

COLLEGE OF MASSAGE THERAPISTS OF BRITISH COLUMBIA

Board Policy on Board Meeting Processes

[Passed by the Board on February 18, 2013, Updated June 8, 2015]

PURPOSE

1. The purpose of this policy is to set out processes for governing Board meetings.

HOW TO CALL A BOARD MEETING

2. The Chair may call a Board meeting by making the request to the Registrar [Bylaw s. 12(2)].
3. Any three Board members may call a meeting of the Board by making the request to the Registrar [Bylaw s. 12(2)].

HOW TO CALL AN EXTRAORDINARY BOARD MEETING

4. The Chair may call a extraordinary Board meeting by making the request to the Registrar [Bylaw s. 16].

CHAIR OF THE BOARD REGULATES BOARD MEETINGS

5. The Chair of the Board presides at Board Meetings. [Bylaw s. 10(2)(a)].

PUBLIC NOTICE OF MEETINGS

6. The schedule of all meetings of the Board will be published by the registrar.
7. The schedule of an extraordinary Board meeting need not be published [Bylaw s.16 (2)].

ADDRESSING BOARD MATTERS BY ELECTRONIC MEANS

A. Board meetings by electronic means

8. Meetings of the Board may be conducted by electronic means, teleconference, or any combination thereof [Bylaw s. 15(1)].
9. For the purposes of conducting meetings of the Board by electronic means, the processes set out in this policy continue to apply.

B. Chair manages the electronic correspondence of the Board

10. The Chair manages all electronic correspondence concerning Board matters, including requests to call meetings, requests to set agenda items, receiving and providing information supporting agenda items, and scheduling Board meetings.

C. Substantive matters should be addressed at meetings of the Board

11. Substantive discussions of Board matters should occur at board meetings to allow all Board members to participate in these discussions, and to allow the Board to make decisions. Board members should refrain from addressing substantive matters through electronic correspondence outside of a board meeting.
12. Purely administrative matters, such as the scheduling of Board members for meetings, may be addressed through electronic correspondence or exchanges of information.

D. The College's E-mail Policy applies to Board emails

13. The College's E-mail Policy applies to the electronic correspondence exchanged between members of the Board.

E. Board emails to be copied to the entire Board and the Registrar

14. Notwithstanding the College's E-mail Policy, emails exchanged between members of the Board with respect to Board matters shall be copied to the Chair, all members of the Board and the Registrar, and where such emails concern a legal matter, these emails shall also be copied to the Director of Compliance.
15. If a member of the Board brings a complaint against specified members of the Board or staff, or raises some other sensitive matter, by way of email, and wishes to maintain confidentiality over this correspondence as against the members of the Board or staff named in that complaint or sensitive matter, they must expressly advise the Chair of this request. The Chair shall determine whether maintaining confidentiality over such an email is appropriate in the circumstances.

AGENDA, NOTICE, AND DOCUMENTS FOR BOARD MEETINGS

A. Notice of Board meeting

16. The Registrar shall prepare a Notice of Board meeting for each Board meeting and it will be sent to all Board members.

B. Agenda and Documents

17. The Chair shall prepare an agenda for each Board meeting, setting out the list of items and order of business to be addressed in that meeting.

18. The Chair may delegate to the Registrar the task of preparing an agenda for a Board meeting. An agenda prepared by the Registrar for a Board meeting will be subject to the Chair's approval.
19. The agenda shall set out the topics that will be addressed during the meeting, actions to be taken with respect to each topic, and may set out the time allotted for the purpose of addressing each topic.
20. The business of the meeting shall be confined to the items set out in the agenda, unless introduction of a new matter is approved by a majority vote from the Board members present.
21. Board members wishing to submit items for consideration at a meeting may do so by submitting such items to the Chair two (2) weeks prior to the date of that meeting.
22. A Board member submitting an item for consideration at a meeting, pursuant to paragraph 21 above, may include information in support of that proposed agenda item for circulation to all members of the Board and for review at a meeting.
23. A copy of the agenda for a meeting and any supporting documents shall normally be sent to all Board members one week prior to the date of the meeting.

AGENDA, NOTICE, AND DOCUMENTS FOR EXTRAORDINARY BOARD MEETINGS

A. Notice of Extraordinary Board meeting

24. The Registrar shall prepare a notice of meeting for each extraordinary Board meeting and this document will be sent to all Board members.

B. Agenda and Documents

25. The Chair shall prepare an agenda for each extraordinary Board meeting, setting out the list of items and order of business to be addressed in that meeting.
26. The Chair may delegate to the Registrar the task of preparing an agenda for a extraordinary Board meeting. An agenda prepared by the Registrar for a extraordinary Board meeting will be subject to the Chair's approval.
27. The agenda shall set out the topics that will be addressed during the meeting, actions to be taken with respect to each topic, and the time allotted for the purpose of addressing each topic.
28. The business of the meeting shall be confined to the items set out in the agenda, unless introduction of a new matter is approved by all Board members present.

29. A copy of the agenda for a meeting and any supporting documents shall normally be sent to all Board members one week prior to the date of the meeting.

CHAIR OF MEETINGS OF THE BOARD

A. Chair presides

30. The Chair of the Board presides at all meetings of the Board at which he or she is present [Bylaw s. 10(2)(a)].

B. When the Chair is absent

31. In the absence of the Chair or at the Chair's request, the Vice-Chair shall perform the duties of the Chair [Bylaw s. 11(2)].
32. In the absence of both the Chair and the Vice-Chair, an acting chair shall be elected by majority vote of the remaining members of the Board in attendance [Bylaw s. 11(3)(a)]

QUORUM

33. A majority of the Board members constitutes a quorum at Board meetings [Bylaw s. 14(1)].

MINUTES

34. The Chair will designate a member of the Board, staff or other person to record minutes of a meeting of the Board.
35. The Chair signs the minutes of each meeting when approved by the Board [Bylaw s. 10(2)(d)].

PUBLIC ACCESS TO BOARD MEETINGS

A. Board meetings are presumptively open to the public

36. All Board meetings shall be open to registrants and the public, except where the Board is satisfied that public disclosure should be avoided in the interest of an affected person or the public interest, and that the interest in avoiding public disclosure outweighs the principle that Board meetings should be open and public [Bylaw s. 13(1) & (2)].

B. Discussions in camera

37. In order to protect the personal privacy of individuals, the business interests of individuals and companies or the public interest, pursuant to Bylaw s. 13(2), the Board will address certain items of business *in camera*.

38. The Chair or any Board member may bring a motion for the Board meeting to go *in camera*. The Chair will state for the minutes the time at which the Board meeting went *in camera*.
39. If the Board excludes any person from all or part of a meeting, its reasons for doing so shall be noted in the minutes of that meeting [Bylaw s. 13(3)].
40. The Chair or any Board member may bring a motion for the Board meeting to go out of the *in camera* session. The Chair will state for the minutes the time at which the Board meeting went out of the *in camera* session.

CALL TO ORDER

41. The Chair calls the meeting to order, calls for a motion to approve the Agenda, calls for a motion to approve the minutes of the previous meeting, and may make announcements or comments at the meeting's outset.
42. The Chair will address any request by a Board member for modification, change of order, or addition to the Agenda. Any modification, change of order, or addition to the Agenda will be accepted or rejected by majority vote of the Board members in attendance.

MEETING BUSINESS

43. The business of a Board meeting shall be conducted in accordance with the Agenda, or the amended Agenda as provided for in paragraph 28 above.

MOTIONS

A. Making the motion

44. The Chair will introduce the motion as set out in the Agenda or its amended version. In order for a motion to proceed, it must be seconded by another member of the Board. The Chair will then invite the Board member who put forward the motion to provide an explanation for why the motion is being introduced.

B. Discussion on a motion

45. The Chair will call for discussion on a motion.
46. A Board member who wishes to speak to a motion shall seek recognition from the Chair by raising their hand or verbally addressing the Chair. The Chair will recognize a Board member by calling on them to speak. Once recognized, this Board member has the floor.
47. When more than one Board member wishes to speak, the Chair will declare the order of speakers.

48. Discussion on a debated motion must be relevant to the subject debated, impersonal, and directed to the Chair. If a speaker fails to adhere to the subject in a courteous and expeditious manner, or otherwise violates the rules of order, this member shall be warned by the Chair. If the speaker persists, the Chair may rule this speaker to be “out of order” and the speaker thereby loses their right to continue speaking to a motion.

C. Ending discussion on a motion

49. If discussion on a motion has continued for a reasonable time and the viewpoints for and against the motion have been given, a Board member may bring a motion to terminate the discussion and “call the question”, or the Chair may request a motion for the same.

D. Voting on a motion

50. When discussion on a motion has closed, a Board member or the Chair may call for a vote on the motion. A call for a vote must be granted unless opposed by majority vote of the Board members in attendance.
51. Voting of the Board is to be conducted by show of hands or by such means the Board deems appropriate except where a secret ballot is requested by a majority of the Board members in attendance [Bylaw ss. 15(2) & (3)].
52. Where there is a secret ballot requested by a majority of Board members in attendance, members attending through electronic means or teleconference may designate another member present at the meeting to vote on their behalf [Bylaw ss. 15(2) & (3)].
53. The Chair shall declare the results of the vote.

RESOLUTIONS

54. When passed by majority vote of the members of the Board in attendance, a motion becomes a resolution.
55. A written resolution signed in counterpart by every member of the Board is valid and binding as if duly passed at a meeting of the Board [Bylaw s. 15(4)].

ADJOURNING A BOARD MEETING OR A EXTRAORDINARY BOARD MEETING

56. The Chair or a Board member may make a motion to adjourn a meeting of the Board. The motion must be seconded. The motion is carried if a majority vote of the Board members in attendance approve the motion.

[END OF POLICY]