

## BOARD MEETING MANAGEMENT AND BOARD PROCESSES MANAGEMENT

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<b>Primary Contact</b>	Board of Governors
<b>Related Policy / Legislation</b>	<i>University Act, s. 26, 27(2)(a)(x)(y), 49(1)</i>

### PURPOSE/PHILOSOPHY

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

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### 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 must provide 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 will organize its meetings and related procedures in the following ways:

#### 1. Board Meetings

##### 1.1 Meeting Notice

At least forty-eight hours' notice shall be 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 shall be 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 teleconference or by an electronic vote through email.

#### 1.4 Open and In-Camera Sessions

All regular Board of Governors' meetings shall be open to the public, provided the Board of Governors may schedule in-camera meetings to deal with matters of a confidential nature.

Upon approval of the Board Chair, the Board will audio record the public session of Board meetings. Such recordings will be available to the members of the public and media upon request, and accessible, within a reasonable timeframe, through the Office of the Secretariat.

#### 1.5 Agenda

In consultation with the President, the Board Chair will set the agenda for each meeting. The agenda package will be delivered to Board members five days prior to the Board meeting.

#### 1.6 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 shall be decided by a majority of the votes of the members present and voting, except in the case of a special resolution, which shall be decided by two-thirds 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 the Chair must so declare.

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

#### 1.7 Adjournment of Meetings

Upon completion of business, the Board of Governors' meetings will be adjourned upon a motion by the Chair.

## **2. Circulation and Approval of Minutes**

Copies of the draft minutes of each public and in-camera session of Board of Governors' meetings will be distributed to members of the Board of Governors for approval at the following meeting.

Upon request, approved minutes will be made available to the UFV auditors or government authorities.

Approved minutes from public session meetings will be posted to the UFV Board of Governors' website and may be sent to others at the discretion of the Board of Governors.

### **3. Signing of the Minutes**

Approved minutes will be signed by the Board Chair and President and kept on file in the Board Office.

### **4. Record Keeping**

The Board of Governors shall see that all necessary books and records of the Board required by the Board Bylaws or by any applicable statute or law are regularly and properly kept. Such books and records shall be kept in the custody of the Board Secretary or designate.

### **5. 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 shall be evidenced by resolution and the entry thereof in the Minutes of the Board of Governors shall be prima facie 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.

### **6. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall 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.

### **7. Amendment of the Bylaws**

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