

BOARD OF GOVERNORS – Board Meetings Policy

Policy Type: Governance Process

Original Date Approved: October 22, 2015

**Date Reviewed by Governance
Committee:** September 22, 2016,
May 6, 2021, September 18, 2024

Date Revised: May 6, 2021, June 8,
2023, October 30, 2024

Purpose

The Board will meet regularly as required by law and its meetings will be conducted in accordance with the By-laws. In accordance with OCAATA, the public are welcome to observe the open portion of the Board meeting to:

- Facilitate the conduct of the Board’s business in an open and transparent manner; and
- Generate trust, openness and accountability.

1. Policy

Members of the public are invited to attend the meetings of the Board in accordance with the following policy.

a) Notice of Meeting

A schedule of the date, location and time of the Board’s regular meetings will be available from the Board office and will be posted on the College’s website. Changes in the schedule will be posted on the website.

b) Attendance

To ensure adequate space is available, individuals wishing to attend are requested to give at least 24 hours’ notice to the Board secretary.

c) Conduct During the Meeting

Members of the public may be asked to identify themselves. Videotaping, screen captures and photography are prohibited. A person who displays improper conduct may be required to leave the meeting.

d) Agendas and Board Materials

- i. Agendas for the open portion of the meeting will be made available on the Board portal and to the public on the College’s website. Supporting materials will be distributed only to the Board. Approval of a duly circulated agenda requires a simple majority vote.

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- ii. The agenda for Board meetings will distinguish between the following types of matters:
 - (1) Decision;
 - (2) Discussion; and
 - (3) Information.
- iii. Only decision items will require a motion, seconder and a vote.
- iv. Items requiring a decision that are expected to require no discussion or debate may, at the Chair's option, be placed on the agenda under the heading "consent agenda".
- v. Materials and motions proposed to be dealt with under the consent agenda portion of the agenda shall be clearly identified as falling under the consent agenda in the meeting packages. Governors should review the consent agenda items prior to the meeting on the expectation that no discussion will take place during the Board meeting.

e) **In Camera Session**

The Board may move in camera or hold Board meetings that are not open to the public where it determines a matter is confidential to the College in accordance with the criteria established by the By-laws.

Guests or counsel may remain during an in camera session with the permission of the chair or the consent of the meeting. In accordance with the OCAATA, where a matter of personal nature concerning an individual may be considered at a meeting, the part of the meeting concerning such individual shall be closed to the public unless such individual requests and the Board agrees.

2. **Process to Move in Camera**

The chair may order that the meeting move in camera. Any Governor may request a matter be dealt with in camera in which case the Board will immediately move in camera and a vote will be taken and if a majority of the Board so decides, the matter shall be dealt with *in camera*.

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3. In Camera Session

- a) Minutes of closed sessions of the Board shall be recorded by the secretary or designate or if the secretary or designate is not present, by a Governor designated by the Chair.
- b) In terms of the process used by the Board, the President is invited to join the Board for the first segment of the in camera session. The Chair will invite Governors to ask any questions of the President that they may have been reluctant to ask in the regular Board meeting. Once any discussion between the Board and President is concluded, the President leaves the in camera session. The Chair asks the Governors if anyone has anything that they would like to discuss in camera in accordance with the By-laws.
- c) Governors may identify questions or concerns relating to such areas as:
 - i. Ask questions of clarification of other Governors that they might feel reluctant to ask management;
 - ii. The Board's own functioning;
 - iii. The quality and timeliness of information provided to the Board;
 - iv. The College's direction or performance; and
 - v. The College's relationship with key stakeholders.

4. Chair's Briefing of President

Immediately following in camera sessions where the President is not in attendance for part or all of the meeting, the Chair may meet with the President to share with them, on a non-attribution basis, a summary of all matters discussed during the in camera session and any specific requests for research, further discussion or formal follow-up from the Board flowing from the in camera discussion. In camera sessions are simply an opportunity for some Board-only discussion of matters relating to the Board's work. The President is made aware of the matters discussed in their absence. Normal rules relating to Board confidentiality apply to in camera sessions.

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5. **Delegations and Presentations**

Persons wishing to address the Board concerning matters relevant to the College must do so following the procedures listed below, unless the Board, without debate, dispenses with such procedures by a two-thirds majority vote.

- a) Written notice of the request to address the Board meeting must be provided to the Board secretary no later than 10 working days prior to the meeting date. A brief description of the specific matter to be addressed should be included in the request.
- b) Requests to address the Board on a specific item will be granted (generally in order of the receipt of the requests) if approved by the Chair. Persons not permitted to address the Board shall be so notified and the Board shall be informed.
- c) The Board may limit the number of presentations at any one meeting.
- d) Persons addressing the Board will be required to limit their remarks to five minutes. If a group wishes to make a submission, a spokesperson for the group should be identified.
- e) The Chair is not obligated to grant a request to address the Board and the Board is not obligated to take any action on the presentation it receives.

6. **Committee Meetings**

Meetings of Committees are not open to the public.