior executives, officers of the Medical/Professional Staff Association and administrative support staff will not attend. The Board/committee Chair may at times invite members of management to participate in part of the session without management before being excused.

Process

These sessions are not meetings of the Board/committee. Minutes are not kept.

The Board Chair shall inform the CEO and/or COS any relevant matters raised during the session within one week of the Board meeting. Committee Chairs shall inform the senior executive member supporting the committee any relevant matters raised during the session within one week of the committee meeting.

DEVELOPED: February 23, 2011		
REVISED/REVIEWED:		
April 23, 2014	January 25, 2017	July 28, 2020
January 25, 2023	Click or tap to enter a date.	Click or tap to enter a date.
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