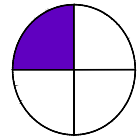


## Board of Directors Policy



**Policy Type:** Governance Process

**Policy #:** GP 15

**Policy Name:** Board Meetings and Preparation

**Page #:** 1 of 2

**Creation Date:** September 23, 2019

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As part of a robust governance process, it is important that the Board has sufficient administrative support to fulfill their job responsibilities. To this end, the Board shall work with the staff to ensure that this support is both effective and efficient in meeting the Board's needs. Furthermore, in recognition of TBC's obligations under the Accessibility for Ontarians with Disabilities Act (AODA), the Board shall ensure that Directors with disabilities are supported to participate fully in Board work.

### 1. Board Portal

- 1.1. The Centre shall maintain a Board-only web-based portal, where directors may access materials, they need to fulfill their Board responsibilities. This portal shall be a secure web-based system, where documents can be uploaded and then subsequently accessed by directors or staff involved in supporting the Board.
- 1.2. Directors must sign the Code of Conduct and Oath of Confidentiality before they are permitted access to the board portal.
- 1.3. Each director or staff shall be provided a specific username and password which allows them secure access to the materials.
- 1.4. As part of orientation, and as needed, directors shall be provided with training and ongoing support by an identified staff.
- 1.5. When a director ceases to be a director, by resignation or other, the username shall be removed from the system.
- 1.6. An electronic library of board education materials will be maintained in the portal.
- 1.7. In camera materials shall not be placed in the portal.

### 2. Meeting Material Preparation

- 2.1. The Chair of the Board or of a committee will work with the identified staff to prepare the agenda for a meeting. This may be drawn from the annual schedule or previous meeting minutes, as appropriate.
- 2.2. From this agenda, accompanying material will be identified. It is expected that all reports are submitted to the support staff at least seven days before the meeting.
- 2.3. It is expected that meeting materials will be sent to directors and posted on the board portal five calendar days in advance of any meeting. If this is not the case, participants will be notified of the delay.
- 2.4. A notification email will be sent to let meeting participants know details of the meeting and that materials are now available.

### 3. Consent Agenda

- 3.1. The Board may use a Consent Agenda to group routine business items into one agenda item which can be approved in one motion.
- 3.2. The Chair as part of the agenda preparation shall decide which items will be placed on the consent agenda.
- 3.3. Directors are responsible for reviewing all consent agenda items and associated documents. If a director has clarifying questions, they should ask prior to the call for removal of an item. A question does not require removal, but the answer may prompt a request to remove.
- 3.4. At the beginning of the meeting when the Chair is looking for approval of the agenda, the Chair will ask if any consent agenda items should be moved to regular discussion items. If a director requests the move of an item, it must be moved.
- 3.5. When the Board approves in one motion the consent agenda, the Board is approving any and all of the items and materials contained on that agenda.

### 4. In camera

The Board of Directors may utilize “in camera” sessions in their meetings to address topics considered to be sensitive in nature.

- 4.1. The “in camera” topic(s) to be discussed by the Board of Directors will be specified on the meeting agenda i.e. legal issue, personnel issue.
- 4.2. The Board of Directors will approve going into an “in camera” session through a formal motion. A motion to adjourn the “in camera” session is also required.
- 4.3. Minutes of “in camera” session that note key discussion points and decisions are recorded and approved by the Board of Directors at their next scheduled meeting.

### 5. Meetings

- 5.1. In general, Directors are expected to manage their access to materials, as the agency will only print agendas for meeting participants, recognizing there may be exceptions such as in camera or last-minute materials.
- 5.2. In camera materials may be printed or projected electronically; however, no copies should be removed from the meeting.
- 5.3. Directors are encouraged to bring their portable electronic devices to meetings. Devices may be provided to individual directors during meetings.
- 5.4. During the meeting, at the discretion of the Chair, materials may be projected for directors to view as a group.

### 6. Supporting needs of individual Directors

- 6.1. If any director requires support in order to access or review board materials, they should identify their needs to the Executive Director who will work with the organization to provide requested support. This may include issues related to a disability, geography or technology.