

BOARD POLICY MANUAL

Type:	Governance Process	Approved:	October 25, 2011
Policy:	GP-14 Special Rules of Order	Revised:	January 14, 2025
		Last Reviewed:	January 14, 2025

Board meetings will be conducted in an orderly, effective process, led and defined by the chair.

1. All by-law obligations respecting board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Board members must keep their comments relevant to the issue under consideration.
5. Board meetings will be conducted at a level of informality considered appropriate by the chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.
6. Proposals that the board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a board member, seconded, discussed, and then voted on. Motions require a second to proceed to discussion and subsequent vote.
 - 6.1. The chair of the board may to the same extent as any board member, make motions, engage in debate, or vote on any matter to be decided.
 - 6.2. A motion to amend a main motion may be amended but third level amendments are out of order.
 - 6.3. A motion to refer to a team, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
7. Board members may speak to a pending motion on as many occasions, and at such length, as the chair may reasonably allow.
8. A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
9. A majority vote will decide all motions before the board excepting those matters in the by-laws which oblige a higher level of approval.
10. A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the chair.

11. A board member may request to have his or her vote on the record.
12. When further rules of order are to be developed by the board, the board will consider Robert's Rules of Order as a resource guide.

13. In Camera

When a majority of the Trustees present at a meeting of the Board of Trustees are of the opinion that it is in the public interest to hold the meeting or a part of the meeting in private for the purpose of considering any matter, the Board of Trustees may by motion exclude any person from the meeting. As such, the purpose is to deal with *in camera* matters, as determined by the Board of Trustees. These topics are confidential to the internal governance and management of the Board of Trustees.

When a meeting is held *in camera*, the Board of Trustees does not have the power to pass a by-law or motion at that meeting apart from the motion necessary to revert to an open meeting.

When the Board of Trustees resolves to consider any matter in private, any motion(s) arising from that matter shall not be subject to question or debate.

Because of the confidential or privileged nature of all *in camera* meeting agenda items and supporting material on which the motions are based, the comments, discussions and supporting material relating to private items shall remain strictly confidential, except in cases when the Board of Trustees determines the information should be submitted to an open meeting of the Board of Trustees, when the Board of Trustees specifically authorizes its public release, or when legally required to release such information. A motion of the Board of Trustees is required if this information is to be provided to any persons other than to the Board of Trustees or to employees or agents of the Board of Trustees who require such information to carry out the duties of their job.

If there is evidence that the confidentiality of the *in camera* meeting agenda items is breached by a Trustee, then the Trustee will be subject to sanction as described in the Code of Conduct governance policy (GP-8).

Motions arising from agenda items discussed while *in camera* must be carefully worded so as to protect the confidentiality and personal privacy around the issue.