

<b>Policy Number:</b>	<b>1.4.1 Regular Meeting Agenda Template, Special Meeting of the Board and In-Camera Sessions</b>
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**Relevant Statutory /**

**Regulatory Linkages:**

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**Policy Statement (Intent and Scope)**

The Board of Directors will give consideration to the following agenda template for its meetings, ensuring some flexibility for the Chair or designate to align the agenda to timely needs and considerations.

**1. Regular Meetings of the Board of Directors**

- 1.1. All regular meetings of the Board of Directors will have an agenda developed by the Chair in consultation with the Principal and others as appropriate.
- 1.2. All Directors of the Board, voting and non-voting, can participate in any Board discussion and will be recognized by the Chair. Only voting Directors of the Board can cast a vote anytime a vote is called.
- 1.3. Regular meetings will consider the following agenda components:
  - 1.3.1. Opening segment, involving:
    - a) Call to Order;
    - b) Announcements;
    - c) Declarations of Conflicts of Interest or possible Conflict(s) of Interest specifically identifying the agenda item(s);
    - d) Agenda Approval;
    - e) Approval of Previous Meeting Minutes;
    - f) Consent Agenda.
  - 1.3.2. Presentations / Delegations.
  - 1.3.3. New Business.
    - a) Governance and Board Policy Recommendation Reports;
    - b) Principal and Board Committee Reports;

c) Other Reports.

1.3.4. Governance and Board Policy Monitoring Reports.

1.3.5. Strategic Discussions, Reviews and Presentations.

1.3.6. Board Communications and Open Discussions.

1.3.7. Future Agenda Items and Provisions for Notices of Motion for Policy changes or new Policies.

1.3.8. In-Camera discussion

1.3.9. Adjournment.

## **2. Consent Agenda**

- 2.1. In preparing the agenda for Board meetings, the Secretary may group items that are of a routine informational or self-explanatory nature, which may be before the Board or a Board Committee for information or approval, and are likely non-controversial.
- 2.2. All such items shall be grouped on the agenda and identified as 'consent agenda' items. In so doing, the Secretary will consult with the Chair of the Board or committee Chair and members of the Principals' Group. Approval items on the agenda that are not included under the consent agenda shall be presented singly for discussion and voting as appropriate.
- 2.3. Before the agenda is presented for approval, the Chair shall:
  - 2.3.1. Advise the Board of items that are to be removed from the consent agenda, based on prior requests from Board members; and
  - 2.3.2. Ask if there are any other items that should be removed from the consent agenda.
- 2.4. If any member of the Board wants to discuss or vote on an item included in the consent agenda as though it were a stand-alone agenda item, the member may notify the Secretary of the Board prior to the meeting, or request that the item be removed from the consent agenda at the time the agenda is approved at the meeting.
- 2.5. For those approval items included under the consent agenda, the Chair shall call for one motion on the items listed.
- 2.6. The Minutes of the Board meeting shall report matters approved as part of the consent agenda as carried. Information items received as part of the consent agenda will be reported as received.

### **3. Special Meeting of the Board of Directors**

The Board can schedule a special meeting of the Board of Directors to be held for an item or items that are felt to need Board discussion and / or a decision before the next regularly scheduled Board meeting.

- 3.1. Special meetings of the Board can be called by:
  - 3.1.1. The Chair.
  - 3.1.2. By four (4) voting Directors of the Board notifying the Board Secretary who will then call the meeting.
- 3.2. A special meeting of the Board is to be held within five (5) calendar days of a request or as soon as a quorum can be achieved.
- 3.3. A special Board meeting will have minutes taken and circulated as per a regular Board meeting.
- 3.4. The agenda for a special Board meeting will only include the item or items that have caused the meeting to be held, or other items at the discretion of the Chair.
- 3.5. The Board Chair or designate will Chair the meeting unless the Chair refuses to host an eligible special meeting, in which case, the Vice Chair will chair the special meeting of the Board.
- 3.6. Decisions made by the Board at a special meeting of the Board are binding similar to regular Board meetings and the same voting procedures will be used.
- 3.7. The quorum for a special Board meeting is one half plus one of the eligible voting Directors of the Board minus any voting Director of the Board or members who withdraw from the meeting due to a conflict of interest.
- 3.8. Only eligible voting Directors of the Board can vote in a Special Meeting of the Board of Directors.

### **4. Board Meetings and Delegations**

- 4.1. All regular or Special Board meetings are open to the public but not for any In-Camera sessions.
- 4.2. Only registered delegations will be allowed to speak to the Board. Individuals or groups who wish to speak to the Board as a delegation must register with the Secretary to the Board or designate a minimum of five (5) working days before the Board meeting they wish to speak at, identifying the topic, rationale and speaker or speakers.
- 4.3. Registered delegations will be provided ten (10) minutes to present their comments and / or materials which can be written or electronic.

- 4.4. Individuals or groups invited by the Board or the Principal to speak and / or present to the Board do not need to register as a delegation and will be granted adequate time based on the determination of the Chair.

## **5. In-Camera Sessions**

- 5.1. At both regular and special meetings of the Board of Directors and committees and working group meetings, the Board of Directors or committees and working group members may sit in-camera consistent with relevant statutory and other provincial directives associated with in-camera items focused on:
  - 5.1.1. Personnel matters.
  - 5.1.2. Competitive bids / contracts.
  - 5.1.3. Legal issues.
  - 5.1.4. Property and proprietary matters.
- 5.2. A moved, seconded and approved motion to go into an in-camera session and to go out of such a session is required which also may indicate the people, in addition to Directors of the Board, allowed into the in-camera session. The motion to go in-camera can identify the general topic area at the discretion of the Chair.
- 5.3. Minutes taken of the in-camera session are to remain confidential unless required by law to be made public or a approving motion of the Board of Directors, be signed by the Chair and kept in a secure arrangement. The minutes of an in-camera session are to be approved with the meeting's regular minutes without disclosing the content of the in-camera session.
- 5.4. Voting and Non-Voting Directors are eligible to be in attendance for an in-camera session. Voting Members of the Corporation, staff and guests can attend the in-camera session at the discretion of the Board Chair. The Board Chair will assess the need for confidentiality, presence of conflicts of interest or use other criteria to determine the eligibility of in-camera attendance for people other than voting Directors of the Board. If a voting or non-voting Director of the Board wishes to challenge the Board's Chair's decisions on in-camera attendance, either for in or out of the in-camera session, the Director of the Board can declare a point of order, state their views and the Chair will call a vote of voting Directors of the Board to accept or not accept the intent of the point of order. The result of the vote will prevail as to who attends the in-camera session. The same eligibility process for in-camera attendance will be used for Board committees, task forces or work groups.

**Monitoring**

1. Consistently followed in each regular and special Board meeting.
2. Included in Vice Chair's annual Governance Report.