

Policy Number:	1.4.2 Voting Procedures and Quorum
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**Relevant Statutory /**

**Regulatory Linkages:** Corporate By-Laws  
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**Policy Statement (Intent and Scope)**

The Board of Directors will undertake voting procedures as follows on all votes on motions and for any other vote undertaken by the Board of Directors.

**1. Voting Eligibility, Results and Recorded Votes**

- 1.1. Each qualified voting Director of the Board is entitled to one vote at a regular or special meeting of the Board of Directors per item voted on.
- 1.2. No proxy votes will be recognized by the Chair.
- 1.3. A voting Director of the Board is considered to be in attendance at any regular or special meeting of the Board of Directors if:
  - 1.3.1. They are in attendance at the geographical location of the meeting.
  - 1.3.2. They are directly connected via a conference call to the meeting and can speak independently to the Board of Directors in attendance at the location of the meeting.
  - 1.3.3. They are connected to the Board of Directors' meeting location by video conferencing and can be heard by the Directors of the Board in attendance.

**2. Vote results will involve one of the following outcomes:**

- 2.1. A simple majority of voting Directors voting in favour of a motion results in the motion's approval, or a simple majority voting against a motion results in the motion's defeat.
- 2.2. The Chair of any regular or special meeting of the Board of Directors will vote as a regular Director of the Board.
- 2.3. A tied vote results in the motion's defeat.
- 2.4. Prior to the vote being held on any motion at a regular or special meeting of the Board of Directors, any individual member can call for a recorded vote and this request is to be

honoured by the Chair. The meeting secretary will call out each voting Director of the Board's name, record their vote and ensure the voting record is incorporated into the meeting minutes.

2.5. Board of Director discussions will undertake reasonable efforts amongst the attending Board members, facilitated by the Chair, to reach a consensus before a vote is taken.

### **3. Quorum**

3.1. A quorum exists when 50% of the eligible voting Board of Directors members, plus one member, are in attendance for a Board of Directors regular or special meeting with the sole exception as outlined in the Governance Policy on Conflict of Interest.

3.2. In attendance means that the individual is at the geographical location of the Board of Directors special or regular meeting, is connected by teleconference, or video conference.

### **4. Voting Procedures**

4.1. An agenda item before the Board of Directors that is likely to involve a vote, requires the following procedures to be undertaken:

4.1.1. A mover and a seconder to put the motion on the floor for Board of Director discussion.

4.1.2. The Chair then calls for discussion and comments on the motion.

4.1.3. The Chair will then recognize proposed amendments to the motion.

4.1.4. Amendments agreed to by the original mover and seconder of the motion will be incorporated into the motion.

4.1.5. Amendments not agreed to by the mover and seconder will be voted on first. If passed by a Board vote, they will be incorporated into the motion. If defeated, they will not be considered further.

4.1.6. The original or amended motion will then be put before the Board for a vote.

4.1.7. If the motion is defeated, alternative motions on this topic will only then be recognized by the Chair.

4.1.8. The reopening of a discussion on a motion that has been previously voted on by the Board of Directors in the last twelve (12) months requires a two-thirds approval of the Directors of the Board.

### **Monitoring**

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

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