



# BOARD RULES OF PROCEDURE

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### PART 1 – INTRODUCTION

#### Definitions

##### 1.1 In these rules of procedure:

“Board” means the UNA Board of Directors.

“Bylaws” means the bylaws of the UNA as amended or replaced from time to time.

“CAO” means the Chief Administrative Officer of the UNA except that, at any time there is no CAO, “CAO” means the individual or individuals fulfilling the responsibilities of the CAO position.

“Chair” means the Chair of the Board.

“Director” means a UNA director.

“Fully Electronic Meeting” means a meeting of the Board in which persons are entitled to participate solely by telephone or other communications medium.

“In-Person Meeting” means a meeting of the Board in which persons are entitled to participate solely in person.

“Partially Electronic Meeting” means a meeting of the Board in which persons are entitled to participate in person or by telephone or other communications medium.

“Point of Order” means a point or query concerning procedure.

“Presiding Director” has the meaning given in section 5.1.

“Rules” means these rules of procedure.

“*Societies Act*” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any legislation that replaces that Act.

“UBC” means The University of British Columbia.

“UNA” means the University Neighbourhoods Association.

#### References to bylaws and to sections and parts

##### 1.2 A reference to a Bylaw followed by a number is to that numbered provision in the Bylaws.

- 1.3 A reference in square brackets to a numbered Bylaw is to a provision in the Bylaws that requires, in whole or in part, the section of the Rules in which the reference is included.
- 1.4 Except as otherwise stated, a reference to a section or Part is to that section or Part of the Rules.

### Applicable rules of procedure for Board meetings

- 1.5 Proceedings of all meetings of the Board are governed by the Rules and, to the extent not inconsistent with the Rules, by the most recent edition of Robert's Rules of Order, with such modifications as are necessary in the circumstances.
- 1.6 If any rule is inconsistent with the requirements of the *Societies Act*, the requirements of that Act prevail.

### Delegation by CAO

- 1.7 The CAO may delegate to other UNA employees any of the responsibilities and functions assigned to him or her by the Rules.

### Substitute for Chair

- 1.8 If at any time the Chair is absent or unable to act or the office of Chair is vacant, the powers of the Chair are to be exercised, and the duties carried out, by the Director appointed by the Board for this purpose.

## PART 2 – BOARD MEETINGS

### Format

- 2.1 Board meetings are to be In-Person Meetings except when the Chair or CAO has made a determination under section 2.2 or 2.3.
- 2.2 The Chair may determine that a Board meeting is to be a Partially Electronic Meeting or a Fully Electronic Meeting.
- 2.3 The CAO may determine that an initial meeting of the Board is to be a Partially Electronic Meeting or a Fully Electronic Meeting.

### Location

- 2.4 In-Person Meetings and Partially Electronic Meetings are to take place on the UBC Vancouver campus.

### Inaugural meeting

- 2.5 The CAO must convene an initial meeting of the Board within one month after an election of Directors.
- 2.6 The CAO is to preside over the initial meeting until a Chair is elected.
- 2.7 At the initial meeting, the Board must elect a Chair in accordance with the following:
  - (a) The call for nominations for the office of Chair is to be conducted by the CAO.
  - (b) If only one candidate is nominated, that candidate is to be declared elected by acclamation.
  - (c) If more than one candidate is nominated, voting is to be conducted by secret ballot.
  - (d) Ballots are to be counted by the CAO, and the candidate with the most votes is to be declared elected.
  - (e) If more than one candidate receives the largest number of votes, the CAO is to determine the procedure for determining which of those candidates is elected. For greater certainty, the procedure may include a runoff election or determination by lot.

### Regular meetings

- 2.8 The Chair must determine the dates and times of the regular Board meetings, which meetings must be held at least 6 times in a calendar year. The Chair must also determine the location of regular Board meetings, on the assumption that the meetings will be In-Person Meetings. *[Bylaw 7.1]*
- 2.9 No later than the beginning of a calendar year, the CAO must prepare, in consultation with the Chair, a schedule of the dates, times, and locations of the regular Board meetings for the year and must post the schedule of regular Board meetings on the UNA's website.
- 2.10 A regular Board meeting may
  - (a) be cancelled by the Board, except that two consecutive regular Board meetings may not be cancelled; or
  - (b) be moved to a different day, time, or location by the Chair, but only if 5 days' notice of the change is provided to the Board.
- 2.11 If a regular Board meeting is cancelled or there is a change to the date, time, or location of the meeting, the CAO must, as soon as reasonably possible, post a notice of the cancellation or change on the UNA's website.

### Special meetings

- 2.12 A special Board meeting must be called by the CAO at the request of any two Directors.

- 2.13 To call a special Board meeting, the CAO must give notice of
- (a) the date and time of the meeting,
  - (b) the format of the meeting (an In-Person Meeting, a Partially Electronic Meeting, or a Fully Electronic Meeting), and
  - (c) if the meeting is an In-Person Meeting or a Partially Electronic Meeting, the location of the meeting.
- 2.14 Unless waived by all Directors, the CAO must give the notice of a special Board meeting at least 48 hours before the meeting is to take place.
- 2.15 The CAO must give the notice of a special Board meeting by
- (a) sending a copy of the notice to each Director by email, and
  - (b) posting a copy of the notice on the UNA website.

### **Open, closed, and restricted closed sessions**

- 2.16 Each Board meeting consists of one or more of an open session, a closed session, and a restricted closed session.
- 2.17 The open session of a Board meeting must be open to the public.
- 2.18 The closed session of a Board meeting may be attended only by the Directors, the CAO, UNA employees invited by the CAO or the Board, and other individuals invited by the Board.
- 2.19 The restricted closed session of a Board meeting may be attended only by the Directors and individuals invited by the Board.
- 2.20 The Board must hold at least 6 meetings in a calendar year that have an open session.
- 2.21 A matter may be considered at a closed session or a restricted closed session of a Board meeting only if the matter is, or relates to, one or more of the following:
- (a) discussions and dealings with other entities or individuals where disclosure of the information being discussed could be harmful to the UNA's interests;
  - (b) employee relations and other human resources matters;
  - (c) a matter which the UNA is required by contract or law to keep confidential;
  - (d) litigation or potential litigation affecting the UNA;
  - (e) the receipt of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

- (f) personal information about an identifiable individual who holds or is being considered for a position as an officer, employee or agent of the UNA or another position appointed by the Board;
- (g) the appointment of an individual to fill a vacancy on the Board;
- (h) the appointment of individuals other than Directors to, or removal from, a committee, working group, or other body;
- (i) the approval of minutes for a closed session or restricted closed session of a Board meeting;
- (j) consideration of whether a matter on the agenda for the session is eligible to be considered in the session;
- (k) the addition of a matter to the agenda for the session; and
- (l) consideration of whether particular individuals should be permitted to attend the session.

2.22 In the preparation of the agendas for a Board meeting, the Chair is to determine which matters are to be included on the agenda for the closed session and which matters are to be included on the agenda for the restricted closed session. The Chair's determination is subject to being overturned during the closed session or restricted closed session.

2.23 If a Board meeting includes an open session and also a closed or restricted closed session, the agenda for the open session is to state

- (a) the fact that the open session will be followed by a closed or restricted closed session, and
- (b) the basis or bases permitting the consideration of matters in the closed or restricted closed session.

2.24 If a Board meeting does not include an open session, the CAO must give notice to the public on the UNA website of the basis or bases permitting the consideration of matters in the meeting.

### Confidentiality

2.25 Except as otherwise authorized by the Board,

- (a) discussion and decisions made at a closed session or a restricted closed session of a Board meeting must be kept in confidence; and
- (b) information considered during a closed session or a restricted closed session of a Board meeting must be kept in confidence, until the information is discussed in an open session of a Board meeting or is released to the public.

### PART 3 – ELECTRONIC MEETINGS

#### Partially Electronic Meeting

- 3.1 If a Board meeting is a Partially Electronic Meeting,
- (a) the meeting notice is to provide information regarding the communications medium; and
  - (b) all persons attending the meeting (other than the public) must be able to fully participate in it, whether in person or by the communications medium.
- 3.2 If a Board meeting is a Partially Electronic Meeting, a Director may participate using the communications medium only if the Director
- (a) is unable to attend the meeting in person because of illness, absence from Metro Vancouver, or other circumstances that prevent the Director from attending in person, and
  - (b) at least 24 hours before the agendas for the meeting are sent to Directors, the Director gives the CAO notice that the Director intends to participate using the communications medium.
- 3.3 At least 24 hours before the commencement of a Partially Electronic Meeting, the CAO must provide persons who intend to participate using the communications medium with instructions on how to connect to and participate in the meeting.

#### Fully Electronic Meeting

- 3.4 If a Board meeting is a Fully Electronic Meeting,
- (a) the meeting notice is to provide information regarding the communications medium;
  - (b) all persons attending the meeting (other than the public) must be able to fully participate in it by the communications medium;
  - (c) if the meeting includes an open session, the public must be able to hear all participants.
- 3.5 If a Board meeting is a Fully Electronic Meeting, at least 24 hours before the meeting,
- (a) the CAO must provide participants with instructions on how to connect to and participate in the meeting; and
  - (b) if the meeting includes an open session, the CAO must post on the UNA website information on how the public may hear, or watch and hear, the session.

### PART 4 – AGENDAS AND ORDER OF BUSINESS

#### Preparation and availability of agendas

- 4.1 Separate agendas are to be prepared for the open session, closed session, and restricted closed session of a Board meeting.
- 4.2 The agendas for the open and closed sessions of a regular Board meeting are to be prepared and made available as follows:
  - (a) The CAO, in consultation with the Chair, must prepare agendas for the open and closed sessions, setting out all items for consideration at the sessions.
  - (b) The agendas are to include items proposed by Directors at least 10 days before the meeting.
  - (c) At least 5 days before the meeting, the CAO must provide the agendas to the Directors and make the agenda for the open session available to the public.
- 4.3 Section 4.2 applies with respect to the agendas for the open and closed sessions of a special Board meeting, except that the time by which the agendas are to be provided to Directors and made available to the public is the lesser of 5 days before the meeting and such time as is reasonably practicable having regard to when the decision to hold the meeting is made.
- 4.4 Prior to each Board meeting that includes a restricted closed session,
  - (a) the Director appointed by the Board for this purpose must prepare an agenda for the session; and
  - (b) that Director must provide the agenda to Directors at least two days before the meeting.

#### Agenda for open session of a meeting

- 4.5 The agenda for the open session of a Board meeting is to contain the following headings in the order in which they are listed:
  - (a) Approval of agenda
  - (b) Approval of minutes
  - (c) Delegations
  - (d) External reports and presentations
  - (e) Reports<sup>1</sup>

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<sup>1</sup> “Reports” are UNA reports, such as reports from committees, working groups, Directors, and staff. These may just provide information or may include recommendations for action.

- (f) Unfinished business<sup>2</sup>
- (g) New business<sup>3</sup>
- (h) Adjournment

### Agendas for closed and restricted closed sessions of a meeting

4.6 The agendas for the closed and restricted closed sessions of a Board meeting are to contain such of the headings listed in section 4.5 as are applicable.

### Addition of agenda items by Directors

- 4.7 At the time the adoption of an agenda is being considered, a Director may propose to place an additional item on the agenda. The item is to be added to the agenda only if approved by the Board.
- 4.8 After an agenda has been adopted, a Director may propose to place an item of an urgent nature on the agenda. The item is to be added to the agenda only if the proposal is approved by the Board.

### Order of business

4.9 Business at a session of a Board meeting is to be taken up in the order in which it is listed on the agenda for that session, unless an alternative order is approved by the Board.

### New Directors

4.10 For the purposes of this Part, a Director includes, in relation to a Board meeting, any person whose term of office as a UNA director will commence at the beginning of the meeting.

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<sup>2</sup> “Unfinished business” consists of

- the item (if any) that was actually in the process of being considered when the last meeting adjourned;
- items that were on the agenda for the last meeting but were not reached before the adjournment of the meeting; and
- items from a prior meeting that, by motion, were postponed.

There will usually not be any unfinished business.

<sup>3</sup> “New business” is any item for discussion or decision that does not belong under reports or unfinished business. It includes items that were previously considered by the Board, unless the item has been referred to a committee or working group.

### PART 5 – MEETING CHAIR AND QUORUM

#### Meeting chair

- 5.1 The chair of a Board meeting (the “Presiding Director”) is to be determined in accordance with Bylaw 7.6.
- 5.2 If the Chair is absent from a Partially Electronic Meeting, the Directors are to choose a Director who is present in person to chair the meeting.

#### Quorum

- 5.3 The quorum for a Board meeting is a majority of the Directors at the time of the meeting. [Bylaw 7.5]
- 5.4 The Board must not conduct business at any time at which a quorum is not present.

#### Adjourning meeting if no quorum

- 5.5 If there is no quorum present within 15 minutes after the scheduled time for a Board meeting or such longer time as the majority of the Directors present agree,
  - (a) the CAO must record the names of the Directors present; and
  - (b) the meeting stands adjourned.

### PART 6 – MOTIONS

#### Making motions

- 6.1 Except as otherwise provided in the Rules, a motion must be made and seconded before being debated or finally put to a vote by the Presiding Director. It is not necessary that the Presiding Director restate the motion.
- 6.2 A Director may make a motion only if the Director is recognized by the Presiding Director.

#### Motions belong to Board

- 6.3 When a motion has been made and seconded, it is in possession of the Board.

#### Permissible motions

- 6.4 Only the following motions may be made when the Board is considering a main motion (i.e., the motion that initiates formal Board consideration of a matter):
  - (a) to adjourn;

- (b) to recess;
- (c) to call the vote;
- (d) to postpone;
- (e) to refer;
- (f) to amend;
- (g) to postpone indefinitely.

6.5 The order of precedence of the motions listed in section 6.4 is from top (highest) to bottom (lowest). Except for a motion to amend a pending motion, a motion is in order if any motion below it is pending and is out of order if any motion above it is pending. A motion to amend a pending motion may be made to any motion that is amendable.

### **Motion to call the vote**

- 6.6 A motion to call the vote is a motion to end debate and vote immediately on the pending motion.
- 6.7 A motion to call the vote is not debatable and requires at least two-thirds of the votes cast to be in favour of the motion in order to succeed.

### **Motion to postpone**

- 6.8 A motion to postpone a pending main motion must specify when the main motion is to be taken up again, which may be
- (a) during the same Board meeting, in which case the motion must specify when in the order of business, or after which circumstances, the main motion is to be considered further; or
  - (b) in a future Board meeting, in which case the motion must specify which Board meeting or the conditions that must be fulfilled in order for the main motion to be considered further.
- 6.9 A motion to postpone is debatable, but only as to the merits of postponement.

### **Motion to refer**

- 6.10 A motion to refer can be made only with respect to a main motion as amended by any amendments approved before the motion to refer.
- 6.11 A motion to refer can be made with respect to a matter on the agenda for the meeting before the making of a main motion with respect to the matter.
- 6.12 A motion to refer a matter may be to a committee, working group, or any individual or group of individuals and is to specify when a report is to be made to the Board.

6.13 Debate on a motion to refer must be limited to the merits of the referral.

### **Motion to amend**

6.14 A motion to amend must not be made with respect to a motion that is non-amendable.

6.15 A motion to amend may take the form of the deletion, addition, or substitution of words. It must be germane to the motion proposed to be amended and may not change the motion into another type of motion or negate the intent of the motion.

6.16 A secondary amendment may be moved to a primary amendment. The secondary amendment is not amendable, and no further amendments may be moved to the primary amendment until the secondary amendment is disposed of.

6.17 A primary amendment must be debated and voted on before the motion that is proposed to be amended.

6.18 A secondary amendment must be debated and voted on before the pending primary amendment.

### **Motion to postpone indefinitely**

6.19 A motion to postpone indefinitely is a motion not to make a decision on the pending main motion (i.e., to kill the main motion).

6.20 Debate on a motion to postpone indefinitely may go into the merits of the pending main motion.

### **Withdrawal of motion**

6.21 The Director who made a motion may request at any time while the motion is pending that the motion be withdrawn.

6.22 A motion is withdrawn if all Directors present at the meeting consent to the request to withdraw.

6.23 If any Director objects to the request to withdraw,

- (a) the Presiding Director must put the request to a vote;
- (b) no debate is allowed; and
- (c) to succeed, the request requires a majority vote.

### **Division of motion**

6.24 If requested by a Director, where a motion comprises separate parts that can stand alone as separate motions, there is to be a separate vote on each part.

### PART 7 – RECONSIDERATION, RESCISSION, OR AMENDMENT OF A MOTION

#### Reconsideration

- 7.1 A Director who voted with the majority for or against a motion (the “original motion”) may make a motion to reconsider the original motion, either at the same open, closed, or restricted closed session of the meeting at which the original motion was voted on or at the next such session.
- 7.2 When a motion to reconsider an original motion is made, the original motion may not be discussed before approval of the motion to reconsider.
- 7.3 A motion may not be reconsidered if it has been acted upon irreversibly.

#### Rescission or Amendment

- 7.4 After the Board has approved a motion (the “approved motion”), a Director may make a motion to rescind or amend the approved motion, either at the same open, closed, or restricted closed session of the meeting at which the approved motion was approved or at the next such session.
- 7.5 A motion to rescind or amend an approved motion requires at least two-thirds of the votes cast to be in favour of the motion in order to succeed if
  - (a) the motion to rescind or amend is not made at the same meeting at which the approved motion was approved, and
  - (b) advance notice of the intent to make the motion was not given in the agenda for the session of the meeting at which the motion is made.
- 7.6 An approved motion may not be rescinded or amended if it has been acted upon irreversibly.

### PART 8 – DEBATE AND CONDUCT

#### Discussion prior to motion

- 8.1 A matter may be discussed prior to the making of a motion regarding the matter.

#### Debate

- 8.2 A Director may speak to a matter only if recognized by the Presiding Director.
- 8.3 The Presiding Director may speak to any matter.
- 8.4 Subject to sections 8.5 and 8.6, if more than one Director wishes to speak, the Presiding Director is to determine the order in accordance with the order in which each Director indicated an intention to speak.

- 8.5 The Director who moves a motion may speak first to the motion.
- 8.6 Each Director must be given an opportunity to speak before a Director is given a further opportunity to speak.
- 8.7 A Director must not speak at one time for more than 5 minutes, unless the Board gives permission for the Director to speak longer.
- 8.8 A Director may require the motion being debated to be read at any time during the debate, but not so as to interrupt another Director who is speaking.

### Motion to postpone or refer

- 8.9 If a motion to postpone or refer a main motion is made while there remain Directors who have indicated an intention to speak, the Presiding Director may refuse to accept the seconding of the motion to postpone or refer until those on the speakers list have been heard.

### Conduct

- 8.10 A Director may not interrupt a Director who is speaking except to raise a Point of Order.
- 8.11 Directors must:
- (a) use respectful language;
  - (b) refrain from using rude or offensive gestures or signs or engaging in rude or offensive conduct;
  - (c) refrain from attacking or questioning the motives of other Directors;
  - (d) speak only in connection with the matter being debated; and
  - (e) adhere to the Rules and to rulings of the Presiding Director and decisions of the Board.

### Call to order

- 8.12 A Director who is called to order by the Presiding Director:
- (a) must immediately stop speaking;
  - (b) may explain their position on the Point of Order; and
  - (c) may appeal the Presiding Director's ruling, in which case section 9.2 applies.

### Conflict of Interest

- 8.13 If a Director has a direct or indirect material interest in a matter before the Board, the obligations in section 56 of the *Societies Act* (or in any provision that replaces that section) are applicable.

### Participation of individuals other than Directors

- 8.14 Staff and advisors may speak on a matter only if recognized by the Presiding Director.
- 8.15 Members of the public in attendance at a meeting may speak on a matter if invited to do so by the Presiding Director.

### PART 9 – POINTS OF ORDER

- 9.1 A Director may raise a Point of Order at any time, whereupon the Presiding Director must:
  - (a) interrupt the matter currently under consideration;
  - (b) ask the Director to state the substance of and the basis for the Point of Order; and
  - (c) decide the matter and state the reasons for the decision.
- 9.2 A Director who is dissatisfied with a decision of the Presiding Director under section 9.1 may appeal the decision, in which case
  - (a) the Director is permitted to state the basis for the appeal;
  - (b) the Presiding Director may make a response;
  - (c) the Presiding Director must then ask whether his or her decision is to be sustained;
  - (d) the question is to be voted on without debate; and
  - (e) the Presiding Director’s decision is sustained unless there is a majority vote in the negative.

### PART 10 – VOTING

- 10.1 When debate on a motion is closed, the Presiding Director must put the motion to a vote.
- 10.2 Votes are to be cast by the raising of hands. [*Bylaw 7.7*]
- 10.3 When there is a vote on a motion, no Director may leave the meeting, other than a Director who has declared a conflict of interest.
- 10.4 Unless provided otherwise in the Rules, a motion is decided in the affirmative if a majority of the Directors present, excluding those who abstain from voting, vote in the affirmative. [*Bylaw 7.7*]
- 10.5 In the event of an equality of votes, the Presiding Director has a second vote. [*Bylaw 7.7*]
- 10.6 The Presiding Director must declare the result of a vote by stating that the motion is decided in either the affirmative or the negative.

### PART 11 – REQUEST FOR INFORMATION

- 11.1 Directors have the right to request information about any matter before the Board or related to the UNA's affairs.
- 11.2 A Director's inquiry is to be addressed to the Presiding Director.
- 11.3 Inquiries must not include opinion or argument.
- 11.4 An inquiry that is not asked in connection with debate on a matter may only be raised as an item under new business.
- 11.5 If an inquiry cannot be answered when asked, the CAO must respond, or have someone else respond, at the next regular Board meeting.

### PART 12 – DELEGATIONS

- 12.1 During the open session of a regular Board meeting, an individual or group of individuals (a "Delegation") may, if permitted by this Part, make a presentation to the Board.
- 12.2 A Delegation wishing to make a presentation at a Board meeting must make a written request setting out the topic of the presentation and must submit the request to the CAO at least 7 days before the meeting.
- 12.3 When a Delegation has made a presentation to the Board on a topic, neither the Delegation nor any individual who was a member of the Delegation may, within 6 months after the presentation, make a further presentation on the topic.
- 12.4 The Board may permit a Delegation to make a presentation notwithstanding that the Delegation has failed to comply with section 12.2 or the presentation fails to comply with section 12.3.
- 12.5 Delegations are to be heard in the order in which the CAO receives their requests, unless the Board decides otherwise.
- 12.6 The Board will hear from a maximum of 3 Delegations at a meeting.
- 12.7 A Delegation's presentation is limited to 5 minutes.
- 12.8 Directors may ask clarification questions of a Delegation, and hear responses to those questions, for a maximum of 5 minutes.
- 12.9 Any time limit in this Part may be extended with the Board's consent.

### PART 13 – MINUTES

#### Preparation of minutes

- 13.1 Separate minutes are to be prepared for the open, closed and restricted closed sessions of a Board meeting.
- 13.2 Minutes of an open, closed, or restricted closed session of a Board meeting must contain:
- (a) the type of session;
  - (b) the date of the meeting;
  - (c) if the meeting was not a Fully Electronic Meeting, the location of the meeting;
  - (d) if the meeting was a Fully Electronic Meeting, the communications medium used to conduct the meeting;
  - (e) the times at which the session began and adjourned;
  - (f) the names of Directors, staff, and invited attendees who attended the session;
  - (g) the name of the Presiding Director;
  - (h) a record of decisions made on all main motions; and
  - (i) the names of any Directors who have declared conflicts of interest and the matter with respect to which each conflict was declared.
- 13.3 The minutes of restricted closed sessions are to be prepared by a Director appointed by the Board for that purpose.

#### Approval, distribution, and retention of minutes

- 13.4 A draft of the minutes of an open, closed, or restricted closed session of a Board meeting must be provided to Directors for approval and included with the agenda for the next session of that type.
- 13.5 Within 14 days of the Board approving the minutes of an open session of a Board meeting, the CAO must post the minutes on the UNA website.
- 13.6 The approved minutes of the closed session of a Board meeting are to be maintained confidentially by the CAO.
- 13.7 The approved minutes of a restricted closed session of a Board meeting are to be distributed to all Directors, who must maintain the confidentiality of the minutes.

### Inclusion of resolutions approved without meeting

- 13.8 A resolution approved in accordance with Bylaw 7.9 (resolution approved without meeting) must be included with the minutes of the next open, closed, or restricted closed meeting of the Board, depending on the type of session at which the resolution would otherwise have been presented for approval.

### PART 14 – UBC AND AMS PARTICIPANTS

- 14.1 With respect to an individual appointed by UBC who is entitled pursuant to sections 8.1 to 8.5 of the Bylaws to attend and participate in Board meetings, the Rules apply as if the individual were a Director, except that
- (a) the individual has no right to make motions;
  - (b) the individual has no right to vote on any matter, including for greater certainty any procedural matter; and
  - (c) to the extent that sections 8.1 to 8.5 of the Bylaws are inconsistent with the Rules, those sections prevail.
- 14.2 With respect to an individual appointed by the Alma Mater Society of the University of British Columbia who is entitled pursuant to section 4.6 of the Neighbours' Agreement 2020 to attend and participate in Board meetings, the Rules apply as if the individual were a Director, except that
- (a) the individual has no right to vote on any matter, including for greater certainty any procedural matter; and
  - (b) to the extent that section 4.6 of the Neighbours' Agreement 2020 is inconsistent with the Rules, that section prevails.

### PART 15 – COMMITTEES

#### Establishment and membership of committees

- 15.1 Subject to any delegation of its power to establish committees, only the Board may establish committees and determine their membership.
- 15.2 Individuals who are not Directors may be members of a committee.
- 15.3 The chair of a committee must be a Director.
- 15.4 A Director who is a member of a committee ceases to be a member upon ceasing to be a Director unless otherwise provided in the appointment of the Director to the committee.

### Rules of procedure

- 15.5 Board committees are to conduct business in accordance with the Rules, with such modifications as are necessary.
- 15.6 The quorum for a committee meeting is a majority of the committee's members.
- 15.7 A motion made at a committee meeting is not required to be seconded.
- 15.8 In the event of an equality of votes on a motion at a committee meeting,
- (a) the chair of the committee does not have a second vote; and
  - (b) the motion fails.

### Minutes of meetings

- 15.9 A committee must provide minutes of its meetings to the Board.

### Attendance of non-member Directors

- 15.10 Directors who are not members of a committee
- (a) may attend meetings of the committee,
  - (b) may participate in discussion only with the approval of a majority of the committee members present, and
  - (c) have no vote.

### Priority of committee terms of reference

- 15.11 The provisions in this Part are not applicable with respect to a committee to the extent that the provisions conflict with the committee's terms of reference.