

## Governance Policies and Procedures

<b>Policy Name: Board Meeting Policy</b>	
<b>Policy Number: G 2.3</b>	<b>Policy Type: Role of the Board</b>
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### BOARD MEETING POLICY

#### INTRODUCTION:

A meeting policy describes the parameters for chairing meetings, format of meetings, agenda development, frequency, quorum, and attendance. This policy covers OLA Board meetings, OLA Divisional meetings, and OLA Committee meetings.

#### PURPOSE:

A meeting policy can support effective meetings and encourage full participation. Effective meetings ensure the smooth governance and operation of OLA. This policy establishes guidelines to ensure consistency and to enable all members of the meeting to fully participate. The usual purposes of meetings are to:

- Make decisions
- Set policy
- Solve problems
- Provide operational oversight
- Ensure accountability

#### 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.

**In-Camera:** While transparency is important for the work of any board, there may be times when a portion of the meeting is conducted in privacy or 'in-camera'. The minutes and business of this portion is recorded and kept separately from 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. Material distribution may need to be circulated immediately before or during the meeting for the first time and not meet the one-week circulation.

**Quorum:** A majority is greater than 50% on any given Board or Council shall form a quorum for the transaction of business. Quorum for Annual Meetings of the members is defined in OLA By-Law 1, section 15.

**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 the use of rules of order can vary from board to board. The OLA refers to Roberts Rules of Order when needed.

## **PROCEDURES:**

### **1. Chairing the Meeting**

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

OLA Committees and Task Forces have assigned chair positions as per their terms of reference.

During meetings, the chair should:

- Encourage participation by all board members.
- 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.

Here are the essential rules of order OLA Board and Council meetings follow:

- **Obtaining ‘the floor’:** The chair will acknowledge committee 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.

## **2. Agenda**

Effective agenda development ensures committee members understand the process for the development of, and have an opportunity to have input into, the agenda.

- It is the responsibility of the OLA President with support from the Executive Director, to develop the agenda for board meetings. This includes requesting board members to submit any items in advance.
- For OLA Divisions and Committees, it is the responsibility of the chair to develop the agenda in consultation with committee members.
- A board, council or committee member who wishes to add an item to the agenda or to be provided with additional information should contact the chair in advance or may put forth an item at the time of the meeting.
- Regular agendas, with supporting reports, are to be provided no less than 7 days before a meeting to the board, council or committee members.
- The chair will advise on if an item should be discussed as part of the agenda, or to be provided in advance as a consent agenda item.

## **3. Annual General Meeting Agenda**

At minimum, the following items should be presented at the OLA AGM:

- Presentation of an annual report of the Board of Directors
- Incoming President remarks
- Presentation of the financial statements of the past fiscal year
- Appointment of auditor for the next fiscal year
- Amendments, changes or additions to the organization’s bylaws

#### **4. Posting Meeting Materials**

OLA Board, Council and Committees:

Materials can be posted to the OLA Community in the designated forum. Forums are restricted to the members of the board, councils, and committees.

- Board materials are to be posted a minimum of 10 days in advance of the board meeting.
- The board will be notified of any materials submitted after this time.

AGMs:

OLA and Divisional AGM materials are to be posted to the OLA website a minimum of 7 days in advance of the meeting.

#### **5. Minutes**

Minutes reflect the intent of an action item without providing all the discussion details. Minutes are legal documents of the OLA 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 (the Executive Director).
- Minutes of OLA Divisions and Committees shall be recorded and maintained by the secretary of that committee.
- Minutes are available to OLA members upon request.

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.

#### **6. Frequency and Location**

- OLA publishes a calendar of meetings annually by January 2. The calendar includes all board meetings, divisional council meetings, the OLA and Divisional Annual General Meetings, and Super Conference Planning Meetings. All remaining committee meetings are to be scheduled with a minimum of one month's notice.
- The Board of Directors shall meet at the OLA office for quarterly full day meetings, or at such other location the Board of Directors may determine and pending budget constraints. The option to participate virtually in these meetings is at the discretion of the OLA President or designated Chair. It is at the discretion of the OLA President to schedule additional meetings.

- Other OLA meetings may be held virtually or in-person and are planned as part of the budget process. Travel and accommodation expenses are only available for pre-approved in-person meetings 4 hours or more in duration.
- At the discretion of the chair, committee meetings may be held partially or completely virtually and must be organized so that all participants can communicate with each other adequately and simultaneously. Persons participating virtually are deemed to have attended that meeting.

## 7. Participation and Attendance

Attendance at OLA Board, Division and Committee meetings is limited to the members of the board and committees including any designated ex-officio participants. It is at the discretion of the board, division and committees to invite guests, observers and presenters to attend, and it is subject to budget restrictions. Members and interested parties are welcome to contact the President or the Committee Chair to make a request or bring forth an issue for discussion at a meeting prior to the preparation of the agenda.

- A quorum must be established in order to conduct business.

## 8. 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 association 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; and
  - Deliberations to decide whether a matter warrant 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, Division or Committee 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 shall 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.

- Minutes of closed sessions shall be recorded and shall be marked confidential and shall be secured in a manner that respects the nature of the material.
- Minutes of a closed session shall be presented for approval at a subsequent closed session.

### **9. OLA Board Meetings without Management**

- The Board shall meet without management from time to time, as determined by the President, 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 President shall immediately communicate with the Executive Director any relevant matters raised during the meeting.

### **10. OLA Staff Support for OLA Meetings**

Staff can assist with:

- Scheduling meetings
- Arranging teleconference access
- Booking meeting space
- Booking travel and hotel arrangements
- Arranging for catering

Unless otherwise indicated, staff are not responsible for creating agendas, developing meeting documents, or taking minutes.