



**DURHAM COLLEGE STUDENTS INCORPORATED**

**BOARD PROCEDURAL POLICY**

**OFFICIAL CONSOLIDATION**

**Current as of**

**September 24, 2020**

**NOTES ON OFFICIAL CONSOLIDATION**

This consolidation is current as of September 25, 2020.

The notes that appeared in the left or right margins are now in boldface text directly above the provisions to which they relate. They form no part of the enactment, but are inserted for convenience of reference only.

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**Durham College Students Inc.**  
**(hereinafter the “Corporation”)**  
**BOARD PROCEDURES POLICY**  
**(hereinafter the “Policy”)**

<b>Effective Date:</b> May 1, 2019	<b>Last Review Date:</b> April 1, 2020
<b>Approved by:</b> Board of Directors	<b>Authority Responsible:</b> Board of Directors

**ARTICLE I: POLICY STATEMENT**

*Policy shall govern meetings*

- 1.1 The Board establishes this Policy to govern the procedures of meetings of the Board and the committees thereof.

**ARTICLE II: DEFINITIONS**

*Definition not provided for in this policy by-laws*

- 2.1 Any capitalized terms that are not defined herein shall have the same meaning as those defined in the By-Laws.

*Definitions*

- 2.2 The following definitions shall apply to the Policy:

“**Motion**” shall have the same meaning as Ordinary Resolution, as defined in the By-laws.

“**Rule of Order and Procedure**” shall mean the *Robert’s Rules of Order Newly Revised (12th Edition)* and if the matter still be unresolved *the House of Commons Procedures and Practices (third edition)*.

**ARTICLE III: GENERAL**

*Procedures at meetings*

- 3.1 The procedure for meetings as contained in this Policy shall be maintained throughout all meetings of the Board, and all meetings thereof.

*Authority in unproven cases*

- 3.2 In all cases not provided for hereinafter, or by resolution of the Board procedure questions shall be decided by the Chairperson, whose decision shall be based on the usages, forms, customs and precedents of the parliamentary traditions set forth in most recent edition of

the Rules of Order and Procedure.

*Adaption for disabilities*

3.3 The Chairperson may alter the application of any practice in order to permit the full participation in the proceedings of any Executive Officer, Director or Member with a disability.

*Effective date*

3.4 These procedures are not in effect until May 1, 2019.

*Amendment date*

3.5 Only the Board has the authority to amend, repeal, or replace this Policy.

*Absence of the Chair and Deputy Chair*

3.6 The Board shall appoint by resolution a member to preside in the absence of the Chairperson and Deputy Chairperson .

## ARTICLE IV: OPEN MEETING

*Public meeting*

4.1 Except as provided in this section, all Meetings shall be open to the public.

*Closed Meeting*

4.2 A Meeting or part of a Meeting may be closed to the public if the subject matter being considered is,

- a) the security of the property of the DCSI;
- b) personal matters about an identifiable individual;
- c) a proposed or pending acquisition or disposition of property;
- d) labour relations or employee negotiations;
- e) litigation or potential litigation;
- f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose, or on the recommendation of the corporation's solicitor;
- g) a position, plan, procedure, criteria, or instruction to be applied to any negotiation carried on or to be carried on by or on behalf of the DCSI.

*Conditions before closing meeting*

4.3 A Meeting may be closed to the public if the following conditions are both satisfied,

- a) The Meeting is held for the purpose of educating or training the Executive Officers Directors; and
- b) at the Meeting, no Executive Officer or Director discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the the Board.



*Resolution required*

- 4.4 Before holding a Meeting or part of a Meeting that is to be closed to the public, the Board shall state by resolution,
- a) the fact of the holding of the closed Meeting and the general nature of the matter to be considered at the closed Meeting; or
  - b) in the case of a meeting under subsection 4.3, the fact of the holding of the closed Meeting, the general nature of its subject-matter and that it is to be closed under that subsection.

*Vote in closed session*

- 4.5 Subject to subsection 4.6, a Meeting shall not be closed to the public during the taking of a vote.

*Conditions for vote in closed session*

- 4.6 Despite section 4.5, a Meeting may be closed to the public during a vote if,
- a) section 4.2 permits or requires the Meeting to be closed to the public; and
  - b) the vote is for a procedural matter or for giving directions or instructions to officers, employees, legal counsel, any deemed agents of the DCSI, or persons retained by or under a contract with the DCSI.

*Closed session mandatory for discipline*

- 4.7 A Meeting shall be closed to the public if the subject matter is regarding discipline of Directors, Executive Officers, or employees of the Corporation.

*Spent provision*

- 4.8 [spent provision]

*Spent provision*

- 4.9 [spent provision]

*Compliant over closed meeting*

- 4.10 Should any Director or Member have reasonable grounds to believe that a provision of this Article IV has been violated, then that Director or Member shall notify the Chairperson who shall forward the complaint to the Corporation's legal counsel so they may review the subject matter of the closed session. If the subject matter of the closed session is not in accordance with part IV the Corporation's legal counsel shall advise the Board regarding the closed session and give such recommendations as they deem fit.

*Exclusion from closed session*

- 4.11 The Directors may exclude the Chairperson, the General Manager, and the Secretary of the Board from a meeting, should the majority agree that it is in the best interests of the Corporation to do so, and the Corporation's Legal Counsel agrees.

## ARTICLE V: NOTICE

### *Notice*

- 5.1 The Secretary of the Board shall give notice of all Meetings of the Members or, the Board by placing the notice on the website of the Corporation, and by e-mail to all Directors of the Corporation and the Chairperson, General Manager, and Financial Controller. This would normally be done seven days (7) before the meeting of the body which shall meet, however in cases of a Special Meeting this shall be done when the consent to the holding of the Meeting with less than seven days notice.

## ARTICLE VI: PROCEDURES TO BE MAINTAINED AT THE BOARD

### *Agenda for Board Meeting*

- 6.1 Upon the date and hour specified in the calling of the Meeting, the order of business for the Meeting shall be:
- (a) Call to Order and Roll Call
  - (b) Adoption of the Agenda
  - (c) Declaration of Conflict of Interest
  - (d) Adoption of the Minutes of the previous meeting
  - (e) Delegations/presentations
  - (f) Motions
  - (g) Report of the General Manager and other Executive Officers
  - (h) Reports of Committee
  - (i) Financial Reports
  - (j) Other Reports
  - (k) Statements or Questions by Members
  - (l) Supplemental agenda
  - (i) Closed Session
  - (m) Adjournment

### *Quorum at start of meeting*

- 6.2 If at the date and hour specified in the calling of the Meeting, there is not quorum present, the Board shall adjourn for a quarter hour, and if quorum is not present upon the quarter hour after the date and hour specified, the Meeting shall be adjourned and further notice shall be given for another time and date for the Meeting of the board.

### *Quorum during the meeting*

- 6.3 If at any point during the Meeting there is not a quorum present, the Board shall adjourn for a quarter hour, if quorum is not present upon the at the end of the quarter hour, the meeting shall be adjourned and further notice shall be given for another time and date for

the meeting of the board.

*Board to elect presiding office*

6.4 If at the date and hour specified in the calling of the Meeting, the Chairperson and the Deputy Chairperson are not present, the Board shall elect another person to chair the Meeting in accordance with the By-laws.

*Chairperson role for decorum*

6.5 The Chairperson shall ensure that decorum, proper conduct and ensure the Rules of Order and Procedure are observed, and is authorized to rule on all points of order, questions of privilege, points of information and other matters relating to this Policy. The Chairperson shall be advised by the Secretary of the Board when ruling on all points of order, questions of privilege, points of information and other matters relating to this policy.

*Director arriving late for meeting*

6.6 If a Director arrives at a Meeting after the roll has been called or leaves before the Meeting has been adjourned, the Secretary of the Board shall note the time of the Member's arrival or departure in the minutes. When a Member arrives early or late and has a conflict of interest they shall declare the interest before the matter is considered.

*Agenda*

6.7 It is the responsibility of the Secretary of the Board to prepare the agenda for the meeting. The Secretary of the Board shall accept items for the agenda from any Director. The Secretary of the Board shall accept any item on the agenda from staff only if that item has the approval of the General Manager.

*Amendment to agenda after sent*

6.8 Once the agenda has been sent to all Directors, it may only be amended by Ordinary Resolution of the Board.

*Delegation - invitation*

6.9 In order to have a delegation or presentation to the Board, the presentation must be relevant to the role of the Board, and approved by the Board, the Chairperson, or the General Manager.

*Delegation - limits*

6.10 There shall be no more than three presentations during the course of a Meeting. The presentations shall be limited to ten minutes with a ten minute question and comment period.

*Reports – order of address*

6.11 Reports of Committee shall be address in the following manner:

- (a) Report of the Management Committee, and the Members thereof;
- (b) Reports of the Standing Committees; and
- (c) report of other Committees.

*Report – motion*

6.12 Reports from Committees, the General Manager or other Executive Officers do not need to be voted on unless that report includes a Motion. When a Motion is included the Motion shall be addressed with after the report has been considered.

*Statement and Questions*

6.13 Each Director is entitled to make a statement, an announcement, or ask a question of the Executive Officers at the point in the agenda specified in 6.1(j) for a period of up to one minute. If a question is asked, another minute shall be given for a response.

*When motion to adjourn is in order*

6.14 A Motion to adjourn requires a seconder and may be made at any time during a Meeting except:

- (a) when another Director has the floor;
- (b) when a vote has been called; or
- (c) during the taking of a vote.

*Motion to Adjourn - limit*

6.15 If a Motion to adjourn is defeated, another Motion to adjourn shall not be made until after an intermediate proceeding has been completed.

*Automatic Adjournment*

6.16 Meetings shall automatically adjourn three hours after commencement if still in session, unless otherwise decided by a Special Resolution of the Directors present. Where a Meeting is authorized to continue past three hours, the Meeting shall be automatically adjourned one hour later, unless the Meeting is authorized to continue for further one-hour periods, with each period requiring the unanimous consent of all Directors present.

## ARTICLE VII – MOTIONS

*Motion in writing*

7.1 No Motion or amendment shall be considered unless seconded and reduced to writing.

*Notice required*

7.2 No original Motion, except procedural Motions, shall be received without notice, except by permission of the Board.

*Motion withdrawal*

7.3 When a Motion has been read by the Secretary of the Board it cannot be withdrawn without the consent of the Board.

*Speaking limits*

7.4 A member who moves a Motion is entitled to four minutes to speak, all other speakers are entitled to three minutes to speak. The mover of the Motion may have the opportunity to close debate, thereafter the chair shall immediately close debate dispose of the question.

*Amendment - notice*

7.4 A Director who intends to propose an amendment to a Motion that is being debated may give the Chairperson written notice of such intention with the text of the intended amendment.

*Close debate*

7.5 When a Motion or an amending Motion has been made and seconded any Director may move that the debate be closed and a vote taken on the Motion or the amendment.

*Limits on closing debate*

7.6 The Chairperson shall not accept a Motion that the debate be closed:

- i) if any Director or Member who has given the Chairperson written notice of intention to propose an amendment has not had an opportunity to do so, or
- ii) if in the opinion of the Chairperson the Motion that the debate be closed is an abuse of the rules or would deny Directors or Members an adequate opportunity for discussion.

*Closing debate – without debate*

7.7 When the Chairperson accepts a Motion that the debate be closed, that Motion, when seconded, shall be decided without debate. When a Motion that the debate be closed is carried, the Chairperson shall immediately call the question on the Motion or amendment before the board. When a Motion that the debate be closed is lost, discussion shall continue on the Motion or amendment before the board.

*Order of precedence - motion*

7.8 When a Motion is under consideration, no other Motion shall be received except:

- i) to adjourn;
- ii) to lay it on the table;
- iii) to consider it clause by clause;
- iv) to postpone it until a certain time;
- v) to postpone it indefinitely;
- vi) to refer it;
- vii) to amend it; or
- viii) to divide upon it;

and Motions for any of these purposes shall have precedence in the order named, following a Motion to put the question.

*Motion - lay on the table - debate*

7.9 Motions to adjourn or to lay on the table or to put the question shall be decided without debate.

*Motion – refer – debate*

7.10 Debate on a Motion to refer shall be restricted to the questions whether to refer and to whom.

*Amendment limits*

7.11 No more than one amendment to a proposed amendment of a Motion shall be in order at one time.

*Order of amendment*

7.12 When the amendments are proposed to any Motion, the amendments and the original Motion shall be put in the reverse order to that in which they were brought forward.

*No further debate after question*

7.13 When a question is finally put by the Chairperson, either as an original Motion, as an amendment, or as an amended Motion, no further debate shall be allowed, the Chairperson first declaring that the question is finally put.

*No director rising after question is put*

7.14 When the Chairperson is putting a question, no Director shall rise.

## ARTICLE VIII – MOTIONS REGARDING EXPENDITURES

*Requirement for motion regarding expenditures*

8.1 No Motion shall be received regarding the expenditures of funds by the Corporation, unless:

- i) notice has been given to the Secretary to the Board at least seven (7) days in advance of the Meeting; and
- ii) it is reviewed by the Financial Controller as to whether the expense exists within the current budget and if the expenditure is reasonable given all the circumstances of the budget.

*Review of expenditure*

8.2 Should a matter be placed on the agenda regarding the expenditure of funds, and the Financial Controller and General Manager believes such expenditure of funds is not in

the best interest of the Corporation, the resolution may only be adopted by a two-thirds majority of the Members of the Board.

*Suspension of section - limits*

8.3 This section may only be suspended by unanimous consent of the Board and the concurrence of the management Committee.

## ARTICLE IX VOTING

*Voting required*

9.1 When the question is put, every Director present, except the Chairperson, shall be required to vote on the same.

*Order of vote*

9.2 In voting, those who vote in the affirmative shall so signify first, and then those who vote in the negative.

*Recorded vote*

9.3 Any Director present at a Board Meeting may require a recorded vote. When a recorded vote is requested the Chairperson shall call the roll. Each Member who is not disqualified for voting by way of conflict of interest shall announce his or her vote openly. The Chairperson shall announce and record the result of the vote, and the Secretary of the Board shall record in the Minutes of the meeting how each Director have voted.

*Ballot*

9.4 When a secret ballot is allowed for in the By-Laws, any Director present may request that a secret ballot be taken. When a secret ballot is taken each Director shall mark on a sheet of paper if they are in favour or against the question or the name of the candidate. The Chairperson shall collect the sheets of paper and announce the results.

## ARTICLE X - COMMITTEES

*Standing Committee – Rules of Order*

10.1 The Standing Committee shall operate in accordance Parts VI, VII, VIII, and IX *mutatis mutandis*.

*Standing Committee Agenda*

10.2 The agenda for Meetings of the Committees shall be as follows:

- (a) Call to order
- (b) Adoption of the Agenda
- (c) Declaration of Conflict of Interest

- (d) Adoption of the Minutes of the previous meeting
- (e) Informal consideration of matters
- (f) Motions
- (g) Supplemental agenda
- (h) Closed Session
- (i) Adjournment

*Standing Committee – Informal consideration*

10.3 During informal consideration of matters each Member shall discuss issues and items of importance to their role and any matters placed on the agenda by the General Manager.

*Standing Committee – Seconder not required*

10.4 Motions do not have to be seconded in the Committee.

*Standing Committee – Notice not required*

10.5 There is no requirement for notice in the Committee.

## ARTICLE XI -ELECTION OF THE MANAGING DIRECTOR, THE STANDING COMMITTEE, DEPUTY CHAIRPERSON AND THE EXTERNAL DIRECTOR

*Timing of the election*

11.1 At the first meeting following training, the Board shall meet by ballot elect the Managing Director, the Standing Committee, and the Deputy Chairperson.

*Managing Director Election – procedures*

11.2 The Managing Director shall be elected as follows:

11.2.1 A member who does not wish to be nominated for the position of Managing Director shall inform the Secretary of the Board by noon the day of the meeting that they do not wish to be nominated for the position.

11.2.2 At 12:01 p.m. the Secretary of the Board shall present a list of candidates for the office of Managing Director.

11.2.3 At the appointed hour, the Board shall meet and each candidate shall be given the opportunity to address the Board for up to three (3) minutes, and then answer any questions from the Board.

11.2.4 The Board shall then proceed to a vote by secret ballot. Balloting shall continue until one candidate receives a two-thirds majority of the total votes cast. The candidate with the lowest number of votes shall be removed after each ballot which does not produce a winner until there are two candidates left on the ballot. If there are two candidates left, and no candidate receives the required two-thirds majority after three successive ballots,



then a simple majority of fifty percent (50%) plus one (1) shall be used to determine the winner.

11.2.5 Upon a winner being declared, the Board shall recess for one quarter of an hour.

*Deputy Chairperson election – procedures*

11.3 The Deputy Chairperson shall be elected as follows:

11.3.1 A member who does not wish to be nominated for the position of Deputy Chairperson shall inform the Secretary of the Board by noon the day of the meeting that they do not wish to be nominated for the position.

11.3.2 At 12:01 p.m. the Secretary of the Board shall presents a list of candidates for the office of Deputy Chairperson.

11.3.3 The Secretary of the Board shall remove any name of the Director elected as the Managing Director from the ballot as Deputy Chairperson.

11.3.4 At the expiry of the break as contained in section 11.2.5, the Board shall met and each candidate shall be given the opportunity to address the Board for up to three (3) minutes, and then answer any questions from the Board.

11.3.4 The Board shall then proceed to a vote by secret ballot. Balloting shall continue until one candidate receives a majority of the total votes cast. The candidate with the lowest number of votes shall be removed after each ballot which does not produce a winner until there are two candidates left on the ballot.

11.2.5 Upon a winner being declared, the Board shall recess for one quarter of an hour.

*Recess*

11.3 Upon the expiry of the recess as described in section 11.2.5 the Board shall elect two additional members of the Steering Committee.

*Appointment*

11.4 The Chairperson, the Managing Director, and the Deputy Chairperson are appointed by virtue of their office.

*External Director – appointment*

11.5 If by May 1<sup>st</sup>, the Director who was External Director at the dissolution of the previous Board is willingly to serve for another term as the External Director, the chairperson, shall call upon a Member to move that they be appointed for anther term of office, and the question thereon shall be put forthwith, and if it is passed, the External Director shall be deemed to be appointed according to the by-laws.

*External Director – not returning*

11.6 If the External Director not be returning or the motion to appoint fails, then the Secretary of the Board shall post the position and the Standing Committee shall recommend a candidate to the Board of Directors for appointment.

## ARTICLE XII – ELECTRONIC MEETINGS OF THE BOARD

*Interpretation*

12.1 Interpretation – In this Section the following shall apply, in addition to the definitions in Article II of this policy

“Electronic Meeting” means a meeting called and held in full or in part via electronic means (including, but not limited to, audio teleconference, video teleconference, or via means of the internet), and with or without in person attendance;

*Electronic meeting when called*

12.2 A regular meeting or special meeting of the Board or Committee may be conducted by Electronic Meeting, in accordance with this section and any Electronic Meeting Protocol, as developed and amended as necessary, by the Secretary of the Board (and attached as Appendix I).

*Members participating -quorum*

12.3 Members participating in an Electronic Meeting, either in person or by electronic means, shall be counted for purposes of quorum at the commencement and at any point in time during the meeting. Members shall be entitled to vote, as if they were attending the meeting in person through a vote tallied by the Clerk, noting only if a vote was made in favour or opposed, and shall not be deemed a recorded vote unless requested by a member.

*Closed session during electronic meeting*

12.4 An Electronic Meeting may include a Closed Session, which shall be conducted in the absence of the public and in accordance with this Section.

*Notice of electronic meeting*

12.5 A public notice of an Electronic Meeting shall include sufficient information as to provide the public with a means to electronically access the open session of such Electronic Meeting.

## ARTICLE XIII – SUSPENSION OF THE RULES OF ORDER

### *Motion to suspend*

- 13.1 A Motion to suspend a Rule of Order and Procedure or a section of this Policy relating to procedures shall take precedence over all other Motions and shall be decided without debate. No Rule of Order and Procedure or section of this Policy relating to procedures shall be suspended except upon the vote of two-thirds of the Members present and voting.

### *Closed meeting*

- 13.2 The close meeting provisions of this Policy cannot be suspended.

## APPENDIX I – ELECTRONIC MEETING PROTOCOL

*Approved by the Secretary of the Board April 24, 2020*

- 1.1. An electronic board meeting may be considered when:
    - a. Time is of the essence;
    - b. There is a key matter to consider; or
    - c. an in-person meeting is not possible.
  - 1.2. The decision to call an electronic meeting shall be left to the discretion of the Chair and Secretary of the Board.
  - 1.3. A meeting may be conducted by electronic means if notice of the meeting is given to the public, including notification of the way in which the meeting is to be conducted and how to view/attend.
  - 1.4. Meeting notice shall be provided in accordance with the Board Procedural Policy.
  - 1.5. All meetings convened shall be webcast.
2. Participation
- 2.1. All Members may participate electronically using technology as determined by the Secretary of the Board.
  - 2.2. Appropriate staff, may also participate electronically using technology as determined by the Secretary of the Board.
3. Closed Session Meetings
- 3.1. Closed session electronic meetings shall not be made available to the public.
  - 3.2. Members who declare a conflict of interest must withdraw from the closed session, including electronic/audio participation, for the entire discussion of the matter about which they have declared a conflict.
4. General
- 4.1. Members and Staff participating electronically shall make sure they are electronically present a minimum of 5 minutes prior to the published meeting start time. The Secretary of the Board may verify audio and/or video connections or provide other instructions relevant to the meeting and its format.
  - 4.2. At the published meeting start time, or shortly thereafter, the Chair shall open the meeting.

## 5. Member Speaking

- 5.1 All Members are able to participate in debate in keeping with the rules of procedure.
- a. The Chair is to announce each agenda item on the floor of the meeting and shall maintain an orderly meeting process keeping Members informed;
  - b. Members participating by audio and visual participation shall raise their hand to indicate they wish to speak;

## 6. Motions

- 6.1 The Secretary of the Board shall record who verbally moved and seconded a motion from those Members present and verbally identify themselves and confirm verbally their willingness to move/second the motion. All motions shall be read aloud by the Secretary of the Board and each member present shall be called upon one at a time in random order to speak to the motion (if desired). Follow up questions will be at the discretion of the Chair.
- 6.2 Where possible, amendments shall be discussed with the Secretary of the Board prior to the meeting so that they may be prepared in advance. Where an unanticipated amendment is to be presented, the member shall ensure they are duly recognized by the Chair prior to moving the amendment. When recognized by the Chair, the member shall state their amendment and the Chair shall request a seconder who shall make themselves known verbally. The Secretary of the Board shall prepare the amendment which will be dealt with as outlined in the section 6.1 above.

## 7. Voting

- 7.1 All Members participating electronically must vote on matters which require voting.
- 7.2 When the Chair calls for a vote on a matter, Members who are participating:
- a. Using Audio-only communications, shall verbally announce their vote by stating “in favour” or “opposed”;
  - b. Using Audiovisual communications, shall visually show their vote by raising their hand to show they are either “in favour” or “opposed”.
- 7.3 The votes shall be tallied by the Secretary of the Board, noting only if a vote was made in favour or opposed, and shall not be deemed a recorded vote unless requested to so by a member as per the By-Laws.
- 7.4 If a member is present in-person or electronically, and when their name is called no response is received to indicate a vote provided, the Secretary of the Board will ask one

more time, and if no indication of vote is stated again the vote is deemed a negative vote, unless directed otherwise by the Chair.

- 7.5 The Secretary of the Board shall announce the result of the vote being “carried” or “defeated” only.
- 7.6 When a vote by ballot is permitted or used, the Secretary of the Board shall use software and to conduct a vote by ballot. The length of the vote shall be for seven minutes or until all members who are entitled to vote have voted, which ever shall occur first.

#### 8. Member Conduct

- 8.1 Each Member shall remain silent and attentive to the proceeding when not assigned the floor by Chair.
- 8.2 Each Member is to listen for their name in order to be assigned the floor to speak or to vote.
- 8.3 Each Member shall take directions from Chair in order to facilitate an effective, efficient and orderly meeting.

#### 9. Attendance and Technology Interruptions

- 9.1 Members will inform the Chair of any intended departure from a meeting, whether it is temporary or permanent.

#### 10. Meeting Etiquette

- 10.1 The Following Etiquette shall be Followed During Electronic Meetings:
- a. Dress appropriately as the proceedings and member’s video image will be webcast.
  - b. Control audio quality by testing audio before the meeting, situate yourself in a quiet indoor location and if possible, use a good quality headset with microphone.
  - c. Consider lighting by checking the video quality before the meeting and not sitting too close to a bright light source.
  - d. Consider your background to ensure a neutral backdrop free from personal items.
  - e. Speak to the camera and not the screen.
  - f. Mute your microphone when you are not speaking to cut down background noise.