



BOARD PROCEDURES POLICY

The Board of Directors of the University Neighbourhoods Association enacts as follows:

PART 1 – INTERPRETATION

Purpose

1. The purpose of this Policy is to assist the Directors in the conduct and facilitation of their Board meetings and to permit the orderly and democratic transaction of business.

Scope

2. This Policy applies to the Board of the Association.

Definitions

3. In this Policy:
 - “Association” means the University Neighbourhoods Association;
 - “Board” means the Directors of the Association;
 - “Chair” means the Chair of the Board;
 - “Director” means a director of the Association;
 - “Secretary” means the Secretary of the Association;
 - “UBC” means The University of British Columbia.

Application of rules of procedure for meetings of the Board

4. The provisions of this Policy govern the proceedings of meetings of the Board.
5. The proceedings at Board meetings are governed by Robert’s Rules of Order or any other rules of procedure that the Board determines by resolution from time to time. In the event of a conflict between this Policy and Robert’s Rules of Order, this Policy governs.



PART 2 – SCHEDULE AND NOTICE OF MEETINGS

Time and location of meetings of the Board

6. All meetings of the Board must take place within Electoral Area “A” of the Greater Vancouver Regional District.
7. Regular meetings of the Board must be held at least 6 times per year at a date and time to be determined by the Board.
8. Special meetings of the Board may be called by:
 - (a) a resolution of the Board;
 - (b) any Director, with the consent of the Board Chair; or
 - (c) the Board Chair.
9. The Board may cancel any meeting of the Board by resolution.

Notice of regular meetings of the Board

10. The Executive Director will post the date, time and place of regular meetings of the Board on the UNA website at least 7 days before each regular meeting.
11. The Executive Director in consultation with the Chair shall prepare a board package consisting of an agenda and any related documents and distribute it to all Board members a week prior to the Board meeting.

Notice of special meetings of the Board

12. Except where notice of a special meeting is waived by unanimous vote of all Directors, the Executive Director will provide notice of the special meeting setting out the date, hour, and place of the special meeting of the Board at least 4 business days before the special meeting by posting a copy of the notice on the UNA website and sending a copy of the notice to each Director via email.



PART 3 – AGENDA

Agenda of Regular Board Meetings

13. One week prior to each regular meeting of the Board, the Executive Director in consultation with the Chair shall prepare an agenda setting out the items for consideration at the upcoming meeting.
14. The deadline for submissions by the Directors to the Executive Director of items for inclusion on the provisional agenda of a regular Board meeting is 7 days before the Friday prior to the meeting.
15. The Executive Director shall circulate the draft agenda by email one week prior to the meeting to all Directors.
16. If a portion of the agenda includes items required by this Policy to be considered in closed session, the Executive Director must ensure that the agenda items for the closed portion of the agenda are not posted to the UNA website.
17. The agenda for all regular meetings of the Board shall contain the following matters in the order in which they are listed below:
 - (a) Call to order;
 - (b) Approval of agenda;
 - (c) Presentation by delegations;
 - (d) Approval of minutes;
 - (e) Matters arising from the Minutes;
 - (f) Reports;
 - (g) Question period;
 - (h) Unfinished business;
 - (i) New business; and
 - (j) Adjournment.

18. Business at a regular meeting of the Board shall be taken up in the order in which it is listed on the agenda unless otherwise changed by a resolution of the Board.
19. An item of business not included on the agenda shall not be considered at the regular meeting of the Board unless the agenda is amended by resolution to include that item.

Agenda of Special Board Meetings

20. The agenda for a special meeting of the Board will be determined by the Chair in accordance with the reason for calling a special meeting.
21. If a portion of the agenda for a special meeting includes items required by this Policy to be considered in closed session, the Executive Director must ensure that the agenda items for the closed portion of the agenda are not posted to the UNA website.

PART 4 – MEETING PROCEEDINGS

Quorum

22. Quorum for a meeting of the Board is a majority of the Directors holding office at the time of the meeting.

Loss of quorum

23. The Board may not conduct business without a quorum present.

Adjourning Board meeting where no quorum

24. If there is no quorum present within 30 minutes after the scheduled time for a meeting of the Board, the Executive Director must:
 - (a) record the names of the members present, and those absent; and
 - (b) adjourn the meeting until the next scheduled meeting.

Conduct and debate at the Board

25. A Director may speak to a question or motion if the Director is recognized by the Chair.
26. No Director may interrupt a Director who is speaking except to raise a point of order.

27. If more than one Director wishes to speak to a question or motion, the Chair must determine the order in accordance with a speakers list.
28. Directors who are called to order by the Chair:
 - (a) must immediately stop speaking;
 - (b) may explain their position on a point of order with the leave of the Chair; and
 - (c) may appeal to the Board for its decision on a point of order.
29. Directors speaking at a meeting:
 - (a) must use respectful language;
 - (b) must not use offensive gestures or signs; and
 - (c) must adhere to the rules of procedure established under this Policy and to the decisions of the Chair in connection with the rules and points of order.
30. A Director may require the question being debated to be read at any time during the debate if that does not interrupt another Director who is speaking.
31. The Chair may apply the following rules to limit speech on matters being considered at a meeting of the Board:
 - (a) a Director may only speak more than twice in connection with the same question with the permission of the Chair; and
 - (b) a Director may speak to a question, or may speak in reply, for no longer than a total time of 10 minutes unless the permission of the Chair has been granted to speak longer.

Recusal of Directors

32. If a Director has a direct or indirect material interest in a matter before the Board, the Director must:
 - (a) Disclose fully and promptly the conflict of interest; and
 - (b) Recuse him or herself from the discussion of the matter, including the vote, and leave the room.

Participation of Staff and Advisors at the Board

33. Staff and advisors may speak to a question or motion if the staff member or advisor is recognized by the Chair.

Voting at meetings

34. When debate on a matter is closed, the Chair must put the matter to a vote.
35. When a vote on a matter is taken, each Director present shall signify their vote by raising their hand.
36. When the Chair is putting the matter to a vote a Director must not leave the room.
37. The Chair must declare the result of the vote by stating that the matter is decided in either the affirmative or the negative.
38. A vote is determined, unless noted otherwise, by a simple majority of those Directors both present and voting.

Delegations

39. A delegation may consist of one or more individuals.
40. The Board may allow a delegation to address the Board, provided that advance permission is sought from the Executive Director prior to the publication of the agenda.
41. If advance permission has not been sought, a delegation may address the Board if approved by a resolution the Directors.
42. Directors are not required to take up an issue raised by a delegation, and there is no requirement for debate.
43. Delegations are limited to 10 minutes per presentation unless additional time is approved by resolution of the Directors.

Closed Board meetings

44. Except as required by this Policy, all meetings of the Board shall be open to the public.
45. Closed sessions of the Board may only be attended by the Directors, the Executive Director, and those individuals invited to attend by the Board.
46. The following business shall be conducted in a closed session of the Board:

- (a) discussions and dealings with other entities or persons where disclosure of the information being discussed may compromise the relationship of the Association with them or its relationship with its stakeholders;
 - (b) labour relations or human resources issues;
 - (c) matters for which disclosure could be harmful to the interests of the Association;
 - (d) matters which the Association is required by contract or law to keep confidential;
 - (e) matters related to legal advice and proceedings;
 - (f) personal information of an individual;
 - (g) approval of minutes, or any portion of minutes, that contain information from a closed session of the Board; and
 - (h) any other business that, by resolution of the Directors, the Board determines should be considered in a closed session of the Board.
47. The Board Chair will determine whether a meeting, or part of a meeting, is to be conducted at a closed session prior to publication of the agenda where possible.
48. Before holding a meeting, or part of a meeting, that is to be closed to the public, the Chair must state:
- (a) that the meeting, or part of the meeting, is to be closed; and
 - (b) the basis on which the meeting, or part of the meeting, is to be closed.
49. Board discussions during closed sessions are confidential. All Directors and permitted attendees must keep in confidence information considered in any part of a closed session.
50. The Board shall hold an in camera meeting at the end of each Board meeting. In camera meetings are attended by directors only. The same rules regarding sharing information and confidentiality that apply to closed meetings apply to in camera meetings.

PART 5 – MINUTES

51. Minutes of Board meetings must be:

- (a) legibly recorded;
- (b) issued in draft and provided to the directors in advance of the next meeting. Once amended they shall be included in the Board package provided to Directors and posted to the website; and
- (c) signed by the Chair after the minutes are adopted by the Board.

52. Minutes of Board meetings must contain:

- (a) A header that includes the time, date, and place of the meeting;
- (b) The names of Directors, staff, and invited attendees who attended the meeting;
- (c) A separate paragraph for each motion or item arising during the meeting and the determination of each motion or item; and
- (d) The hour of adjournment.

53. If a Director declares a conflict of interest, the declaration must be recorded in the minutes of the meeting.

54. Within 14 days of the Board adopting minutes, the Executive Director shall post the minutes on the UNA website, except for closed session minutes.

55. A separate set of minutes shall be maintained for any portion(s) of a Board meeting that are held in closed session. Closed session minutes shall be maintained confidentially by the Executive Director.

56. The directors shall maintain a separate set of minutes from the in camera portion of the meeting. They shall be maintained confidentially by the Board.