UNIVERSITY OF THE FRASER VALLEY

Bylaw Number BGB-110.14
Effective Date 2026-06-18
Next Review Date 2033-06

BOARD MEETING MANAGEMENT AND BOARD PROCESSES MANAGEMENT

Primary Contact	Board of Governors
Related Policy / Legislation	*University Act, s*. 26, 27(2)(a)(x)(y), 49(1) BGB-110.15, Committees of the Board

PURPOSE/PHILOSOPHY

The Board values the fair and effective organization of its work and ensures that accurate and accessible records are kept, the voices of all members are heard, decisions are recorded, and the Board's public access and disclosure goals are met.

BYLAW

The Board recognizes and respects its power:

- To make rules for the meetings of the Board and its transactions.
- To make rules consistent with the powers conferred on the Board by the University Act.
- To do and perform all other matters and things that may be necessary or advisable for carrying out and advancing the purposes of the university and the performance of any duty by the Board or its officers prescribed by the University Act.

The Board recognizes that, at the request of the Minister, the university provides the Minister with reports and any other information that the Minister considers necessary to carry out the Minister's responsibilities in relation to universities.

Therefore, the Board organizes its meetings and related procedures in the following ways:

1. Board Meetings

1.1 Meeting Notice

At least forty-eight hours' notice is given for any meeting of the Board of Governors, unless waived by a majority of the Board of Governors members.

1.2 Regular Meetings

Regular meetings of the UFV Board of Governors are held as often as necessary to transact the business of the Board of Governors, and in any event at least once every three months.

1.3 Special Meetings

Special meetings of the Board of Governors may be called to deal with specific issues. Only that business for which the special meeting has been called may be dealt with at the special meetings, unless otherwise determined by unanimous consent of those Board of Governors members attending. When necessary, special meetings may be held by available technological means including phone, video/audio technology ("virtual"), or by an electronic vote through email.

1.4 Open, Closed and In-Camera Sessions

All regular Board of Governors' meetings are open to the public, provided the Board of Governors may schedule closed and in-camera meetings to deal with matters of a confidential nature. In-camera meetings normally include all Board members and the University Secretary, except where Board policies and bylaws require an individual to be excused for some or all of a discussion or decision.

1.5 Modes of Meeting

The Board of Governors preference is for meetings to be held in person. For full Board meetings, members may participate virtually with prior approval of the Board Chair. For committee meetings, members may participate virtually with prior approval of the committee Chair. In some cases, meetings may be held in a fully virtual manner, or via an electronic vote through email. The Board of Governors reviews meeting formats annually to assess their effectiveness.

1.6 Agenda

In consultation with the President, the Board Chair sets the agenda for each meeting. The Board office typically sends notification to Board members that the agenda package is available at least five days prior to the Board meeting. In the case of a special meeting (see 1.1 and 1.3 above), the agenda package is delivered as soon as possible ahead of said meeting.

1.7 Voting and Quorum

Fifty-one percent of the members of the Board of Governors constitutes a quorum for the transaction of the business of the Board of Governors. Once quorum is declared it continues.

At all meetings of the Board of Governors, all questions are decided by a majority of the votes of the members present and voting, except in the case of a special resolution, which is decided by two-thirds (2/3) of the members present and voting. The Chair has the same right to vote as the other members of the Board of Governors, and in the case of a tie vote, the motion is defeated and declared so by the Chair.

Any two members of the Board of Governors may request a secret ballot on any vote.

1.8 Adjournment of Meetings

Upon completion of business, the Chair declares Board of Governors' meetings adjourned.

1.9 Recording of Meetings

The Board Office may record any meeting of the Board of Governors, a Board committee, or an advisory board, noting the following provisions:

1.9.1 At the start of the meeting, the Chair notifies attendees that the meeting is being recorded.

1.9.2 This notification includes a declaration that the sole purpose of the recording is to ensure the meeting minutes are accurate.

1.9.3 Recordings in any format are kept for a maximum of 10 business days unless a longer retention period is required by law, after which the records are destroyed.

1.9.4 If a request to access a meeting recording is received before it is destroyed, the Office of General Counsel determines which parts of the recording, if any, will be disclosed.

2. Minutes

Copies of the draft minutes of each open, closed and in-camera session of Board of Governors' meetings are distributed to members of the Board of Governors for approval at the following meeting.

Upon request, approved minutes are made available to the UFV auditors or government authorities. Minutes signed by the Board Chair are provided where required by law, government authority or other entity.

Approved minutes from open session meetings are posted to the UFV governance portal (https://ufv.civicweb.net/portal/).

3. Record Keeping

Any information, regardless of medium or characteristics, which is made part of the Board's work in some capacity is considered a Board record. The Board of Governors ensures that all records of the Board required by the Board Bylaws or by any applicable statute or law are appropriately maintained. Such books and records are digitally secured and maintained by the Board Secretary or designate.

4. Actions of the Board

Unless required to be exercised by the Bylaw, the action of the Board of Governors upon any matter coming before it is evidenced by resolution. Its entry in the minutes of the Board of Governors is definitive evidence of the action taken. Normally, resolutions are used to evidence decisions and actions of the Board, and on occasion to formally acknowledge a

significant achievement or some other key institutional item. Motions to receive/accept reports are not typically utilized.

5. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order (Newly Revised) govern the Board of Governors in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules of order the Board of Governors may adopt.

6. Amendment of the Bylaws

Recommended additions or amendments to this and other Bylaws will come to regular Board meetings from the Board Governance Committee with recommendations forwarded to the Board for approval.