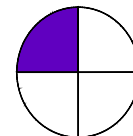


Board of Directors Policy



Policy Type: Governance Process

Policy #: GP14

Policy Name: Board Planning Cycle and Agenda Setting

Page #: 1 of 2

Creation Date: March 22, 2004

Effective Date: April 17, 2023

Monitoring: June

To accomplish its job contributions with a governance style consistent with Board policies, the Board will follow an annual agenda which completes a re-exploration of Ends policies annually and continually improves Board performance through Board education and enriched input and deliberation.

Accordingly:

1. The Board shall maintain control of its own agenda by developing each year no later than October, an annual planning cycle which includes, but is not limited to:
 - 1.1. Review of the Ends in a timely fashion which allows the CEO to build a budget.
 - 1.2. Consultation with selected groups in the ownership, or other methods of gaining ownership input, prior to the review of the Ends.
 - 1.3. Scheduled time for education and training.
 - 1.4. Scheduled time for monitoring of the Board's own compliance with its governance policies, and for review of all governance policies. Policies will be reviewed at minimum every four years.
 - 1.5. Scheduled time for monitoring compliance by the CEO with Executive Limitations and Ends policies, and for review of the policies. Policies will be reviewed at minimum every four years.
 - 1.6. Scheduled time to review strategic priorities and annual Board goals.
2. Based on the outline of the annual planning cycle, the Board delegates to the Chairperson the authority to fill in the details of the meeting content. The detailed agenda shall be prepared jointly by the Board Chairperson and the CEO. Potential agenda items shall be carefully screened to ensure that they relate to the Board's job description, rather than simply reviewing staff activities. Screening questions shall include:
 - 2.1 Clarification as to whether the issue clearly belongs to the Board or the CEO.
 - 2.2 Identification of what category an issue related to – Ends, Executive Limitations, Governance Process, Board-CEO Relationship.
 - 2.3 Review of what the Board has already said in this category, and how the current issue is related.
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 Chairperson shall decide which items will be placed on the consent agenda.
 - 3.3. Directors are responsible for reviewing all agenda items and associated documents.

3.4. A Director may request an item to be moved out of the consent agenda for further discussion and decision.

4. In Camera

The Board of Directors may utilize “in camera” sessions in their meetings to address topics considered to be sensitive in nature such as legal issues, personnel issues, public image.

- 4.1. 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.
- 4.2. In camera materials may be printed or projected electronically; however, no printed copies should be removed from the meeting.
- 4.3. Minutes of “in camera” sessions that note key discussion points and decisions are recorded and approved by the Board of Directors at their next scheduled meeting.

5. 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 CEO to ensure that this support is both effective and efficient in meeting the Board’s needs. All Directors will receive sufficient support to prepare and participate in Board work. 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.