



## **A2.1 BOARD MEETING GUIDELINES**

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### **FREQUENCY AND LOCATION**

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The Board generally meets monthly, on the first Wednesday of each month. Meetings are normally held at the offices of Bull Housser but are sometimes held at John Oliver High School. Meetings are usually 90 minutes in length, and commence at 7:00 am. Meetings may also be held by teleconference when circumstances require.<sup>1</sup>

### **NOTICE**

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In normal circumstances, notice of Board meetings is given at least seven days before the meeting is to take place.<sup>2</sup> Meetings are called by the Board Chair or by any three Directors.<sup>3</sup>

### **AGENDA AND SUPPORTING MATERIALS**

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The Board Chair, in consultation with the CEO, develops and sets the agenda for each Board meeting. All Directors are free to suggest items for discussion at Board meetings.

The agenda and supporting materials are usually distributed to Board members at least one week prior to the date of the meeting. Materials assembled in support of Board meetings are coordinated by the CEO. All materials submitted for consideration by the Board become part of the Board record and are deposited with the CEO for safekeeping and access.

### **PROCEDURES AT MEETINGS**

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#### **QUORUM**

Unless fixed otherwise by the Board, a quorum is a majority of Directors then in office.<sup>4</sup>

#### **ATTENDANCE BY TELECONFERENCE**

A Director may participate in a Board meeting by teleconference provided that all Directors can hear and respond to one another, and a Director participating by teleconference is deemed to be present in person and entitled to vote at the meeting.<sup>5</sup>

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<sup>1</sup> Bylaw 13.2.

<sup>2</sup> Bylaw 6.1.

<sup>3</sup> Bylaw 6.5.

<sup>4</sup> Bylaw 6.2.



## DECISION MAKING

Unless the Bylaws or the Society Act provide otherwise, issues at Board meetings are decided by Board Resolution,<sup>6</sup> which is defined in the Bylaws as:<sup>7</sup>

- A resolution passed at a meeting by a simple majority of the votes cast by Directors who are present and entitled to vote; or
- A resolution submitted to all Directors and consented to in writing by 75% of Directors who would have been entitled to vote in person.

Each Director has one vote, and in the case of a tie vote, the Board Chair does not have a second or casting vote.

## BOARD ONLY MEETINGS

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Each regular Board meeting includes an *in camera* portion where the Directors meet on their own without any staff present.

## RECORDS OF MEETINGS

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The Board Chair is provided with the draft minutes of each meeting as soon as possible after each meeting, and minutes are approved by the Board at the following meeting. The minutes, once approved by the Board, serve as the official record of the Board meeting.

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<sup>5</sup> Bylaw 13.2.

<sup>6</sup> Bylaw 6.7.

<sup>7</sup> Bylaw 1.1.