



# University Students' Council of the University of Western Ontario **BOARD OF DIRECTORS RULES OFPROCEDURE**

**EFFECTIVE:** 28 August, 2013

**SUPERSEDES:** 28 August, 2012

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**PAGE | 1 of 6**

## **PURPOSE:**

The following Procedures supplement By-Law #1 in detailing the format and protocols for Board of Directors meetings. These Rules of Procedure are meant to establish consistency and transparency. These Rules do not carry the full force of policy, but nonetheless should only be suspended in rare and extraordinary circumstances.

### **1.00 BOARD OF DIRECTORS**

- 1.01 The Board of Directors shall be composed as per By-Law #1.
- 1.02 The chairperson of the Board of Directors shall be elected from the current members of the Board of Directors as per By-Law #1.
- 1.03 Only Directors are permitted to vote on matters for approval.
- 1.04 Meeting minutes are recorded and maintained in accordance with the requirements of the Act.

### **2.00 PUBLIC MEETINGS**

- 2.01 Unless otherwise noted, meetings of the Board of Directors are open to all members of the University community, in their entirety.
  - (1) The number of attendees from the public may be limited by the room's capacity.
  - (2) The chairperson of the Board of Directors retains the right to require attendees from the public to leave the meeting, should their conduct become disorderly, or otherwise negatively affect the ability of the Board of Directors to function.
  - (3) The Board of Directors may extend standing invitations to specific employees, encouraging their presence and participation in Board of Directors meetings as resource members.
- 2.02 Public meetings are regularly scheduled for the last Tuesday of every month at 6:00pm. Regularly scheduled meetings shall be publically posted at the beginning of the fiscal year of the Corporation.
  - (1) Additional meetings may be held at the call of the chair, provided that all members are given twenty-four (24) hours notice.
- 2.03 Agenda items must be submitted to the Secretary two weeks prior to a regularly scheduled Board of Directors meeting.



## University Students' Council of the University of Western Ontario **BOARD OF DIRECTORS RULES OFPROCEDURE**

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PAGE | 2of6

- (1) Only voting members may move motions for approval. Management may submit items to the Agenda Committee requiring direction from the Board of Directors; as per By-Law #4, the General Manager is the principal policy advisor to the Board of Directors and must therefore sign off on all management recommendations before they are placed on the Board of Directors agenda.
  - (2) Any individual may submit a presentation or matter for discussion or information, however any such items must be approved by the Secretary before placement on the agenda.
- 2.04 An Agenda Committee meeting will be held at the discretion of the Secretary of the Board of Directors no less than one week prior to a regularly scheduled Board of Directors meeting subject to the availability of Committee members.
- 2.05 The agenda of a regularly scheduled meeting must be approved by the Secretary, and distributed to all voting members, in addition to being posted online, along with supporting documentation no less than one week prior to a regularly scheduled Board of Directors meeting.
- (1) The agenda must include a brief description for each presentation, matter for discussion, and matter for approval.
  - (2) Should a meeting be cancelled or rescheduled, a simple notice of cancellation shall be posted in place of the agenda.
  - (3) Supporting documentation, known as an 'agenda report', must be provided along with items brought before the Board of Directors that requires decision, particularly for matters of a legal, financial, or human resources nature. The deadline for reports shall be the same as the agenda deadline so that the Agenda Committee may fully understand items coming forward and so that members have sufficient time to consider the matter.
    - i. If two-thirds of Board of Directors members approve, a matter can be considered without an agenda report, or can be considered if a report comes in past the deadline. This practice should be strongly discouraged and only reserved for unique circumstances.
  - (4) Supplemental documentation (such as presentations and agenda reports) will normally be posted online with the agenda if available. However, such documentation may be withheld if it is incomplete or misleading on its own. This documentation will be posted with the meeting minutes, where it can be understood in context.
- 2.06 In the event that a Board of Directors meeting is scheduled for an irregular time the required periods of notice and submission remain the same.



## University Students' Council of the University of Western Ontario **BOARD OF DIRECTORS RULES OFPROCEDURE**

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PAGE | 3of6

(1) In the event of an emergency meeting of the Board of Directors that does not allow for the period of notice to be observed, the meeting shall proceed if the Agenda is approved by the Secretary of the Board of Directors. In such an event all relevant materials will be posted and distributed at the earliest possible time.

2.07 New business items for approval are only permitted if they directly relate to an item already on the agenda. Any other items brought up in new business circumvent the transparency of the Board of Directors' activities, and limit the ability of the voting members to research and prepare. Though sometimes necessary, new business items are strongly discouraged.

### **3.00 RECORD OF PROCEEDINGS**

3.01 All public meetings shall be recorded on video and be posted online.

3.02 Public minutes shall be recorded in writing in a succinct format. Only a brief summary of the discussion and any motions shall be recorded in writing unless a member asks for a detailed comment to be recorded. Advice given by resource people such as the General Manager, Senior Managers, Managers, and Legal Counsel shall be well documented.

3.03 In-camera minutes shall be recorded in a detailed format. Most items considered in-camera are of a legal, financial, contractual or human resources nature and should demonstrate that members and management have upheld their fiduciary duty to the corporation.

3.04 In an effort to enhance transparency of Board of Directors decision-making, every effort shall be made to ensure minutes are ready for ratification within ten (10) business days of the meeting using the following procedure:

(1) All voting members of the Board of Directors shall have the opportunity to review the written minutes of the meeting.

(2) Each reader shall have two (2) business days to forward comments to the Governance Officer. If comments are not received, the Governance Officer will assume there are no changes required. A due date shall be stamped on the minutes as a reminder.

### **4.00 MEETINGSIN CAMERA**

4.01 Matters of a confidential nature may only be disclosed and discussed in an *in camera* Board of Directors meeting.

4.02 *In camera* meetings are regularly scheduled to immediately follow all public Board of Directors meetings.



## University Students' Council of the University of Western Ontario **BOARD OF DIRECTORS RULES OFPROCEDURE**

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PAGE | 4of6

- 4.03 Agenda items shall be collected and prepared on the same schedule as the public Board of Directors meeting, and the agenda and related-items shall be distributed to voting-members at the same time as the public meeting agenda.
- (1) An *in camera* meeting agenda shall not be posted online in advance of a meeting.
  - (2) In the event of an emergency meeting of the Board of Directors that does not allow for the period of notice to be observed, the meeting shall proceed if the Agenda is approved by the Secretary of the Board of Directors. In such an event all relevant materials will be posted and distributed at the earliest possible time.
- 4.04 Following an *in camera* meeting, an agenda shall be posted online that shows the number of confidential items, and the nature of their confidentiality (using the criteria set out below in section 4.05). This agenda shall include items brought up in new business.
- 4.05 A discussion or decision may only be held in confidence if it fits at least one of the following criteria:
- (1) information regarding an ongoing negotiation, where disclosure could negatively affect the USC's position in the negotiation, or prejudice future negotiations of a similar nature;
  - (2) information about litigation or potential litigation involving the USC;
  - (3) advice protected by solicitor-client privilege;
  - (4) personal information about an identifiable individual, unless such information has been voluntarily disclosed to the public by the person(s) affected;
  - (5) information from the proceedings of a Confidential Committee;
  - (6) information regarding a sensitive human resource matter involving an identifiable individual; or,
  - (7) any other information which, if disclosed, could compromise or adversely affect the Corporation.
    - i. Although this condition of confidentiality is open to broad interpretation, it should be used only sparingly, under unusual circumstances where the previously listed criteria for confidentiality do not apply.
- 4.06 If a discussion or decision hinges on a confidential consideration, then the entirety of the discussion/decision should be held *in camera*, even if other aspects of the discussion/decision are not confidential.



## University Students' Council of the University of Western Ontario **BOARD OF DIRECTORS RULES OFPROCEDURE**

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PAGE | 5of6

- 4.07 If there is any doubt as to the confidentiality of information being considered for discussion in a public Board of Directors meeting, it should be discussed in the following *in camera* meeting.
- (1) New Business items are permitted in confidential Board of Directors meetings if they arise as a result of matters discussed in the preceding public Board of Directors meeting. Other New Business items are discouraged, as they limit the ability of the voting members to prepare.
  - (2) Even if there are no *in Camera* meeting agenda items submitted in advance of a Board of Directors meeting, an *in camera* meeting may still follow the public meeting to discuss matters arising from the meeting.
  - (3) If an item whose confidentiality was uncertain is revealed not to be confidential, it is the responsibility of the chairperson to cease discussion, and table the matter for a future public Board of Directors meeting.
- 4.08 Minutes from an *in camera* Board of Directors meetings shall continue to remain entirely confidential, even if the reasons for their confidentiality cease to be relevant (e.g. a discussion about an ongoing negotiation that has since concluded).
- 4.09 The Board of Directors may permit specific individuals to attend a confidential meeting, or part of a confidential meeting, provided that those individuals have signed a confidentiality agreement with the USC.

### **5.00 AGENDA COMMITTEE**

- 5.01 The Agenda Committee shall consist of:
- (1) the Governance Officer (Secretary of the Board of Directors), as chairperson;
  - (2) the Chairperson of the Board of Directors;
  - (3) one (1) Director as appointed by the Board;
  - (4) the General Manager (Principal Policy Advisor to the Board of Directors); and,
  - (5) the Manager, Legislative Services (Recording Secretary of the Board of Directors).
- 5.02 The Purpose of the Agenda Committee shall be to assist the Secretary in determining the agenda of an Board of Directors meeting. Decisions shall be guided by the above provisions, and may include:
- (1) determining whether or not an item should be placed on the agenda;



## University Students' Council of the University of Western Ontario **BOARD OF DIRECTORS RULES OFPROCEDURE**

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PAGE | 6of6

- (2) identifying the status of meeting minutes under review and determining whether or not they are ready to be moved for approval;
  - (3) determining whether an item should be placed in the Public Meeting agenda, or the *in camera* agenda;
  - (4) ensuring that an Agenda Report accompanies matters for approval, identifying if additional supporting documentation is necessary for agenda items, and determining what supporting documentation is appropriate to post online with the agenda;
  - (5) determining where the public meeting should be held;
  - (6) determining who, among staff and management resources, it would be appropriate to invite to the public meeting and/or permit at the *in camera* meeting; and,
  - (7) determining if it is appropriate to cancel or reschedule a future Board of Directors meeting.
- 5.03 The specific timing of Agenda Committee meetings shall be determined by the Secretary.
- 5.04 The Secretary retains the authority to make all decisions with respect to the agenda. The Agenda Committee exists to support the Secretary in the execution of her duties, and shall only be utilized to the extent that the Secretary sees fit.