

 <p>The University of British Columbia Board of Governors</p>	<p>Policy No.:</p> <p style="text-align: center;">93</p>	<p>Approval Date: November 2008</p> <p>Last Revision: February 2017 [anticipated]</p>
	<p>Responsible Executive: President</p>	
<p>Title: Open and Closed Meetings of the Board of Governors and Standing Committees</p>		
<p>For decisions required to be made by the University during Emergencies or Disasters, please refer to the following documents:</p> <p>Policy #8 Disaster Management Policy #19 Acting President University of British Columbia Vancouver Campus Emergency Management Plan University of British Columbia Okanagan Campus Disaster Response Plan Resolution Number 20 Signing Resolution of the Board of Governors of the University of British Columbia Pertaining to Emergencies and Disasters</p>		

1. Definitions

1.1 A schedule to this Policy lists the defined terms used in this Policy.

2. Scope and Interpretation

2.1 This Policy applies only to Meetings of the Board of Governors (the "**Board**") and Meetings of the Standing Committees.

2.2 For the purposes of this Policy, a "**Meeting**" is a conference convened for the purpose of:

2.2.1 considering or voting upon a motion; or

2.2.2 receiving information from the UBC administration in support of, or in opposition to, a motion that has been proposed or that is anticipated to be proposed in the future.

2.3 For greater certainty, a Meeting does not include a gathering that is merely social or by chance. Any member of the Board may request from the Chair of the Board or the Chair of the Standing Committee an explanation as to whether a conference constitutes a Meeting of the Board or a Meeting of a Standing Committee, as the case may be. The explanation of the Chair will be documented by the Secretary to the Board.

2.4 In this Policy, words importing the singular number include the plural and vice versa.

3. Committees

3.1 The Board has constituted a number of standing committees to provide an efficient mechanism for targeted discussions. Each of these standing committees (the "**Standing Committees**") fall into one of two categories:

3.1.1 The Finance Committee, the Governance Committee, the Learning and Research Committee, the People, Community and International Committee, and the Property and Planning Committee (the "**Regular Standing Committees**") typically meet on the same day approximately one week in advance of the regular Meetings of the Board.

3.1.2 The Audit Committee, the Employee Relations Committee, and the Executive Committee (the "**Special Standing Committees**") do not typically meet on the same day as the Regular Standing Committees.

3.2 In addition to the Standing Committees, from time to time the Board may establish ad hoc working groups (the "**Ad Hoc Working Groups**"), which have the purpose of completing a specific task or objective and, therefore, do not typically convene meetings for the purposes described in 2.2.1 or 2.2.2. While the meetings of Ad Hoc Working Groups are not typically open to the public, the work of Ad Hoc Working Groups may result in one or more reports to the Board or to the Standing Committee selected by the Board, and these reports are subject to the same publication requirements as other materials considered by the Board and the Standing Committees.

4. Meetings - General

4.1 Members of the Board may attend Meetings of the Board and of any Standing Committees of which they are a member.

4.2 Each Meeting of the Board and each Meeting of a Regular Standing Committee is typically comprised of an open session (open to the public) and a closed session (in-camera and not open to the public). For each Meeting of the Board and each Meeting of a Regular Standing Committee, the open session is typically held at the beginning, allowing members of the Board or the Regular Standing Committee, as the case may be, to defer consideration of items until the closed session of the Meeting if it emerges during the course of discussion that the item should be considered in private.

5. Determining the Agenda

5.1 The Chair of each Standing Committee is responsible for determining the agenda for Meetings of his or her respective Standing Committee and the Chair of the Board is responsible for determining the agenda for Meetings of the Board (the "**Responsible Chairs**").

5.2 The President designates a member of the University Executive to act as the primary liaison with the Chair of each Standing Committee and the President will act as the primary liaison with the Chair of the Board (the "**Responsible Executive Members**").

- 5.3 In determining his or her Board agenda or Standing Committee's agenda, as the case may be, the Responsible Chair will work closely with the corresponding Responsible Executive Member, as more particularly described in the *Procedures*.
- 5.4 Decisions about which items of business are to be dealt with on the agenda, whether in open or closed session, for a Meeting of the Board or of a Standing Committee, as the case may be, will be made in accordance with the *Procedures*, and any amendments to the *Procedures* shall continue to set out a clear and consistent mechanism to apply when making such decisions.

6. Closed Sessions of Meetings - Criteria

- 6.1 The Board is committed to the principle of accountability to the students, faculty, staff, and alumni of the University and to the public which is served by the University. It is the intent of the Board to demonstrate this commitment by conducting its business at Meetings which are open to the public. However, certain matters are of a confidential nature and should be handled with due and appropriate sensitivity. When a Chair is making a determination as to whether a matter should be dealt with in a closed session of a Meeting, the Chair must, in keeping with his/her duty to act in the best interests of the University, consider whether the matter is of such a nature that the harm that may result from open discussion thereof outweighs the benefit of adhering to the principle that Meetings be open to the public. Without limiting the full scope of such matters, some examples may include those where the following may be disclosed or discussed:
- 6.1.1 matters which the Board or the University are required by contract or law to keep confidential;
 - 6.1.2 personal information about University employees, students or volunteers, including the content of their conflict of interest declarations, as well as information about labour relations, human resources issues or management performance, including the performance of the President;
 - 6.1.3 financial, contractual, or other information which, if disclosed, would put the University at a competitive disadvantage or be prejudicial to a third party or otherwise not in the best interests of the University including, for example, a proposed acquisition of property by the University;
 - 6.1.4 dealings with other entities or persons where disclosure of the information being discussed may compromise the relationship of the University with them or its relationship with its stakeholders including, for example, the University's strategy for advocacy with others;
 - 6.1.5 information that is subject to legal privilege or that is about law enforcement, civil or criminal or administrative tribunal proceedings, or the security of the University's property or systems; and
 - 6.1.6 sensitive internal Board governance matters including, for example, Board evaluation, attendance/leadership issues, or other matters which may relate directly to the Board members themselves.
- 6.2 Where a Chair determines that an item of business should be dealt with in a closed session of a Meeting, whether a Meeting of the Board or a Meeting of a Standing

Committee, as the case may be, the Chair's reasons for doing so will be documented by the Secretary to the Board. Any decisions made by the Board during a closed session of a Meeting will be communicated at the next open session of a Meeting of the Board, unless the Chair of the Board determines otherwise, in which case these reasons of the Chair of the Board shall also be documented by the Secretary to the Board.

6.3 During any Meeting, notwithstanding a previous decision made to deal with an item of business in open session, the Chair of the Board or, in the case of a Standing Committee Meeting, the Chair of the Committee, has the discretion to move an item from the open session of the Meeting to the closed session of the Meeting if it appears to the Chair that circumstances have arisen that warrant such a change. Where an item from the open session of the Meeting is moved to the closed session of the Meeting, the reasons for doing so will be documented by the Secretary to the Board.

6.4 The documented reasons referenced in Sections 6.2 and 6.3 should be in conformity with the general principles provided under Section 6.1 of this Policy. The Governance Committee will complete annual audits of those documented reasons, as well as the documented explanations provided under Section 2.3. The purpose of such annual audits by the Governance Committee will be to ensure that Section 6.1 is being consistently applied and that decisions made under Sections 6.2, 6.3, and Section 2.3 are being made or provided on a reasonable basis and in a manner that would not bring the University into disrepute, taking into consideration the statutory duty of all members of the Board to always act in the best interests of the University. Upon completion of its audit, the Governance Committee will prepare a written report to the Board of its findings and any recommendations that it determines are appropriate. This annual report will be published in a timely manner on the Board's publicly accessible website after it has been received and considered by the Board.

7. Public Notice of Meetings of the Board and of the Standing Committees

7.1 Public notice of Meetings of the Board and of the Standing Committees for which there is to be an open session shall be published in accordance with the *Procedures*.

8. Publication of Docket Materials

8.1 Publication of docket materials (if any) that are to be considered in the open session of a Meeting shall be published in accordance with the *Procedures*.

9. Attendance at Open Sessions of Meetings

9.1 Members of the University community, including, students, faculty, staff, alumni, and residents, members of the general public, and accredited members of the news media are welcome to attend open sessions of Meetings of the Board and of Standing Committees in accordance with the *Procedures* and shall not be excluded from open sessions, except for improper conduct. The decision to exclude or remove a person from a Meeting due to improper conduct shall be made by the Chair of the Board or, in the case of a Standing Committee Meeting, the Chair of the Standing Committee, at his/her sole discretion.

10. Attendance at Closed Sessions of Meetings

- 10.1 For Meetings of the Special Standing Committees, attendance during closed sessions is restricted to the members of the Special Standing Committee and the Secretary to the Board, unless otherwise authorized by the Chair of the Special Standing Committee.
- 10.2 For Meetings of the Regular Standing Committees and of the Board itself, attendance during closed sessions is restricted to the members of the Board, the Secretary to the Board, and members of the University Executive (as specified in the *Procedures*) unless otherwise authorized by the Chair of the Regular Standing Committee or the Chair of the Board, as the case may be.
- 10.3 In addition to the above, where individuals have been identified on the Board docket as having prepared the submission that is being considered in the closed session of the Meeting by the Standing Committee or the Board, as the case may be, those individuals may attend during the portion of the closed session of the Meeting while the submission is being considered, unless otherwise directed by the Chair of the Standing Committee or the Chair of the Board, as the case may be.
- 10.4 Notwithstanding the above, the Chair of a Standing Committee or of the Board, as the case may be, may direct that any members of the University Executive and/or the Secretary to the Board be excluded from all or a portion of the closed session of a Meeting of the Standing Committee or of the Board, as the case may be, and the Chair may also authorize the attendance of other individuals for all or a portion of the closed session of a Meeting of the Standing Committee or of the Board, as the case may be.
- 10.5 Board and Standing Committee discussions during closed sessions of Meetings are confidential, unless formally resolved otherwise by the Board or the Standing Committee, as the case may be. All participants and permitted attendees must respect this confidentiality.
- 10.6 The University may, if necessary, exclude an unauthorized individual who intrudes upon a closed session of a Meeting by either (1) having the individual forcibly removed by a law enforcement officer, or (2) by recessing and removing the closed session of the Meeting to a new location.

11. Confidentiality of Materials for Closed Sessions of Meetings

- 11.1 The material for the closed sessions of Meetings of the Board or of the Standing Committees, whether it is circulated prior to the Meetings or distributed at the Meetings, is confidential and is only for the personal use of the members of the Board and the members of the University Executive who are entitled to attend those closed sessions of the Meetings to carry out their duties as members of the Board or the University Executive, as the case may be. Such material may be published or otherwise released only after formal and specific approval of the Chair of the Board and/or the President to do so, unless the material is already in the public domain.
- 11.2 If an item of business is moved from the closed to the open session of a Meeting of the Board or of the Standing Committees, Board documentation relating to that item may or may not be released to the public as it may not be appropriate to publicize

such documentation, given that it may have been prepared on the assumption that it was not for public release. The decision as to whether the documentation will be made public is made by the Chair of the Board and/or the President.

12. Minutes of Closed and Open Sessions of Meetings of the Board

- 12.1 Minutes of all closed and open sessions of Meetings of the Board must be taken by the Secretary to the Board and approved in accordance with the *Procedures*.
- 12.2 Minutes from the open sessions of Meetings of the Board will be published in accordance with the *Procedures*.
- 12.3 Minutes from closed sessions of Meetings of the Board are distributed only to those individuals who are authorized to attend such closed sessions of the Meetings. All such minutes are confidential, unless resolved otherwise by the Board, and all recipients must respect this confidentiality.
- 12.4 Formal minutes of Meetings of the Standing Committees are not produced because the Standing Committees do not make any decisions (except for the Executive Committee), other than decisions on what they will recommend to the Board. Those recommendations are made during meetings of the Board and are subject to all minuting and publication requirements for Meetings of the Board. If the report and recommendations are made to the Board in a closed session of a Meeting, the reasons for dealing with that matter in closed session are subject to the annual audits of the Governance Committee under Section 6.4 of this Policy.

Schedule to Policy #93
List of Defined Terms

1. **Definitions**

- a. **“Ad Hoc Working Groups”** has the meaning given to it in Section 3.2 of this Policy.
- b. **“Board”** has the meaning given to it in Section 2.1 of this Policy.
- c. **“Meeting”** has the meaning given to it in Section 2.2 of this Policy.
- d. **“Regular Standing Committees”** has the meaning given to it in Section 3.1.1 of this Policy.
- e. **“Responsible Chairs”** has the meaning given to it in Section 5.1
- f. **“Responsible Executive Member”** has the meaning given to it in Section 5.2.
- g. **“Special Standing Committees”** has the meaning given to it in Section 3.1.2 of this Policy.
- h. **“Standing Committees”** has the meaning given to it in Section 3.1 of this Policy.
- j. **“University Executive”** refers to the group comprised of those persons identified in the *Procedures*.

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PROCEDURES

Approved: February 2017 [Anticipated]

Pursuant to Policy #1: Administration of Policies, "Procedures may be amended by the President, provided the new procedures conform to the approved policy. Such amendments are reported at the next meeting of the Board of Governors." Note: the most recent procedures may be reviewed at <http://universitycounsel.ubc.ca/policies/index/>.

1. University Executive

1.1 Under the University Act, the President is the chief executive officer of the University. The President has established a senior leadership team that meets regularly to consider and to make decisions regarding a variety of matters under the authority of the President. The University Executive consists of the President, Deputy Vice-Chancellor, Vice-Presidents, Provosts, and University Counsel.

2. Determining the Agenda for Meetings of the Board and Standing Committees

2.1 In discharging his/her responsibilities under Section 5 of the Policy, the Responsible Chair for each Standing Committee will determine:

2.1.1 whether a proposed item should be placed on the agenda of his/her Standing Committee or be jointly considered by his/her Standing Committee and another Standing Committee or be referred entirely to another Standing Committee or directly to the full Board (or be deferred or removed entirely);

2.1.2 whether any additional items should be added to the agenda;

2.1.3 whether agenda items should be discussed in open or closed session of the Meeting, and, in either case, what information should be disclosed on the agenda;

2.1.4 which agenda items require discussion, as opposed to items that do not require discussion and should be treated as "consent items"; and

2.1.5 how much time should be allocated to each agenda item.

2.2 The Board agenda will include reports from the Chairs of each of the Standing Committees, including the recommendations of the Standing Committees regarding the various motions that are to be considered by the Board. In addition, some matters are not considered by the Standing Committees and will go directly to the Board for consideration. The Chair of the Board will determine the agenda for a Meeting of the Board with knowledge of the agenda items to be considered by each of the Standing Committees.

2.3 The Responsible Chair will work closely with the corresponding Responsible Executive Member. The Responsible Executive Member is responsible for ensuring that information relating to the agenda is communicated effectively and efficiently to and from the other members of the University Executive and the Responsible Chair is responsible

for ensuring that information relating to the agenda is communicated effectively and efficiently to and from other members of the Board, including the Chair of the Board.

- 2.4 The Secretary to the Board will support the Responsible Chairs by maintaining a calendar of items requested to be brought forward from previous meetings, preparing and distributing the agendas for the Meetings, scheduling the Meetings, and forwarding to the Responsible Chairs any inquiries or requests from the wider University community, all as may be directed by the Responsible Chairs.

3. Notice to Members Entitled to Attend the Meeting

- 3.1 Upon the determination of the agendas for each of the Meetings of the Standing Committees and of the Board, the Secretary to the Board will post the finalized agendas, which shall include the date, time, and location of the Meeting, on the secure Board web site (if appropriate), and circulate an e-mail notice of same to the members of the University Executive and the members of the Board who are entitled to attend the Meeting.
- 3.2 Such agendas are subject to amendment by the Chair of the Board or of the Standing Committee, as the case may be, to permit the addition or deletion of items in the event that circumstances have changed. In the event of such amendment, the Secretary to the Board will post the amended agendas on the secure Board web site, (if appropriate) and circulate an e-mail notice of same to the members of the University Executive and the members of the Board who are entitled to attend the Meeting. Items of business that are not on the finalized agenda may only be dealt with during a Meeting if a motion to add the item to the agenda is passed by the Standing Committee or the Board, as the case may be. Such a motion may be made from the floor.
- 3.3 The e-mail and posting on the secure Board web site described in Sections 3.1 and 3.2 of these *Procedures* shall constitute due notice for the Meeting to all members of the Board entitled to attend the Meeting if the e-mail is delivered at least 2 business days in advance of the Meeting.

4. Meetings Called Under Special Circumstances

- 4.1 The Chair of the Board or of a Standing Committee, as the case may be, may call a Meeting without following the agenda setting process referenced in Section 2 of these *Procedures* where special circumstances have arisen and time does not permit for such a process. Such Meeting will still be subject to all other sections of the Policy and these *Procedures*.
- 4.2 For Meetings called in accordance with Section 4.1 of the Policy, the requirement for due notice of meeting to be delivered to members pursuant to Section 3.3 of these *Procedures* shall be modified such that due notice is sufficient if it sets out the date, time, location, as well as the item of business to be transacted at the Meeting and if delivered to all members of the Board entitled to attend the Meeting at least 2 business days in advance of the Meeting, provided that if a Meeting is required sooner under urgent circumstances, this requirement of at least 2 business days may be waived if all members of the Board entitled to attend the Meeting consent thereto or if, either before or after the Meeting is held, those absent signify their consent to the 2 business days requirement. For such Meetings, no other business other than that described in such notice may be discussed at that Meeting.

5. **Public Notice of Meetings of the Board and of the Standing Committees**

- 5.1 Public notice of Meetings of the Board and of the Standing Committees for which there is to be an open session will be published on the Board's publicly accessible website, or by such other method as determined to be appropriate by the Secretary to the Board, within 1 business day after such notice is communicated to members of the Board under Sections 3 and 4 of these *Procedures*.
- 5.2 Such public notice must set out the date, time, and location of the open session of the Meeting, as well as the agenda for such open session of the Meeting or, in the case of an open session of a Meeting under Section 4 of these *Procedures*, the item of business to be transacted. Failure to meet this public notice requirement shall not invalidate the proceedings of the Meeting or any part thereof.

6. **Publication of Docket Materials**

- 6.1 For each Meeting of the Board and of the Standing Committees, the Secretary to the Board typically assembles materials containing the agenda and supporting docket materials (if any) that are to be considered at the Meeting. These materials are provided to the members of the University Executive and the members of the Board who are entitled to attend the Meeting.
- 6.2 The portion of the supporting docket materials that is to be considered in the open session of a Meeting shall be published on the Board's publicly accessible website, or by such other method as determined to be appropriate by the Secretary to the Board, within 1 business day after it is provided to the members of the Board.

7. **Attendance at Open Sessions of Meetings**

- 7.1 The number of members of the University community, general public and accredited members of the news media is limited to available seating on a first come, first-accommodated basis.
- 7.2 Those persons attending an open session of a Meeting of the Board or a Standing Committee who are not members of the Board or Standing Committee holding the Meeting may not participate in discussions or debates and/or sit at the table, unless otherwise permitted by the Board Chair, in the case of a Meeting of the Board, or by the Chair of the Standing Committee holding the Meeting, in the case of a Meeting of a Standing Committee.

8. **Minutes of Closed and Open Sessions of Meetings**

- 8.1 Minutes for both open and closed sessions of Meetings must set out the date, time, and location of the Meeting, the attendance of members who are entitled to vote and any decisions made. In addition, except where a motion is voted on by ballot whereby members' votes are not intended to be disclosed, where a motion is defeated or a decision is not made unanimously, the minutes must identify the members who voted and whether they voted for or against the motion, or have abstained from voting. Opinions or views expressed by participants at Meetings are considered personal information and must not be recorded in the minutes.

- 8.2 Minutes of open sessions of Meetings of the Board are approved at the next meeting of the Board or by electronic means, as soon as practicable thereafter, following which such approved minutes shall be published on the Board's publicly accessible website, or by such other method as determined to be appropriate by the Secretary to the Board, in a timely manner.
- 8.3 Minutes of closed sessions of Meetings of the Board are approved at the next closed session of a Meeting of the Board or by electronic means.
- 8.4 Meeting materials that contain personal information should be retrieved from all members of the Board once they have been dealt with, for secure disposal by the Secretary to the Board in accordance with any applicable retention schedules.

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