



POLICY NUMBER	GP – 8
ISSUING AUTHORITY	Board of Directors
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ISSUE DATE:	December 19, 2012
REVIEW DATE:	September 7, 2018
REVISE DATE:	October 30, 2018

SUBJECT: Governance Process
BOARD MEETINGS

POLICY:

1. Board meetings maintain procedural integrity in a collegial atmosphere conducive to fair, open, and thorough deliberation, making certain that order is preserved and the business before the Board is dealt with in an efficient manner. When it is deemed necessary by the Chair to formalize proceedings of the meeting *Robert's Rules of Order* are used.
2. Whereas preference is that Board Members are physically present at meetings, Board Members may, upon notice to the Chair of the Board or to the Secretary prior to the commencement of the meeting, join a meeting by telephone to a maximum of three (3) times per fiscal year, unless otherwise approved by Board resolution. Where Board Members participate by telephone, adherence to GP-14 Confidentiality must be exercised.
3. With the exception of In-Camera meetings, RHA Board meetings are open to the public. All requests for presentations to and/or meetings with the Board from special interest groups, municipalities, facilities or other allied health service groups within the Region are made in writing, addressed to the Board, briefly outlining the reason and content for such a presentation and/or meeting.
 - 3.1. It is understood that the main purpose of a delegation is to provide information to the Board; accordingly, Board members address their questions of the delegation through the Board Chair for purposes of clarification and not for purposes of debate, expression of personal opinion or decision; an opportunity for this is provided once the delegation has been excused.
 - 3.2. A delegation is advised by letter addressed to its spokesperson of the Board's decision on the issue addressed, except that the Chair may, when it is considered in the best interests of all concerned to do so, delegate a Board member or staff to contact the spokesperson.
4. To standardize media coverage at open Board Meetings and to preserve the dignity, decorum and impartiality of meetings and to protect all parties:
 - Coverage of in-camera sessions is not permitted.
 - Broadcasting/televising/recording/photographing cannot unduly distract participants or impair the integrity of meetings.

- Broadcasting/televising/recording/photographing cannot be taken out of context to compromise the public's perception of the Authority and individuals.
 - Client confidentiality cannot be breached.
 - Films, videotapes, photographs or audio reproductions made during meetings are not considered part of the official records.
 - Set-up of equipment is the responsibility of media personnel.
5. Except for in-camera meeting minutes, Board meeting agendas and minutes can be viewed by the public on the RHA's website or upon request. A nominal fee may be charged for expenses associated with photocopying.
 6. Board committee minutes are circulated to the Board and Senior Leadership Team.

In-Camera Meetings:

In-camera meetings are closed Board meetings where members of the public and media are not present. Such sessions cover information such as personnel, financial, or other sensitive decisions that must be kept confidential and are not recorded in the regular Board meeting minutes or divulged to the public.

1. In-Camera meetings are held whenever the Board is satisfied that:
 - 1.1. Matters involving public security may be disclosed.
 - 1.2. Financial, personnel, legal, critical patient safety or other matters may be disclosed at the meeting which are of such a nature that the desirability of avoiding public disclosure of those matters outweighs the desirability of adhering to the principle that meetings be open to the public.
 - 1.3. A person involved in a criminal proceeding or in a civil suit may be prejudiced.
 - 1.4. The safety of a person may be jeopardized.
 - 1.5. The ability of the RHA to carry out and exercise its responsibilities, duties and powers may be impaired.
2. A decision by the Board to go "in camera" shall be made by resolution of the Board and shall be recorded in the minutes.
3. As no Board motion can be made in-camera, a decision to move out of 'in-camera' shall be made by resolution of the Board outside of the meeting with the note to Rise With or Without Report.
4. Following adoption, minutes of In-Camera meetings are to be given to the Recording Secretary for destruction.

Reference tool: Rules of Procedure Board Meetings

1. Frequency, Time and Place

In accordance with *The Regional Health Authorities Act* and its By-Law Section 12.(a), which states: The Board Chair shall convene at least ten (10) regular meetings of the Board in each fiscal year at such times and places as the Chair may think fit.

2. Order of Business

The order of business shall be as outlined on the agenda.

3. Quorum

In accordance with *The Regional Health Authorities*, a simple majority of the Directors of the Board holding office at the time of meeting shall constitute a quorum. A Board member who abstains from participation due to conflict of interest is included in determining a quorum.

With the exception of the Executive Committee*, where a quorum is not present no resolution or other decision can be taken; however, the Chair is authorized to hold the meeting in order to review evidence and take informal notes of the discussion.

* Executive Committee: Where a quorum is not present no discussion, resolution or other decision can be made.

4. Addressing the Chair

All discussions shall be directed to the Chair and shall be confined to the question under debate.

5. Order of Speaking

When two or more persons speak at once, the Chair shall decide the order of speaking.

6. Debate

6.1. Interruptions

No person, while speaking, shall be interrupted by another, except on a point of order or for the purpose of explanation. A person so interrupting shall confine him/herself strictly to stating the point of order or the explanation, as the case may be.

6.2. Point of Order

Should any person transgress the rules, the Chair shall and any Board member may, call him to order, in which case the person so called shall immediately be silent but shall afterwards be allowed to explain. The ruling of the Chair shall be final, subject to an appeal to the Board.

6.3. Limitations

- a. No person shall speak for more than five minutes and more than twice (except in committee) on the same question or amendment, without permission of the Board except in explanation of something that may have been misunderstood or in reply to a question.
- b. No person shall speak on any question after a vote on the question has been called by the Chair.
- c. A Board member may require the question under discussion to be read at any time during the debate, but not so as to interrupt the speaker.
- d. When a question is under debate no motion, except the following shall be received:
 - i) to recess or adjourn the debate
 - ii) for the previous question

- iii) to table the item
- iv) to refer to a committee
- v) to resolve into committee of the whole.

7. Motions

- 7.1. All motions must be moved and seconded before being stated by the Chair, after which they shall only be disposed of by vote of the Board.
- 7.2. Any Director who has made a motion shall have the liberty to withdraw or modify it, with the consent of the seconder and prior to the question being repeated by the Chair, at which time it belongs to the Board and can only be withdrawn by the consent of the Board.
- 7.3. A Director may require the question or motion under discussion to be read for his/her information at any time of the debate, but not so as to interrupt a Director speaking.
- 7.4. If the Chair wishes to speak to a motion, he/she shall vacate his/her seat as Chair and ask the Vice-Chair to take over. The Chair must speak prior to the last speaker, who shall be the mover of the motion.
- 7.5. All motions dealing with the business of committees will be presented to the Board, either in writing or verbally, by the mover and seconder.
- 7.6. No member of the Board shall take part in the discussion, nor vote on any issue in which he/she has a personal or pecuniary interest. (*Governance Process (GP-11) Conflict of Interest*)

8. Business of Committees:

All motions dealing with the business of committees will be presented to the Board, either in writing or verbally by the mover and seconder.

9. Notice of Motion

- 9.1. Notice shall be given of all motions introducing new business at a meeting previous to that in which it comes up for discussion, unless the rule is dispensed with by the unanimous votes of the Board members present.
- 9.2. This rule shall not apply to any matter coming regularly before the Board or by way of a report from any committee.
- 9.3. A Board member in giving a notice of motion may, or if requested by another Board member shall, explain briefly the purpose of his/her motion, but without argument or debate and shall not speak longer than five minutes.
- 9.4. A Board member who has given a notice of motion and who is unable to be present at the meeting may authorize any other member to move the motion, notice of which was given.

10. Amendments

Only one amendment shall be allowed to an amendment, and a motion by way of amendment must be directly relevant to the main motion and shall propose some change to the form or substance in the main motion or principle amendment.

11. The Question

- 11.1. The Chair shall put the previous question in this form, "Are you ready for the question?", and its adoption shall end all debate and bring it to a vote, upon pending amendments, if any, and then upon the main question.
- 11.2. Division of the question: When the question under consideration contains distinct propositions, upon the request of any member, the vote upon each such distinct proposition shall be taken separately.

12. Voting

Unless otherwise specified in the Act, Regulation or the By-Law any questions raised by the Chair of the meeting, who ordinarily has no vote, may vote. There shall be no voting by proxy. A Board member who is absent from a Board meeting is deemed to have supported the decisions and policies of the Board taken in his/her absence unless he or she formally records a dissenting view with the Board secretary.

13. Recording of Votes (Section addition as per Board Motion dated June 22, 1999)

Prior to the "question" being called, any Board member may request a recorded vote. The Chair shall acknowledge the request and ask for a show of hands by those who want to have their vote recorded.

Following the vote the minutes shall indicate:

- a. The name of the Board member requesting a recorded vote
- b. The name of those who requested their vote be recorded and a record of their vote
- c. The total votes "for" and "against"
- d. Whether the motion was "carried" or "defeated".

14. Abstention from Voting:

Although it is the duty of every member who has an opinion on a question to express it by his/her vote, he/she can abstain, since he/she cannot be compelled to vote. A member who abstains can request that his/her abstention be recorded in the minutes, and the Recorder shall record the same.

15. Telephone Participation

A Director may, ~~if all Directors present at a meeting consent~~ (revised By-Laws unapproved) participate in a Board meeting or a meeting of a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in the meeting by that means is deemed to be present at the meeting.

16. Resolution in Lieu of Meeting

Unless otherwise specified in the Act, Regulation or the By-Law, a resolution voted on by all Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board or at any committee of the Board, and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.

17. Reversal of Decisions

A question, once decided by the Board, shall not be reversed unless:

- a. by giving written notice of a proposal to reverse the decision at least one meeting in advance of the meeting when it comes up for discussion and by the majority of the total number of Board members voting in favour of the reversal at that meeting; or
- b. at the same meeting at which the decision is made, by unanimous consent of all members present to proceed to vote on the reversal and by unanimous voting thereon.

18. Leaving Meeting

No Board member shall leave the Board meeting before the close of the session without the permission of the Chair.

19. Committee of the Whole

- 19.1. By vote of the majority of those present, the Board may resolve itself into Committee of the Whole for consideration of the reports of committees or any other motion or matter before the Board.
- 19.2. The rules of the Board shall be observed in Committee of the Whole so far as is applicable, except that:
 - a. no motion shall require to be seconded,
 - b. no votes will be recorded,
 - c. a motion for the previous question or any other adjournment shall not be allowed,
 - d. the number of times of speaking on any question shall not be limited.
- 19.3. A report from the committee of the whole may be amended by a majority of the Board before its adoption without going into committee of the whole for that purpose.
- 19.4. Questions of order arising in committee of the whole shall be decided by the Chair, subject to an appeal to the Board, and if any sudden disorder shall arise in committee of the whole, the chair or other presiding officer, shall assume the Chair without debate.
- 19.5. On motion in committee of the whole to rise and report, the question shall be decided without debate.
- 19.6. A motion of the committee of the whole to rise without reporting shall be in order, and on an affirmative vote the Chair shall proceed to the next order of business.
- 19.7. Committee of the whole may be held in camera.
- 19.8. All discussions held in committee of the whole in-camera must be held in strict confidence by the Board and staff.
- 19.9. At all meetings of the Board all discussions concerning the following matters shall be held in committee of the whole, in-camera:
 - a. Critical Occurrences
 - b. Human Resources
 - c. Such other matters as the Board may decide.