

1. Purpose

The purpose of this policy is to establish consistent procedures for the calling, conduct, and documentation of Board of Directors meetings to ensure effective governance, transparency, and accountability.

2. Types of Meetings

The Board shall conduct the following types of meetings:

2.1 Regular Meetings

- Scheduled in advance as part of the annual Board calendar
- Used for standard governance, reporting, and decision-making

2.2 Special Meetings

- Called to address urgent or specific matters requiring Board approval
- May be called by the Chair or at the request of a majority of Directors

2.3 In Camera Meetings

- Held without management, staff, or non-Board participants present
 - Used for confidential or sensitive discussions (e.g., personnel, legal, governance issues)
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3. Frequency of Meetings

- The Board shall meet a minimum of six (6) times per year including;
 - Organizational meeting; first meeting following the AGM at which directors are elected;
 - One review budget meeting
 - Additional meetings may be scheduled as required
 - An annual meeting schedule should be approved by the Board
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4. Notice of Meetings

- Notice of regular meetings shall be provided at least 7 days in advance
 - Notice of special meetings shall be provided as soon as practicable
 - Notice shall include:
 - Date and time
 - Location or virtual meeting details
 - Draft agenda
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5. Agenda and Meeting Materials

- The Chair (or designate) shall approve the meeting agenda
- Meeting materials shall be distributed in advance (recommended 3–5 days prior)
- Directors are expected to review all materials prior to the meeting

Typical agenda structure:

- Call to order
 - Approval of agenda
 - Approval of previous minutes
 - Business arising
 - Reports (financial, committee, operational)
 - New business
 - In camera session (if required)
 - Adjournment
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6. Quorum

- Quorum shall be a majority (50% + 1) of voting Directors
 - Quorum must be present to conduct official business or make decisions
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7. Participation

- Directors are expected to attend all meetings
 - Participation may be in person or via electronic means (e.g., video or teleconference)
 - Repeated absence may result in review under Board policies
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8. Conduct of Meetings

Meetings shall be conducted in a manner that is:

- Orderly and efficient
- Respectful and inclusive
- Focused on governance matters

The Chair is responsible for:

- Maintaining order and focus
- Ensuring all Directors have the opportunity to contribute
- Keeping discussions aligned with the agenda

The Board may adopt simplified rules of order (e.g., Robert's Rules of Order, as needed).

9. Decision-Making

- Decisions shall be made by majority vote. The chair will vote only in the event of a tie.
 - The board may decide to conduct a Consensus decision-making. To be used where appropriate
 - All decisions shall be formally recorded in the minutes
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10. Conflict of Interest During Meetings

- Directors must declare any conflicts of interest at the beginning of the meeting or when the issue arises
 - The Director shall abstain from discussion and voting on the matter
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11. In Camera Sessions

- The Board may move into an in camera session by resolution
 - Only voting Directors shall attend unless otherwise invited
 - Outcomes may be recorded at a high level to maintain confidentiality
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12. Minutes and Record Keeping

- Accurate minutes shall be recorded for all meetings
 - Minutes shall include:
 - Date, time, and location
 - Attendance
 - Key discussions (high-level)
 - Decisions and resolutions
 - Minutes shall be:
 - Sent out with 72-hours after board meetings.
 - Reviewed and approved by the Board
 - Maintained as official organizational records
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13. Electronic Meetings and Resolutions

- Meetings may be conducted electronically where all participants can communicate adequately
 - Decisions may be made by written or electronic resolution where permitted
 - Such decisions shall be recorded in the minutes of the next meeting
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14. Guests and Observers

- The Board may invite guests or advisors to attend meetings
 - Guests shall not participate in decision-making unless authorized
 - Portions of meetings may be restricted to Board members only
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15. Meeting Effectiveness

The Board shall periodically review meeting effectiveness, including:

- Quality of materials
 - Efficiency of discussions
 - Clarity of decisions
 - Time management
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16. Review of Policy

This policy shall be reviewed every two (2) years or as required.
