

Governance Policies and Procedures

Policy Name: Voting on Association Business by Electronic Means (Virtual Voting)	
Policy Number: G 2.3.1	Policy Type: Role of the Board
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VOTING ON ASSOCIATION BUSINESS BY ELECTRONIC MEANS

INTRODUCTION:

The OLA is governed by a [Board of Directors](#) that meets regularly, either in-person or virtually.

By-Law 1, section 14 allows for decision making by the Executive Committee between Board meetings as follows: “During the intervals between the meetings of the Board of Directors of the Association, the Executive Committee of the Association shall possess and may exercise (subject to any regulations which the Board of Directors of the Association may from time to time impose) all the powers of the Board of Directors of the Association in the management and direction of the affairs and business of the Association (save and except only such acts as must by law be performed by the Board itself) in such manner as the Executive Committee of the Association shall deem best for the interests of the Association and in all cases in which specific direction shall not have been given by the Board of Directors of the Association.”

There may be occasions when decisions must be made between board meetings, by the Board rather than the Executive Committee and it is not reasonable or possible to call a special meeting between regularly scheduled board meetings.

This policy is a management tool designed to direct and guide decision-making for voting on Association Business by electronic means.

PURPOSE:

The purpose of this policy is to define the process for electronic voting by the Board as well as the business appropriate for electronic voting. The Chair must determine when necessary to proceed with an action between scheduled Board meetings and when reasonable to call a special meeting. The Chair can authorize the Executive Director (Secretary, ex-officio) to conduct a vote electronically (such as via e-mail/Doodle Poll). The Executive Director must ensure that all directors and officers of the Board have access to adequate information about the motion upon which they are being asked to vote.

This policy is not meant to condone or encourage the use of email polling as a usual practice to conduct OLA Board business. This procedure should be used only in time-limited situations or exceptional circumstances.

Deciding what can be the subject of voting by electronic means:

E-mail votes are appropriate when the items in question can be considered as any of the following:

- not controversial
- routine and do not require extensive background and explanation
- extremely time sensitive and may have serious consequences for the Association.

The Chair may decide before the process commences that the issue cannot be decided by electronic voting and thus, a decision will not be made.

Once the e-voting process begins, the Chair, or any board member, may decide that the issue cannot be decided by electronic voting and thus, a decision will not be made.

Examples of when to vote by electronic means:

1. Expense / Budget items
 - a. An additional request for, or a reallocation of an OLA budget item up to \$10,000.
2. Routine business of the association
 - a. An endorsement of a statement that is time-sensitive and aligned with OLA values, or an appointment to a board committee.

Examples of when not to vote by electronic means:

1. Approving budget amounts or financial decisions in excess of what is permitted in the OLA Finance Policy (refer to Governance Finance G 5.1).
2. A significant policy changes.

Definitions:

Quorum: A majority is greater than 50% on any given Board or Council shall form a quorum for the transaction of business.

Special meeting: Special meetings of the Board can be held between regular meetings to conduct business that cannot wait until the next regularly scheduled board meeting.

Chair: The person who presides over the meeting and fulfills the duties as described below. Also known as the President of the Board of Directors.

Secretary (ex-officio): The Executive Director of the Ontario Library Association.

Officer: Includes the Executive of the Board; President, Vice President, Treasurer and Secretary (ex-officio).

Director: Past President from each Divisional Council (7) and At-Large Members (3).

Abstain: When a person eligible to vote records the choice not to vote. Abstention votes will be included in quorum, as opposed to a member who does not respond to the vote which is an absence.

PROCEDURES:

1. When the Board Chair is confident that circumstances of urgency require a vote and a special meeting of the Board is not reasonable, the Chair or designate may authorize the Executive Director (Secretary) to facilitate a vote via electronic mail.
2. As directed by the Chair, the Executive Director shall prepare background information on the issue at hand to ensure all Board members are fully informed. The Executive Director will also prepare an electronic ballot.
3. The background information and ballot shall be emailed to all Board members. Board members must acknowledge that they have received the ballot. The subject line of the email message shall include the words "**Board Decision Required**". A timeline for response shall be indicated in the message. The Executive Director will make it clear when the voting begins and when voting ends (i.e., 72 hours).
4. The motion must have a mover and seconder indicated in an email response to all board members.
5. Each Board member should respond as follows: "MOTION on xxxx". I am IN FAVOUR of this motion OR I am OPPOSED to this motion OR I ABSTAIN from this motion.
6. Email responses are to be sent to all board members ("Reply All") so that all Board members may see how they have voted. If a voting platform (Doodle Poll) was used, then the Executive Director will provide the full voting results with names this will be specified in the message.
7. Members may vote throughout the voting period identified by the ED. However, when quorum is reached and a vote passed or fails by the number of votes required, the ED may inform the Chair and close the vote.
8. If a motion is defeated because too few Board members have cast ballots, those persons not responding will have no vote counted and will be considered "absent" from the vote. A motion cannot be considered "passed" simply in absence of votes. In the case where the number of votes received does not constitute a quorum, the vote counting can be extended in 48-72 hour periods until such a time a quorum is reached. If quorum is still not reached, the motion is withdrawn, and no decision will have been made.
9. Upon expiry of the specified time, the Executive Director shall verify that all votes came from the email addresses identified by the active Board members. The Executive

Director will then count the ballots and advise the Chair of the outcome of the vote. When the Chair is satisfied that the Board's requirements for voting have been met, the Executive Director shall advise all Board members of the outcome of the vote by email.

10. The Chair will then authorize the Executive Director to act in accordance with the result of the vote.
11. The Executive Director shall retain copies of all correspondence and ballots related to the vote for a period that complies with the retention policy established for its records management system.
12. The motion, regardless of the outcome of the email vote, shall be brought forward at the next meeting of the Board for ratification and for inclusion in the minutes.