

## Governance Policies and Procedures



<b>Policy Name:</b>	<b>Meeting Policy</b>
<b>Previous Policy Name:</b>	<b>Board Meeting Policy</b>
<b>Policy Number:</b>	002
<b>Policy Type:</b>	Governance
<b>Approval Date:</b>	July 28th, 2022
<b>Date for Review:</b>	Every 3 Years

### PURPOSE

The meeting policy supports effective meetings and encourages full participation. Effective meetings ensure the smooth governance and operation of the CFLA-FCAB Board, its Committees/Task Forces and Annual General Meetings. This policy establishes guidelines to ensure consistency and to enable all members of the meetings to participate.

### SCOPE

The meeting policy describes the parameters for chairing meetings, format of meetings, agenda development, frequency, quorum, and attendance. This policy covers CFLA-FCAB Board, Executive Committee, other Committee/Task Force and Annual General meetings.

### DEFINITIONS

**Chair:** The person who presides over the meeting and fulfills the duties as described below.

**Consent Agenda:** To maximize meeting time and to move business along, a consent agenda contains routine or uncontroversial matters that do not require discussion and can be voted/approved in one motion. Should a question arise about an item on the consent agenda a meeting participant may ask for this to be 'lifted' for discussion at the meeting. The item would then be added to the meeting agenda.

**Executive Committee:** Subject to governing legislation as applicable, and the By-Laws and Articles of the Federation, the Executive Committee of the CFLA-FCAB is composed of the Executive Officers of the Board: namely the Chair, Vice-Chair, Treasurer and Secretary. During intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all powers of the Board in the management and direction of the affairs and business of the Federation in such a manner as the Executive Committee deems to be in the best interest of the Federation.

**In-Camera:** While transparency is important for the work of any organization, there may be times when a portion of the meeting is conducted in privacy or 'in-camera'. This discussion will not be

included in the meeting minutes. Staff may be asked to leave the meeting during an in-camera session. A motion must be presented to move the meeting in-camera, and out of camera.

**Online Votes:** Normally business will be conducted at scheduled meetings, however, in special circumstances when timelines require immediate attention, the Chair may select to have an email vote. When an email vote is being held a majority greater than 50% of the entire Board or Committee will be required to consider the motion carried. At the next Board or Committee meeting the record of the vote will be documented as part of the meeting minutes.

**Quorum:** A majority that is greater than 50% on any given Board or Committee/Task Force shall form a quorum for the transaction of business. Quorum for Annual General Meetings (AGM) is defined in By-Law 1, Article 27 as 25% of members eligible to vote.

**Rules of Order:** Rules of Order ensure that meetings run effectively and fairly, ideas are discussed and debated, and important business is documented. The level of formality in use of rules of order can vary from Board to Board. CFLA-FCAB refers to Robert's Rules of Order when needed.

## **PROCEDURES**

### **Chairing the Meeting**

The Chair of the Federation shall preside over all meetings of the members of the Federation, the Board of Directors and the Executive Committee. During the absence or inability of the Chair, these duties and powers may be exercised by the Vice-Chair. In the event the Chair and Vice-Chair are absent or unable to preside, the members of the body present, provided a quorum is present, may elect or appoint another to preside.

The Chair of a Committee/Task Force shall preside over all meetings of the members of the Committee. During the absence or inability of the Chair, these duties and powers may be exercised by the Vice-Chair. In the event the Chair and Vice-Chair are absent or unable to preside, the members of the body present, provided a quorum is present, may elect or appoint another to preside.

CFLA-FCAB Committees and Task Forces have assigned chair positions as per their terms of reference.

During meetings, the chair should:

- Encourage participation by all members present
- Allow time for all views and sides of an issue to be heard and discussed before a vote
- Ensure members understand the discussions and terms of an issue by asking for clarification

when necessary

- Summarize discussions before voting or moving on to the next item
- Keep the meeting on schedule by adhering to the agenda and keeping Board members on topic
- Manage conflicts that arise during the meeting
- Ensure decisions are made clearly and explicitly (by vote or consensus) so that there is no room left for misunderstanding or misinterpretation
- Read or call for motions, call for votes on an issue, ensure votes are counted and recorded in the minutes (if required)
- Ensure that the recorder of minutes reflects attendance, motions and votes

The following are the essential rules of order for the CFLA-FCAB Board and Committee/Task Force meetings:

- Obtaining 'the floor': the chair will acknowledge Board or Committee/Task Force members who 'raise their hand' to participate. This process is helpful and orderly when multiple members wish to comment on an item. All members of the meeting should have the opportunity to comment before the discussion closes.
- Motions: Motions ensure that any business or actions that are important are put forth for discussion and decision and are recorded in the minutes. A Motion requires a mover and seconder. Moving and seconding a motion puts the business on the table for discussion. This does not mean the mover/seconder are endorsing the particular item.
- Vote on a motion: After debate/discussion usually a show of hands for yes/no or a statement of abstention at which point the motion is carried or defeated.

### **Agenda**

Effective agenda development ensures Committee/Task Force members understand the process for the development of, and have an opportunity to have input into, the agenda.

- It is the responsibility of the CFLA-FCAB Chair with support from CFLA staff, to develop the agenda for Board meetings. This includes requesting Board members to submit any items in advance.
- For CFLA-FCAB Committee/Task Forces, it is the responsibility of the Committee/Task Force chair to develop the agenda in consultation with Committee/Task Force members.
- A Board or Committee/Task Force member who wishes to add an item to the agenda or to be provided with additional information should contact the chair in advance. If this is not possible, the member may put forth an item at the time of the meeting.
- Agendas are to be provided no less than 4 days before a meeting to the Board or Committee/Task Force members.
- The chair will advise whether an item should be discussed as part of the agenda, or to be provided in advance as a consent agenda item.

### **Annual General Meeting Agenda**

At minimum, the following items should be presented at the CFLA-FCAB AGM:

- Presentation of an annual report of the Board of Directors
- Presentation of the financial statements, prepared by an auditor, of the past fiscal year
- Election and approval of the new slate of CFLA-FCAB Board of Directors
- Appointment of auditor for the next fiscal year
- Amendments, changes or additions to the Federation's bylaws

### **Posting Meeting Materials**

Board and Committee/Task Force materials will be posted to the CFLA-FCAB file sharing platform in the designated place. Materials will be posted a minimum of 4 days before a meeting.

### **Minutes**

Minutes reflect the intent of an action item without providing all the discussion details. Minutes are legal documents of CFLA-FCAB, and should be recorded in a manner to be read in the future and by people who may not have been present at the meeting. While it's important that all motions, decisions and action items are recorded, it's equally important that there be some context to how the decisions were made.

- Minutes of Board meetings shall be recorded and maintained by the Secretary
- Minutes of Committee/Task Forces shall be recorded and maintained by the secretary or designate of that Committee/Task Force.

The Executive Committee shall keep minutes of its meetings recording all actions taken by it, and a summary of the meeting shall be submitted to the Board at its meeting immediately following that of the Executive Committee.

At a minimum, minutes need to include:

- The date and location of the meeting
- Members who were present for voting
- Motions put forth, the mover and seconder
- Amendments to motions
- The outcome of the motion (carried or not) and may include upon demand, record of the vote including dissenters and those who voted in abstention or by proxy.

### **SCHEDULING MEETINGS**

The scheduling of meetings will be developed to encourage maximum participation and to ensure the frequency is sufficient to manage the normal scope of activities. Scheduling will take into account the time zones of participants.

To keep expenses down, most Board and Committee/Task Force meetings will be held via the approved conferencing system. In-person meetings will be scheduled, where possible, in conjunction with conferences and other meetings. In cases where it is unaffordable to

participate in person, members will be able to participate electronically for in-person meetings. Funds to support travel and accommodation expenses are available for individuals required to preside over the in-person meetings of 4 hours or more in duration. Requests for financial support must be received and approved by the Executive Committee in advance of the meeting

### **Board Meetings**

As per By-Law Article 43, the Board will set out a regular schedule of meetings. The Board may at any time, change the date/time of specific meetings if needed to enhance participation or for other valid reasons. The Board may also choose to cancel meetings when deemed necessary (e.g. during summer months or when quorum is not attained). As per By-Law Article 37, special meetings of the Board may be called by the Chair, the Vice-Chair, or any two directors at any time.

### **Executive and Committee \Task Force Meetings**

Committee/Task Forces will determine a regular schedule of meetings based on the frequency they determine to best support the work of the Committee/Task Force, and ideally at a day and time where the largest number of members of a Committee/Task Force are available to participate. Special meetings may be called as needed, by the Chair, Vice-Chair or any two Committee/Task Force members.

### **Participation and Attendance**

Attendance at CFLA-FCAB Board and Committee/Task Force meetings is limited to the members of the Board and Committee/Task Forces including any designated ex-officio participants. It is at the discretion of the Chair of Board and Committee/Task Forces to invite guests, observers and presenters to attend. Members and interested parties are welcome to contact the CFLA-FCAB Staff, Board Chair or the Committee/Task Force Chair to make a request or bring forth an issue for discussion at the next meeting.

### **In-Camera**

A motion is required to move into and to rise from a closed, or, *in-camera* session to discuss confidential or sensitive items. This usually includes:

- Assessing, rewarding or disciplining individuals
- Dealings and discussions with other entities or persons where the information being discussed may compromise the relationship of the Federation with them or its relationship with its stakeholders
- Human resources issues
- Matters relating to civil or criminal proceedings
- Personal health information related to an individual

- Financial, personal, contractual and/or other matters for which a decision must be made in which premature disclosure will be prejudicial
- Deliberations to decide whether a matter warrants being dealt with in a closed session of the Board.

All matters brought before a closed session remain confidential until they are moved by the Board, Committee/Task Force to an open session; a resolution should be passed with respect to those items that are to be moved to an open session.

During a closed session, all persons who are not meeting members shall be excluded from the meeting unless otherwise approved by the Chair.

A separate agenda may be prepared for closed sessions indicating the items to be considered during the session. The agenda and any supporting materials shall be clearly marked confidential and shall be handled and secured in a manner that respects the nature of the material.

Voting during a closed session shall take place according to the regular provisions governing meetings.

#### **CFLA-FCAB Board Meetings without Management**

The Board shall meet without management from time to time, as determined by the Chair for the purpose of evaluating the Board's relationship with management, as well as its oversight of, and the quality of, information provided by management.

Such meetings shall not be considered to be meetings of the Board but rather will be information meetings only.

The Chair shall immediately communicate with CFLA-FCAB staff any relevant matters raised during the meeting.

#### **CFLA-FCAB Staff Support for Meetings**

Staff can assist with:

- Scheduling meetings
- Arranging teleconference access
- Creating the agenda with direction from the Chair
- Drafting up the minutes
- Proposing agenda items
- Booking meeting space
- Booking travel and hotel arrangements
- Arranging for catering