



1. Purpose

These Guidelines apply to all meetings of the Board of Governors and its committees and are intended to provide a framework for use of confidential and *in camera* sessions.

These Guidelines describe measures that are consistent with the *University of Waterloo Act, 1972* ("the Act"), as amended, Board of Governors By-law 1, and governance leading practices as outlined by the Council of Ontario Universities.¹

2. Guiding Principles

The Board is committed to the principles of accountability and transparency to members of the University community and to the public which is served by the University. The Board demonstrates this commitment by striving to conduct the majority of its business in open session, unless reasoning is provided in accordance with the principles articulated in these guidelines.

Open sessions are open to observers in accordance with the Board-approved [Guidelines for Visitors to Board Meetings](#). Meeting agendas, materials and minutes of open session meetings are made publicly available on the Secretariat website.

In determining which matters are to be considered in open, confidential, or in-camera sessions of the Board or committee meetings, overall consideration will be given to the principle that Board and Committee meetings should be open to the public, except where discussion or materials may include personal, competitive or commercial information or where discussion in open session would be contrary to the best interests of the University.

3. Confidential Session

Items that may be considered in confidential session include:

- a) Confidential Information: required by contract or law to remain confidential to the University and/or its Board of Governors;
- b) Personal Information: matters concerning identifiable individuals (e.g. awards, honours, appointments);
- c) Competitive or Commercially Sensitive Information: financial, contractual, or other information which, if disclosed, would put the University at a competitive disadvantage, or be prejudicial to a third party or otherwise not in the best interests of the University, including gift agreements, proposed sale or acquisition of property, or information supplied by a third party in confidence;
- d) Legal or Litigation: information that is subject to legal privilege or that is about law enforcement, civil or criminal or administrative tribunal proceedings, or the security of the University's property or systems;
- e) Other: other limited exceptions, including where discussion in open session would be contrary to the best interests of the University, including planning documents or discussions that are conceptual/in development, and matters to be referred to another group or government institution.

¹ Council of Ontario Universities Leading Practices in Board Governance, 2025;
<https://ontariosuniversities.ca/wp-content/uploads/COU-Leading-Practices-in-Board-Governance.pdf>

Guidelines for Confidential and In Camera Meetings

Attendance at confidential sessions is limited to members of the Board of Governors, Vice-Presidents, Secretariat staff and those invited to attend to assist with deliberations such as proponents of matters being presented in confidential session.

Agendas, briefing documents, minutes, reports and other documents received by a member for purposes of a confidential session Board or committee meeting shall not to be shared outside the Board of Governors. The meeting minutes are the official record of the meeting and information about proceedings of a confidential session of the Board, or its committees, shall remain confidential to the Board and its members.

Members of the Board are provided access to confidential agendas and minutes and materials of all committees of the Board.

During the term of the Member and thereafter, confidential information received by a Member shall not be divulged to any other person without the express prior, written authorization of the Board Chair.

4. In Camera Session

Board of Governors

In camera sessions are held following the confidential session at all regular meetings of the Board.

Items that may be considered during the *in camera* session include:

- a) Executive Appointments: matters related to appointment and/or review of the president, vice-presidents, deans and university secretary;
- b) Personal Information: matters concerning identifiable individuals (e.g. human resources matters);
- c) Board Effectiveness: matters affecting the quality and effectiveness of a Board or Committee meeting, or internal governance matters such as Board evaluation
- d) Internal governance matters, such as Board evaluations and attendance.

Attendance is limited to members of the Board of Governors and the University Secretary.

Board Committees

In accordance with the terms of reference for respective committees, some matters may be delegated to committees to oversee on behalf of the Board. These matters, which may be considered *in camera*, include but are not limited to:

- Audit and Risk: including meetings with the internal and external auditors and the Chief Risk Officer
- Employee and Labour Matters: including negotiations, collective or employee group agreements, and executive performance and compensation

Members of any committee may also request an *in camera* session to discuss internal working relationships of the committee, consistent with sessions held at the Board level.

Attendance at these sessions is limited to members of the committee, the University Secretary or delegate, and those invited to participate in the session to assist with discussion.

Minutes of *in camera* sessions will record decisions only. The Chair shall be responsible for, with support from the secretary, the communication of any *in camera* discussion to necessary parties after the meeting.

Guidelines for Confidential and In Camera Meetings

Agendas and materials presented *in camera* are provided only to members of the respective committee.

5. Records and Documentation

Members and any individuals who receive confidential information, whether during confidential or in camera sessions, are obligated to maintain the security of such information at all times in both digital and physical formats. All documentation must be disposed of in a secure and confidential manner. Alternatively, members may return documents to the University Secretary for proper secure destruction.

6. Process

The University Secretary, in consultation with the President and Board Chair, will draft agendas using these guidelines to inform the designation of matters coming before the Board. The Chair of the Board of Governors and/or its committees will make the final determination on the designation of items prior to distribution of the meeting agenda.

Questions related to these guidelines should be directed to the Secretariat at board@uwaterloo.ca.

Approved by the Board of Governors April 14, 2026.