

**Approval Authority:** Board of Governors

**Last Approved:** June 13, 2023

**Administrative Responsibility:** President

**Next Review:** 2025-2026

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## **POLICY**

- A. The meetings of the Board and its committees shall be governed by:
1. The College and Institute Act;
  2. The relevant sections of these Bylaws, and by Board Governance Policy established under these Bylaws;
  3. Where the College and Institute Act is silent, and the Bylaws and Board Governance Policy are also silent, Robert's Rules of Order (latest edition) shall govern Board meetings in all cases to which they apply. In which they are consistent with these Board Bylaws and any Special Rules of Order the Board may adopt in governance policy.
- B. At all meetings of the Board, any member of the Board, senior administrators, or designated representatives may speak to any matter before the Board, but only **voting** Board members may move, second, or vote on any motion.
- C. Quorum
- (a) A quorum is present at a meeting when a majority of members holding office are in attendance.
  - (b) Board members are considered in attendance at a meeting of the Board whether they are there in person or participating by teleconference, videoconference or other electronic means whereby all members can hear each other.
  - (c) At the discretion of the Chair, urgent business may be considered by calling a special meeting using other electronic means (such as e-mail) as an alternative to an in-person, teleconferenced, and/or video-conferenced meeting. Participating Board members will be considered in attendance for establishing a quorum if they respond to the issue(s) within the time-frame set by the Chair.
  - (d) If there is no quorum present after thirty minutes after the time appointed for the board meeting, then the meeting shall be adjourned to a date fixed by the Chair. The names of the members present at the expiration of the said thirty minutes shall be recorded. At the discretion of the Chair, urgent business may be considered by the Executive Committee provided that a quorum of the Executive Committee can be established. The Executive Committee has the authority to make decisions and report back to the Board at the next regular meeting. Alternatively, the members present at a regular meeting of the Board where a quorum is absent may determine to continue the meeting. However they may not be passed at this meeting, however they may be passed using an alternative mechanism as per "c" above.

- (e) The affirmative votes of a majority present at a meeting at which a quorum is present are required to pass a resolution of the Board.
  - (f) A resolution in writing signed by all members of the Board is as effective as if it had been passed at a meeting of the Board properly called and constituted.
- D. The Chair shall call regular meetings of the Board by a predetermined schedule adopted annually by the Board. The Board must hold a minimum of 4 meetings each year and the intervals between meetings should be approximately equal.
- i. Open Sessions: the Board shall conduct its business at public meetings wherever possible.
  - ii. In-Camera Sessions: unless otherwise determined by the Board, the following matters shall be considered in-camera:
    - (a) salaries, conditions of employment and issues of collective bargaining,
    - (b) employee appointments, transfers, resignations, promotions, demotions, conduct, discipline or suspension, and all other matters relating to individual employees,
    - (c) conduct, discipline or suspension, and all other matters relating to individual students,
    - (d) legal issues and opinions respecting the liability or interest of the Board, and discussions of issues that might create a liability for the Board,
    - (e) matters relating to the acquisition, disposition or security of real property, where it is in the interest of the Institute to maintain confidentiality, or to protect the privacy of an individual,
    - (f) matters of a contractual or financial nature where it is in the interest of the Institute to maintain confidentiality,
    - (g) official tributes, and
    - (h) such other matters as shall be determined by the Board.

Notice, with the Agenda, of regular meetings shall be distributed reasonably in advance of each meeting.

- E. Special meetings to address an urgent matter(s) may be called at the discretion of the Chair. The agenda of special meetings will be restricted to the urgent matter(s) identified unless additional agenda items are approved by the members present at the beginning of the meeting. Special meetings will be in-camera unless designated as open by the Chair.

F. Actions of the Board

Unless required to be exercised by Bylaw, the action of the Board upon any matter coming before it shall be evidenced by resolution, and the entry thereof in the approved minutes of the Board, shall be prima facie evidence of the action taken.

G. Circulation of Minutes

Copies of the minutes of Institute Board meetings shall be circulated in accordance with Board Governance Process Policy.

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