



Closed Meeting Protocol and Procedures Policy

1. Statement

The Council of the Township of Southgate is committed to conducting municipal business in an open, transparent, accountable, and procedurally sound manner. Council meetings shall be open to the public except where legislation permits or requires that a matter be considered in closed session.

Closed meetings shall be used only where legally authorized and shall be conducted in a manner that protects confidential information while maintaining public accountability. This policy establishes standardized protocols and procedures for Council Members, Committee or Local Board Members, municipal employees, and other authorized participants attending or supporting a closed meeting.

2. Purpose

The purpose of the Closed Meeting Protocol and Procedures policy is to establish clear, consistent, and transparent protocols governing closed meetings of Council, Committees of Council, and applicable local boards. The policy is intended to:

- a. ensure that closed meetings are held only where legally authorized;
- b. establish consistent procedures for moving into, conducting, and concluding closed sessions;
- c. protect confidential and privileged information;
- d. clarify the responsibilities of Members of Council, staff, and other participants;
- e. maintain appropriate records of closed meetings; and
- f. support public confidence in municipal decision-making while respecting legitimate confidentiality requirements.

3. Scope

This policy applies to members of Council, members of Committees of Council and local boards, where applicable, the Chief Administrative Officer or designate, the Clerk or designate, any municipal employee attending a closed meeting, and any other person authorized by Council, a Committee, the CAO, or the Clerk to attend a closed meeting.

4. Definitions

- a. "CAO" means the Township Chief Administrative Officer or their designate.
- b. "Closed Meeting or Closed Session" means a meeting, or portion of a meeting, from which the public is excluded pursuant to applicable legislation.
- c. "Chair" means the member presiding over the meeting.
- d. "Clerk" means the appointed Municipal Clerk or Deputy Clerk, or their designates.
- e. "Confidential Information" means information that is not publicly available and that is subject to a legal, statutory, contractual, fiduciary, procedural, or municipal obligation of confidentiality.
- f. "Council" means the elected governing body of the Corporation of the Township of Southgate.
- g. "Member" means an elected Member of Council or an appointed Member of a Committee or local board to which this policy applies.



- h. "Participant" means an employee, solicitor, consultant, advisor or other person authorized to attend a Closed Meeting.
- i. "Procedural By-law" means the by-law enacted by Council pursuant to the Municipal Act, 2001, governing the calling, place and proceedings of meetings.

5. Legislative and Policy Framework

Closed meetings shall be conducted in accordance with all applicable legislation, regulations, municipal by-laws, and legal requirements.

This Policy is established pursuant to the Municipal Act, 2001, S.O. 2001, c. 25, as amended (the "Act"), and shall be interpreted and administered in accordance with the Act and all other applicable legislation. Section 239 of the Municipal Act, 2001 establishes the legislative framework governing meetings that are closed to the public.

Nothing in this policy authorizes a Member or Participant to withhold information from the public where disclosure is legally required.

Where there is uncertainty regarding whether a matter may be discussed in closed session, the Clerk, in consultation with the Chief Administrative Officer and/or municipal solicitor, should be consulted before the meeting.

4.1 General Requirement for Open Meetings

Pursuant to section 239(1) of the Municipal Act, 2001, all meetings of Council, a local board, or a committee of either shall be open to the public except where the Act or another applicable Act permits or requires the meeting, or a portion of the meeting, to be closed to the public.

4.2 Permitted Closed Meetings

Pursuant to section 239(2) of the Municipal Act, 2001, Council, a local board, or a committee may close a meeting or part of a meeting to the public where the subject matter falls within a legislated exception, including matters relating to:

- a. the security of the property of the municipality or local board;
- b. personal matters about an identifiable individual, including municipal or local board employees;
- c. a proposed or pending acquisition or disposition of land by the municipality or local board;
- d. labour relations or employee negotiations;
- e. litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
- f. advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- g. a matter in respect of which Council, a board, committee, or other body may hold a closed meeting under another Act;
- h. information explicitly supplied in confidence to the municipality or local board by the Government of Canada, a province or territory, or a Crown agency;



- i. specified trade secret or scientific, technical, commercial, financial, or labour-relations information supplied in confidence;
- j. specified trade secret or scientific, technical, commercial, or financial information belonging to the municipality or local board that has monetary or potential monetary value; or
- k. a position, plan, procedure, criteria, or instruction to be applied to negotiations carried on or to be carried on by or on behalf of the municipality or local board.

The exceptions under section 239 shall be interpreted and applied in accordance with applicable law and relevant guidance and decisions concerning municipal open meetings.

4.3 Mandatory Closed Meetings

Pursuant to section 239(3) of the Municipal Act, 2001, a meeting or part of a meeting shall be closed to the public where the subject matter falls within a mandatory closed-meeting circumstance prescribed by that subsection, including:

- a. consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act, where Council, a board, commission, or other body is the head of an institution for the purposes of that Act; or
- b. an ongoing investigation respecting the municipality, a local board, or a municipally controlled corporation by an applicable Ombudsman or closed meeting investigator.

4.4 Educational or Training Sessions

Pursuant to section 239(3.1) of the Municipal Act, 2001, a meeting may be closed to the public for the purpose of educating or training Members where the statutory conditions are satisfied, including that no Member discusses or otherwise deals with a matter in a way that materially advances the business or decision-making of Council, the local board, or committee.

5. Principles

The following principles apply to all closed meetings:

- a. **Openness:** Open meetings are the default. A matter shall not be discussed in closed session merely because it is sensitive, inconvenient, controversial, or confidential in a general sense.
- b. **Legal Authority:** A matter may only be considered in closed session where there is a statutory or other legal basis authorizing the closed discussion.
- c. **Minimum Necessary Confidentiality:** Only information reasonably necessary to address the authorized subject matter shall be discussed in closed session.
- d. **Need-to-Know:** Attendance shall generally be limited to Members and Participants whose participation is reasonably necessary to address the matter.
- e. **Accountability:** Although the discussion itself may be confidential, Council remains accountable for its decisions and shall report publicly, when appropriate, on matters considered in closed session to the extent legally permitted.



- f. Respect and Professional Conduct: Members and Participants shall conduct themselves professionally and shall not use a closed meeting to engage in personal, political, retaliatory, or otherwise inappropriate discussion.

6. Authority to Convene a Closed Meeting

Council or the applicable Committee shall formally resolve to move into closed session. The resolution shall:

- a. identify that the meeting or portion of the meeting will be closed to the public;
- b. identify the general nature of the matter to be considered;
- c. identify the applicable statutory authority or exception relied upon; and
- d. provide sufficient information to enable the public to understand, in general terms, the subject matter being considered without disclosing confidential information.

The Clerk shall ensure that the resolution is accurately recorded in the minutes.

7. Notice and Meeting Materials

The Clerk shall distribute closed-session agendas and materials through an appropriate secure method. Members and Participants shall:

- a. protect confidential meeting materials from unauthorized access;
- b. not leave confidential materials unattended in public areas;
- c. not forward confidential materials to unauthorized persons;
- d. use reasonable security measures when storing electronic materials; and
- e. return, destroy, or securely dispose of confidential materials when directed by the Clerk or as required by the municipality's records-retention requirements.

8. Attendance

Members of Council, Committees of Council and local boards, where applicable, the Chief Administrative Officer (CAO), the Clerk, and staff whose attendance is reasonably necessary may attend a closed meeting.

Other individuals, including consultants, legal counsel or subject-matter experts may attend where their participation is necessary or appropriate to the matters under consideration. The Chair may request that an individual leave the closed session when their participation is no longer required, subject to any applicable legal requirements.

9. Conduct During Closed Session

Members and Participants shall:

- a. restrict discussion to the subject matter identified in the resolution to enter closed session;
- b. avoid introducing unrelated matters;
- c. not photograph, record, livestream, broadcast, or otherwise transmit the proceedings;



- d. maintain confidentiality following the meeting;
- e. avoid using confidential information for personal, political, financial, or other unauthorized purposes; and
- f. comply with the Township's Code of Conduct and applicable conflict-of-interest requirements.

Participants shall not assume that information is public merely because it has been discussed in a closed meeting.

10. Electronic and Remote Participation

Members and Participants are permitted to participate in Closed Meetings electronically, in accordance with Township Policy No. 86 – Electronic Participation Policy.

11. Role of the Chair

The Chair is responsible for maintaining order and ensuring that the discussion remains within the scope of the resolution authorizing the closed session.

The Chair shall:

- a. confirm the purpose of the closed session;
- b. remind participants of confidentiality requirements where appropriate;
- c. ensure discussion remains relevant to the authorized subject;
- d. provide an opportunity for Members to ask questions and provide direction;
- e. seek advice from the Clerk where procedural uncertainty arises; and
- f. bring the closed session to an end when the authorized business is complete.

The Chair shall not use the closed session to prevent lawful debate or discussion that properly belongs in open session.

12. Role of the Clerk

The Clerk, shall:

- a. advise Council regarding applicable meeting procedures;
- b. determine whether a proposed matter may properly be considered in closed session;
- c. prepare or review the closed-session agenda;
- d. record the resolution authorizing the closed session;
- e. record attendance;
- f. identify any directions or decisions that should be reported publicly;
- g. maintain the official closed-session minutes and confidential records in accordance with the Township's records management by-law; and
- h. provide procedural advice when questions arise during the meeting.

Where appropriate, the Clerk may recommend that Council obtain legal advice before proceeding.

13. Role of Participants

Participants attending a closed meeting shall:



- a. provide accurate and relevant information;
- b. identify confidentiality or legal concerns;
- c. limit discussion to the authorized subject matter;
- d. protect confidential information;
- e. comply with Council's direction within the limits of applicable law and their individual authority; and
- f. promptly notify the CAO and/or Clerk of any suspected unauthorized disclosure.

Participants shall not disclose confidential discussions to individuals who were not authorized to receive the information.

14. Minutes and Records

Closed meeting minutes shall be prepared and maintained by the Clerk.

Minutes shall record, as appropriate:

- a. the date, time, and location of the meeting;
- b. the Members and Participants in attendance;
- c. the resolution authorizing the closed session;
- d. the statutory authority relied upon;
- e. the general subject matter discussed;
- f. any direction or decision made during the closed session; and
- g. the time the closed session ended.

Minutes shall contain sufficient information to establish that the meeting complied with applicable procedural and legislative requirements while protecting information that is legally confidential.

Closed-session minutes shall be retained in accordance with the municipality's records-retention schedule and applicable legislation.

15. Decisions and Directions

Council shall not use a closed session to make a decision that is legally required to be made in open session.

Where Council reaches a decision or provides direction in closed session, the Clerk shall determine what, if any, action is required to confirm or implement that direction in open session.

Where legally appropriate, Council should report publicly on the outcome of the closed session without disclosing confidential information.

16. Conflict of Interest

Members shall comply with all applicable conflict of interest requirements in accordance with the Municipal Conflict of Interest Act.



A Member who has a pecuniary or other legally relevant conflict shall disclose the conflict and refrain from participating to the extent required by law.

The fact that a matter is being discussed in closed session does not remove or reduce a member's conflict-of-interest obligations.

17. Confidentiality after the Meeting

The obligation to protect confidential information continues after the closed meeting has ended. Members and Participants shall not disclose confidential information unless:

- a. disclosure is authorized by Council;
- b. disclosure is authorized by law;
- c. the information has subsequently been lawfully released to the public; or
- d. disclosure is otherwise legally required.

Members and Participants should refer requests for confidential information from the public or media to the CAO or Clerk.

18. Unauthorized Disclosure

Any suspected unauthorized disclosure of confidential information shall be reported promptly to the CAO and Clerk and, where appropriate, the municipal solicitor. The municipality may take appropriate action in response to an unauthorized disclosure, including:

- a. assessing whether any legal, privacy, employment, or other obligations have been triggered;
- b. notifying affected individuals or authorities where legally required;
- c. reviewing information-security measures;
- d. referring conduct for investigation where appropriate; and
- e. taking other action authorized by applicable law and municipal policy.

Members remain subject to applicable codes of conduct and related accountability processes.

19. Closed Meeting Complaints and Investigations

Complaints concerning whether a meeting was properly closed to the public shall be handled in accordance with applicable legislation and the municipality's established complaint or closed-meeting investigator process.

Members and staff shall cooperate with any lawful investigation and shall preserve relevant records.

Nothing in this policy prevents a person from exercising a statutory right to request an investigation or pursue another remedy available under applicable law.



20. Compliance

All persons subject to this policy are expected to comply with its requirements and all applicable legislation and municipal policies.

Where there is a conflict between this policy and applicable legislation, the legislation prevails.

Where there is uncertainty about the application of this policy, the matter should be referred to the Clerk and, where appropriate, the municipal solicitor.

21. Related Policies/By-laws

- a. Policy #9 – Council Code of Conduct
- b. Policy #86 - Electronic Participation Policy
- c. By-law 2025-060 – Procedural By-law

22. Policy Review Cycle

This policy will be reviewed at minimum every three (3) years and updated if required.