



## URSU Board Meeting Policy

Policy owner:	President
Audience:	Board of Directors, Members
Approved:	Board of Director's Meeting, January 29, 2019
Last Reviewed:	January 15, 2019
Review Schedule:	June 2020

### 1. Introduction

This policy is designed to guide the Board of Directors and Committees in planning and holding meetings. It sets the norms for frequency and duration of meetings, voting at meetings, proxy voting and teleconference or electronic participation in meetings. It does not supersede the Non-profits Corporation Act or the URSU Constitution and is designed to lay out the basic requirements, as well as those above and beyond the minimum requirements laid out in the act and laid out in the constitution.

### 2. Definitions

- **Board** - URSU Board of Directors

### 3. Policy

#### 3.1. Chair

At the beginning of each fiscal year the Board of Directors will approve a Chair for Board of Directors meetings based on the recommendation of the Executive Committee. The Chair should be perceived to be a neutral party. The Chair is not a member of the Board of Directors and as such does not have a deciding vote in the case of a tie.

If the regular Chair is unavailable or in the case of a Committee, an acting-chair (or a regular committee Chair) may be elected from the Board of Directors members who are present. Typically, this person is the President of URSU. In this situation the Chair retains the deciding vote in the case of a tie and still counts towards quorum.

The duties of the Chair during a meeting are as follows;

- Ensuring procedure is properly used at URSU's meetings
- Monitoring and recording meeting attendance, especially as it relates to conflicts of interest or conflicts of commitment
- Facilitating discussion amongst divergent points of view
- Encouraging Board Members to reach consensus
- Realizing when the board has reached a dead-end and needs to recess or table discussion on a topic
- Managing votes to confirm consensus decisions or to decide issues

### **3.2. Frequency of Board meetings**

In general, Board meeting dates are fixed as follows;

- The second Tuesday in the months of May to August, and;
- Starting the second Tuesday of September and continuing bi-weekly on Tuesdays thereafter through to the month of April, with the exceptions of Christmas break, Frost Week, and winter Reading Week.

Unless determined otherwise by consensus of the Board, meeting start times shall be 5:00 pm (with a complimentary meal being available one-half hour prior to the meeting start time).

The Board is free to request the Chair to alter the meeting times, dates or frequency of meetings should a special or urgent need arise.

### **3.3. Meeting Duration**

- 3.3.1. Start times for Board meetings shall be established in advance by the Chair;
- 3.3.2. Meals will be served 15 minutes prior to the start of a Board meeting;
- 3.3.3. The set end time for the meeting will be three (3) hours after the set start time;
- 3.3.4. If there is no quorum at 15 minutes past the designated start time, it will be left to the discretion of the Chair to wait a reasonable amount of time to start, cancel or reschedule the meeting, or proceed without quorum as per section [Section 3.5.4](#);
- 3.3.5. There will be a break of 10 minutes;
- 3.3.6. Any items on the agenda not reached by 15 minutes before the scheduled end time will be dealt with at the discretion of the Chair. At this time, the Chair will be prepared to recommend deferring the items, referring them back to the appropriate committee(s), or extending the meeting.
- 3.3.7. Subject to a vote requiring a 2/3 majority the Board can extend the meeting for either;
  - 3.3.7.1. and additional twenty (20) minutes, or;
  - 3.3.7.2. for however long it takes to finish particular agenda item(s).
- 3.3.8. All board members who choose to leave a meeting prior to adjournment will be voluntarily withdrawing their participation in any conversations or motions that take place after they leave.

### **3.4. Special or Emergency meetings of the Board of Directors**

Special or Emergency meetings may be called under extenuating circumstances using one of the following procedures;

1. Special or Emergency meetings may be called by a majority motion of the Executive Committee
2. Special or Emergency meetings may be called by submission of a petition, signed by least 50% of the members of the Board of Directors, to the Chair or to the front desk of URSU

Special or Emergency meetings called in this manner must respect the usual rules of a Regular Board of Directors meeting with the following exceptions;

- notification of the time, date and location meeting must occur at least **48 hours** in advance. After the initial notification all members must be notified of any changes to the time and/or date and/or location as soon as possible. The agenda shall be sent with notice
- **no call for motions can be made**; those wishing to add motions to the agenda after the agenda is forwarded along with the notice of meeting must do so at the meeting

### ***3.5. Regular Board of Directors Meeting Protocol***

When planning a Board of Directors meeting several important criteria must be observed;

- 3.5.1. notification of the time, date and location meeting should occur at least 5 days in advance. After the initial notification all members must be notified of any changes to the time and/or date and/or location as soon as possible.
- 3.5.2. an agenda and the relevant supporting documents should be sent to all members participating a minimum of 48 hours in advance of the meeting. A sample agenda can be found at Appendix 1.
- 3.5.3. a call for motions must be made at least 5 days in advance of the meeting
- 3.5.4. a simple majority of elected Board of Directors members must be present for the meeting to have achieved quorum. If quorum is not achieved, then no decisions may be made at the meeting but presentations, and other informational items may be presented to the members present
- 3.5.5. Robert's Rules of Order shall be the parliamentary authority governing the conduct of Board of Directors meetings
- 3.5.6. The Chair is responsible for ensuring efficiency of meetings and for ensuring that meetings respect Robert's Rules of Order. Notwithstanding that, the Chair may choose to dispense with certain formalities of Robert's Rules in the name of efficiency if the majority of Board Members present consent.
- 3.5.7. 'Friendly Amendments', the practice of allowing a member presenting a motion to make minor modifications to the wording of a motion that do not significantly impact the meaning of the motion (as determined by the Chair) before the motion is sent to the floor for debate, shall be permitted.
- 3.5.8. In the case of a tied vote the motion is defeated (unless the acting Chair is a member of the Board of Directors, in which case the Chair casts the deciding vote)

### ***3.6. Proxies***

Proxies are not allowed at Board of Directors meetings or General Meetings.

### ***3.7. Electronic Meeting Participation***

Reasonable efforts must be undertaken to facilitate the participation of Board of Directors members who wish to participate in meetings using electronic methods. Board of Directors members may participate in Board of Director and Committee meetings remotely via Audio/Visual electronic communication methods that permit real-time communication if such options are available. Text only communication methods are not acceptable for voting members. Board of Directors members who choose to participate in meetings remotely acknowledge and agree to not hold the corporation accountable for any technological issues that limit their ability to participate or vote at a meeting.

URSU members may participate in Board of Director and Committee meetings remotely via Audio/Visual electronic communication methods that permit real-time communication if such options are available. Due to the number of members who wish to participate in Annual General Meetings and Special General Meetings and the prohibitive costs associated with such technology, members may not participate in AGMs or SGMs using Audio/Visual electronic communication methods that permit real-time communication. Members who choose to participate in meetings remotely acknowledge and agree to not hold the corporation accountable

for any technological issues that limit their ability to participate or vote at a meeting.

### **3.8. Electronic Voting Procedure**

Decisions of the Board of Directors may be made electronically if the Executive deems that the situation warrants it. Typically, the motion should be prepared and sent in consultation with the Chair. The procedure for electronic voting shall be as follows;

- 3.8.1. A resolution shall be prepared and circulated electronically to all members of the Board of Directors by the Chair or by the President, URSU.
- 3.8.2. Quorum for electronic voting shall be a simple majority of electronic votes submitted by the required deadline.
- 3.8.3. Members shall respond, whether they are for or against the motion
- 3.8.4. A voting deadline shall be set when the Motion is circulated
- 3.8.5. Based on the responses received from the Board, the Chair shall announce the result of the vote via e-mail
- 3.8.6. Members voting via e-mail are not voting confidentially. Upon request members of the Board of Directors may see the e-mails of members who have voted for or against an electronic motion

Members shall be given a minimum of 36 hours to vote on any motion presented in this manner. In order to vote, members must simply respond to the e-mail in the affirmative (ex: I approve this Motion) or in the negative (ex: I am opposed to this Motion), or by abstaining. If there is reasonable doubt about whether or not a member is voting for or against a motion then the vote shall be counted as an abstention pending clarification before the deadline. Quorum shall be a simple majority voting directors for motions approved in this manner.

At the next meeting a "Record of Decision" that contains a record of the resolution voted upon electronically (as well as the result) shall be approved by the Board of Directors and shall be attached to the next Board meeting Agenda

### **3.9. Participation**

Since it is occasionally desirable for non-board members and non-URSU members to participate in Board Meetings this practice shall be permitted. In determining when and if a potential meeting participant shall be allowed to speak the following order of priority shall be observed when creating a speakers' list;

- Board Members who have not spoken to the question on the floor
- Board Members who have spoken to the question on the floor
- Individuals who have given a presentation on the subject of the question on the floor
- Staff members, employees or contractors of the Students' Union
- Invited guest (invited guests must be identified in Notice of Meeting)
- Members of URSU
- Any other individuals

Guests who do not follow these rules may be barred from the meeting if their continuing participation is disruptive.

### **3.10. Decorum**

The intent of Board Meetings is to make unanimous decisions regarding the management of the non-profit entity the University of Regina Students' Union whenever possible. If there is

disagreement, Board Meetings provide a space to debate and achieve consensus through compromise. If the Board is unable to achieve consensus then votes (as described in the latest edition of Robert's Rules of Order) shall be used to make decisions.

At Board Meetings respectful discourse shall be prioritized. Use of disrespectful communication, especially when it is directed at individual members is to be avoided. In the interest of timeliness, comments should only be related to the question on the floor.

Though Board Meetings are public, this is done in the interest of transparency, not to provide a platform for individual members to speak to the public. Such lobbying of public opinion should be done in other forums. The Chair shall act to ensure that an individual is directing their comments at the Board Members present at the meeting rather than at the audience attending the meeting.

### **3.11. *Honorarium of Directors***

#### **3.11.1. *Amount***

The amount of honorarium that the Directors shall be entitled to must be approved, or must have been approved by a majority vote of the Directors. The Board of Directors shall establish an honorarium for the next fiscal year through the passage of a resolution after the preliminary budget has been approved.

There will be two components to the honoraria:

- a) An honorarium allotted per director for every meeting of the Board of Directors; and,
- b) An honorarium allotted per director for every meeting of a Board sanctioned Committee.

#### **3.11.2. *Requirements for Honorarium***

Directors shall be remunerated for their attendance, either in person, by videoconference, or via teleconference, at the full session of meetings that last more than one hour. Attendance shall be defined as being present for at least 50% of a meeting. Payments may not be issued to Directors who do not fulfill the above noted requirements.

#### **3.11.3. *Payment Method***

All payments will be issued by direct deposit via URSU's payroll system. Applicable payments are issued on a bi-weekly basis.

### **3.12. *Presentations to a Board of Directors Meeting***

- 3.13. Persons or groups wishing to make presentations to the Board must submit their request in writing or by email to the Chair. The request should outline the general intent or purpose of the proposed presentation.
- 3.14. The Chair will either confirm or decline the request for presentation if it fails to meet procedural guidelines or conflicts with any existing URSU policy within forty eight (48) hours of receipt of the request. The Chair will advise the Executive Committee of any and all declined requests.
- 3.15. The request and all supporting documentation must be received by the Chair at least five (5) days in advance of a scheduled Board meeting. Exceptions to this shall be at the discretion of the Chair
- 3.16. In the case of a funding request, additional information as to what information will be required can be obtained by contacting the URSU VP Operations and Finance ([vpof@ursu.ca](mailto:vpof@ursu.ca))
- 3.17. The time allotted for each presentation is ten (10) minutes. The Chair may extend this time

limit if the Board decides that an extension of time is necessary in order to permit the delegation to give a complete outline of its position.

- 3.18. Board members will listen to the presentation but will not respond to it. Board members or staff may ask the presenter questions during or after the presentation.
- 3.19. The Board vests in its Chair authority to terminate the presentation of an individual/group who does not adhere to the rules established above and may request any individual to leave the meeting when that person does not observe reasonable decorum.

### **3.20. Roles and Responsibilities**

#### **The Chair**

The Chair shall be responsible for;

- creating the Agenda of Board Meetings
- conducting meetings of the Board of Directors in an efficient and professional manner and in compliance with Robert's Rules of Order (latest edition)
- conducting meetings of the Board of Directors in accordance with the governing documents of the URSU (ex: Constitution, Bylaws, Policy, etc.)
- receiving motions, reports, etc. from Board of Directors members for inclusion on Meeting Minutes
- ensuring that all members receive copies of the minutes, agenda and relevant supporting documents for meetings
- forwarding copies of all meeting minutes to the President, URSU and the URSU communications department
- providing at least 1 week notice and a replacement (if possible) when they are unavailable for a meeting
- accepting reasonable requests for special or emergency meetings, as laid out in this policy
- keeping records of attendance
- keeping records of Board of Directors membership past & present
- ensuring the meeting space is prepared prior to the meeting and clean and tidy after the meeting
- ensuring that proper procedure is followed at all meetings
- ensuring that rules of decorum are followed at all meetings
- applying the principles of progressive discipline that are laid out in section 5 as necessary

## **4. Consequences for Noncompliance**

Failure to comply with this policy (and/or the Constitution and the Non-profits Act) could result in invalidation of the decisions made at a meeting and further legal action being brought against the members or the corporation.

## **5. Processes**

After warning a Board Member that they are breaking Meeting Policy the Chair shall apply the following principles of progressive discipline for subsequent breaches of Policy at the same meeting;

1. The Member shall not be permitted to continue speaking
2. The Member shall be moved to the end of the speakers list (subject to the criteria laid out in 3.8, Participation)
3. The Member shall lose their speaking rights for the remainder of the discussion on the current motion

4. The Member shall lose their speaking rights for the remainder of the meeting and be asked to withdraw from the meeting

## **6. Related Information**

Non-Profits Corporation Act (Online);

<http://www.gp.gov.sk.ca/documents/English/Statutes/Statutes/N4-2.pdf>

URSU Constitution;

<http://ursu.ca/assets/Documents/2014%20docs/URSU%20CONSTITUTION%20UPDATED%202014.pdf>

**University of Regina Students' Union**  
**Board of Director's Meeting – URSU Boardroom**  
**DATE**

***Agenda***

**Present:**

**Regrets (More than 24 hours notice):**

**Absent (Less than 24 hours notice):**

**1. CALL TO ORDER:**

**2. CONSENT AGENDA**

- a. Approval of the Agenda for \_\_\_\_\_
- b. Approval of the minutes of the \_\_\_\_\_ board meeting.
- c. Adoption of the Executive and Director reports.
- d. Next meeting to be held on \_\_\_\_\_.

BE IT RESOLVED THAT the URSU Board of Directors approves the Consent Agenda.

Moved:

Second:

**3. CONFLICT OF INTEREST / CONFLICT OF COMMITMENT DECLARATION**

**4. PRESENTATION**

- a.

**5. OLD BUSINESS**

**6. NEW BUSINESS**

- a. WHEREAS

Moved:

Second:

**7. OTHER BUSINESS**

- a. Enter into Executive Session (In-camera)

Move:

Second:

Approval of the confidential minutes  
Exit Executive Session

Move:

Second:

**8. COMMITTEE REPORTS AND BUSINESS**

**9. NOTICE OF MOTIONS**

**10. ITEMS FOR NEXT AGENDA**

**11. ADJOURNMENT:**

- a. Meeting adjourned at

Moved:

Second:

**12. BOARD ORIENTATION**