SUMMARY OF PROCEDURES AT BOARD MEETINGS AND RULES OF ORDER

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A. Meetings

The rules set out in Section E of these procedures will guide the debate and voting of the meetings of the Corporation, the Board of Governors and its standing committees.

The Agenda for Board meetings will include items for discussion and decision, a report from the President and, on an as needed basis, other reports and presentations. The documentation will include the details of the agenda item being presented including a summary and the required background of the dossier. As needed, the agenda item may include the relevant motion that is to be considered by the Board and the Corporation. The Board shall receive regular reports on all ongoing matters of significance.

In accordance with the University's By-Laws (the "**By-Laws**"), the Agenda for the Board shall be set and approved by the Executive Committee of the Board. The business of the meeting shall be confined to the Agenda items approved by the Executive Committee.

When controversy, ambiguity or uncertainty prevents the Board from reaching a conclusion regarding any matter, such matter shall be referred back to the relevant Board standing committee for clarification or, at the discretion of the Chair of the Board, other appropriate action may be pursued.

B. Board Standing Committees

Board Standing Committees shall be responsible for the work of the Board in their respective areas, for reporting in writing to the Board when appropriate, and for facilitating Board discussion regarding their recommendations. All committees will make progress reports to the Board, when appropriate. The membership of standing committees is proposed by the Chair of the Board, in consultation with the President.

Board Standing Committees shall consult with appropriate members of the University when required and when specified in standing committee mandates. When appropriate,

Executive summaries or interpretation documents shall accompany reports and materials submitted by a Board standing committee to the Board. All standing committee reports to the Board must be seen and approved by their Chair prior to submission.

C. Agenda and Supporting Documents

The preparation of the meeting Agendas is the responsibility of the Secretary of the Board. Governors wishing to submit items for consideration may do so by submitting them to the Secretary of the Board no less than fifteen (15) business days before the scheduled meeting of the Executive Committee. If, in the discretion of the Secretary of the Board, it is appropriate for a matter to be included on a Board Agenda, the Secretary may, in their discretion, add it to the Draft Agenda. The Secretary may also seek additional information from the requestor and may consult with the Chair, the President and the Secretary-General or any other appropriate person regarding the matter in question. Draft Agendas are reviewed and recommended by the Executive Committee.

The dates of the Board meetings as well as those of the Board standing committees are listed in the *Governor's Handbook*.

All documents are assigned a number by the Secretary of the Board. The notice of meeting, Agenda and supporting documents are forwarded via electronic means, as provided for in the By-Laws.

D. Consent Agenda

To ensure that sufficient time is allocated to essential business, Agenda items deemed by the Executive Committee of the Board to be of a routine and uncontroversial nature shall be listed on the Agenda under the heading of "Consent Agenda" and shall be voted as a single item without discussion. Governors who have a question should contact the Secretary in advance of the meeting to clarify a concern. Provided that the Chair approves, items listed on the Consent Agenda may be moved to the Regular agenda for discussion and separate vote following a request to that effect by any Governor. A request to move an item from the Consent to the Regular Agenda shall be made at the beginning of a meeting.

E. Rules of Order

The purpose of these rules is to ensure that the meetings of the Board are purposeful and efficient and are carried out with fairness, reasonableness and good faith toward all who participate. Robert's Rules of Order shall be used as a guideline in assisting the Chair in conducting the business of the Board. In the case of a challenge to a ruling of the Chair on a particular procedural question, the will of the Board, as determined by a majority vote, shall decide the issue.

1) The Chair

The Chair of the Board presides at all meetings of the Board and of the Corporation. In the absence of the Chair, the position will be filled by a Vice-Chair. In the absence of the latter, the members present at the meeting will decide who shall carry out the functions of the Chair.

Control of the meeting is the responsibility of the person presiding.

2) Quorum

The By-Laws provide for different quorum requirements depending on the meeting and the Agenda items being considered. Please refer to Article 20 of the By-Laws for the quorum requirements for meetings of the Corporation and Article 36 for those of the Board.

For the Board Standing Committees, the quorum is the majority of members.

3) Meetings

Board meetings take place as set out in the schedule of meetings forwarded to Governors. The Notice, Agenda and documentation are sent to members by the Secretary as provided for in the By-Laws.

4) Call to Order

The Chair calls the meeting to order and may make announcements or comments. The Agenda is proposed as distributed. The Chair may at their discretion change the order of the items on the Agenda.

5) Business of the Meeting

The business of the meeting should be conducted through: (a) the proposal of motions to be debated; (b) reports of persons or Committees; and (c) questions.

6) Discussion

A member who wishes to speak to a motion must be recognized by the Chair. Once recognized, they are said to "*have the floor*". Discussion on a debated motion must be relevant to the subject, impersonal and directed to the Chair. If the speaker fails to adhere strictly to the subject in a courteous, expeditious manner, or otherwise violates the rules of order, they shall be warned. If the speaker persists, the Chair may rule them "*out of order*", thereby withdrawing the right to speak to the motion.

The time allowed for discussion may be limited, within reason, by the Chair or by the meeting. It is advised that every speaker indicate whether they are for or against the motion or amendment. If the discussion has continued for a reasonable

time, and the viewpoint for or against the question has been given, the Chair may ask for a motion to terminate the discussion, that is, "*call the question*".

7) Voting at Meetings

The Chair is entitled to vote when the vote is by ballot and also in every case where their vote will change the result decisively.

The Chair will determine the will of the members in one of the following ways:

Acquiescence
When it is obvious to the Chair that a majority of members has arrived at a common conclusion they may declare "*the motion is passed (or defeated) by common consent*". The recorded Minutes of this resolution will constitute prima facie evidence of the Board's decision.

Any Board member may, following the declaration of the Chair, request a vote. The Chair must grant this request unless a majority of members present decide against it.

Show of Hands
The Chair may decide to obtain a decision by a show of hands. Usually, the call by the Chair will be to request members to signify if anyone is opposed. If there is a majority opposed to a motion, the Secretary may so inform the Chair without a formal count. Where there is any ambiguity, the Chair may request the Secretary for a formal count.

Abstention is taken to mean that a member "*does not wish to express an opinion*" and will be construed as a non-vote, not a vote in opposition. For that reason, abstentions do not affect the outcome of the vote and are not factored in the tallying of the vote.

Balloting
A vote by ballot may be desirable in some circumstances. The decision to use a written ballot may be made by the Chair, or at the request of a member, in which case a vote by ballot can be ordered, without debate, by a majority vote of the members. The Secretary will distribute ballots and the Chair will arrange to have them scrutinized after the vote.

8) Attention of the Chair / Recognition

Apart from discussion of a motion on the floor, members may call the attention of the Chair by making one of the following "*demands*": (a) point of information; (b) point of order; (c) question of privilege.

9) Main Motions

The subject matter of a motion is called "*the question*". The Secretary will provide draft wording for motions, which are included in the meeting documentation. A motion, when duly passed, becomes a "*resolution*".

A motion must be moved and seconded before the subject matter of the motion is open for debate. The following motions may be considered without a seconder: to raise a point of privilege, points of order, objection to the consideration of a question, leave to withdraw a motion, and inquiries of any kind.

10) Withdrawal of a Motion

Custom permits the withdrawal of a motion by consent of the mover and the seconder. If either object, the motion to withdraw must be put to a vote and the main motion can be withdrawn only by a 2/3 majority of votes.

11) Amendments

Any substantive motion may be amended. An amendment may also be amended. However, no further amendment to an amendment is allowed until the vote on the original amendment has been considered. When an amendment has been accepted or defeated, another amendment may be introduced but only if it is different in purpose from the one previously defeated.

An amendment may not be moved by the Chair, the mover, or the seconder, of the original motion. While the amendment is on the floor, discussion is strictly limited to the amendment. The mover of the original motion may voluntarily accept the amendment and modify their motion accordingly if there is no objection from the meeting.

An amendment must fall within one of the following categories: a) the deletion of certain words; b) the addition of certain words; or c) the deletion of certain words and the substitution of others in their place. An amendment cannot alter the spirit or intent of the motion, nor can it negate the motion.

Voting on amendments shall proceed as follows: a) on the amendment to the amendment (the second amendment); b) on the amendment; and c) on the motion if the amendments have been defeated or on the motion as amended if an amendment has carried.

12) Other Motions

Motion to Call the Question
The effect of this motion is to end the debate with a right of reply by the mover of the question before the vote. Such a motion is permissible on recognition at any time and can be moved only by someone who has not spoken on the question being

discussed. It is at the Chair's discretion to refuse to entertain the motion. The motion is not debatable. It requires a 2/3 majority of those voting for or against. Once adopted, this motion takes precedence over all other procedures except points of order and privilege.

Motion to Postpone
The purpose of this motion is to put off or delay a decision until later in the meeting or until another meeting. This motion is debatable, insofar as the debate concerns the merits of postponing, and requires a simple majority of those voting for or against.

Motion to Divide the Question
The purpose of this motion is to divide a motion that has several topics that can stand as separate motions. This motion is not debatable and requires a simple majority of those voting for or against.

Motion to Rescind a Resolution
A motion to rescind must meet any requirements for notice that were applicable to the original resolution, may be passed at a subsequent meeting, and requires a 2/3 majority of those voting for or against.

13) Point of Order

Only on a point of order or privilege can a member interrupt another member who is speaking (except that, with the consent of the speaker, questions may be asked). If a member feels that improper language has been used, irrelevant arguments introduced or a rule or procedure broken, the member is entitled to *rise to a point of order* interrupting the speaker. The point of order must be stated definitively and concisely. The Chair shall decide, without debate, though they may ask opinions. The Chair should state opinions authoritatively.

This ruling may be appealed by any two members (one making the appeal and the other seconding it). If appealed, the Chair states their decision and the point of the appeal and then puts the question which is not debatable: "*Shall the decision of the Chair stand as the judgment of this meeting?*" A simple majority determines the issue. This process settles a point of procedure and is not a vote of confidence in the Chair.

14) Point/Question of Privilege

A point of privilege (or *personal* privilege) is a request or motion relating to the rights and privileges of the assembly or its member(s). For example, if a member feels that a statement reflects on their reputation or that of the board, a committee, or the university, the member is entitled to raise a *question of privilege*. It may also include such things as: noise, ventilation, etc., or may relate to the conduct of a person(s) at the meeting.

15) Resolutions

Ordinary resolutions are passed by a simple majority. Special resolutions, as defined in the By-Laws, require a 2/3 majority.

16) Termination

The meeting terminates either by declaration of the Chair or by vote of the meeting.

F. Broadcasting and Recording of Meetings

With the exception of the authorized internal feed by Instructional and Information Technology Services (IITS) of the Open Session of the Board meeting, any private or unauthorized use of a recording or broadcasting device during meetings of the Board of Governors is prohibited. The expression "*recording or broadcasting device*" includes any equipment that can be used to record or broadcast either through photography, videotaping or audio recording, an image, a sound or a conversation, including cameras, cellular telephones, smartphones or any similar device. *(Board resolution adopted on June 21, 2012).* At the discretion of the Chair, members may be asked to turn off their cellular telephones, smartphones or any similar device, in order to ensure that confidentiality of the meetings is maintained at all times. This decision of the Chair is not subject to a debate or vote.

University Secretariat
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