



Board Meeting Rules and Practices

UBC Board of Governors

In accordance with the *University Act* the Board of Governors (Board) has adopted the following rules and practices for Board meetings.

1 Meetings of the Board

The Board meets as often as necessary to transact the business of the Board, and in any event, not less than once every three months.

Meetings of the Board may be called by the Chair, as required to transact the business of the Board, or in the Chair's absence, at the call of the Vice-Chair.

Over the course of a meeting year, the Board normally holds a series of regularly scheduled meetings and may hold special meetings and strategic sessions.

1.1 Annual Schedule and Notice of Regular Meetings

Typically, five regular Board meetings are scheduled in a meeting year, four of which are held at the Vancouver campus and one of which is held at the Okanagan campus.

An annual schedule of the regular meetings (including the date, time and location), for an upcoming meeting year is typically approved by the Board not less than four to six months in advance of an upcoming year. Once approved, the annual schedule is provided to Governors and published on the Board of Governors website.

Notice of the upcoming regular meetings of the Board is also provided at the previous regularly-scheduled Board meeting.

1.2 Notice of Meetings in Special Circumstances

The Chair may call additional meetings that do not appear in the annual schedule to address special or emergent issues. Notice of any meetings that do not appear in the annual schedule will be provided to Governors at least two days prior to such meeting or as soon as is practicable in the circumstances. Notice will specify the item of business to be transacted and no business other than that described in the notice may be discussed at a special meeting. Notice for such meetings will be provided by electronic means or the most efficient method in the circumstances as approved by the Chair.

If the matter for discussion at a special meeting is appropriate for an open session, notice will also be published on the Board of Governors website.

1.3 Accidental Failure to Send Notice

The accidental failure to send notice of a meeting to a Governor, or any accidental irregularity in connection with the giving of notice or the conduct of a meeting does not invalidate any proceedings of the Board meeting.

2 Open, Closed and *In Camera* Sessions of Board Meetings

Board meetings are normally comprised of:

- an open session;
- a closed session; and
- an *in camera* session.

2.1 Open Sessions

Policy #93 (Open, Closed and *In Camera* Meetings of the Board of Governors) articulates the Board's commitment to the principles of accountability and transparency and to conducting its business in sessions which are open to the communities and public which are served by the University.

Members of the general public and members of the University community, including students, faculty, staff, alumni, and residents, are welcome to attend open sessions of Board meetings.

2.1.1 Participation in Open Meetings and Decorum

Requests to attend open sessions of Board meetings should be directed to the Board Secretariat in writing at least two days in advance of a Board meeting. Requests are processed on a first-come, first-served basis, subject to space restrictions and the requirements of the Board at each meeting for the number of staff and/or professional advisors in attendance.

Members of the community attending an open session of a Board meeting may not participate in discussion or debates and/or sit at the table, except where the Chair has given approval in advance of the meeting, or during the meeting.

All persons attending the open session of a Board meeting are expected to behave in a respectful and civil manner. The Chair may remove any person in attendance due to improper conduct.

2.2 Closed Sessions

Closed sessions of Board meetings are attended by Governors, the Board Secretary, and members of the Executive. Staff listed on the agenda for the presentation of individual items may also attend. The Chair may also direct that any members of the Executive and/or the Board Secretary be excused from all or a portion of a closed session.

2.3 *In Camera* Sessions

In addition to open and closed sessions or meetings of the Board, and in accordance with good governance principles, the Board may hold *in camera* sessions to provide a forum for Governors to meet without the Executive present.

In camera sessions are attended by Governors, and in the presence or absence of the President, as appropriate. The Board Secretary attends, unless the Board Secretary is excused by the Chair. *In camera* sessions may also be attended by members of the Executive and guests who are specifically invited by the Chair.

2.4 Criteria for Open, Closed and *In Camera* Sessions - Policy #93

In furtherance of the principles of accountability and transparency, Policy #93 establishes the criteria and guidelines to be used in determining which matters are to be considered in open, closed and *in camera* sessions of Board and Board committee meetings. Policy #93 also provides a transparent process for decisions and designation of items for closed.

Guests

Guests may be invited to attend or speak at an open, closed, or in *camera* session of a Board meeting, with the approval of the Chair given in advance of the meeting, or in the sole discretion of the Chair during the meeting.

2.5 Confidentiality of Closed and *In Camera* Sessions

Deliberations and materials considered in closed or *in camera* sessions of Board meetings are confidential. All participants and attendees must respect this confidentiality.

Materials that were prepared for or distributed in closed or *in camera* sessions, as the case may be, may only be published or otherwise released after approval of the Chair, and typically after consultation with the President. **[NTD: this would include cases where materials were prepared for closed session but the item of business is moved to an open session.]**

Meeting materials that contain personal information should be retrieved from all Governors once they have been dealt with, for secure disposal by the Board Secretary in accordance with any applicable retention schedules.

3 Agendas and Meeting Materials

3.1 Determining the Agenda

For Board meetings, the Chair, in dialogue with the President, is responsible for determining the agenda for each Board meeting, through a process facilitated and coordinated by the Board Secretary.

Agenda development for meetings of Board committees follows a similar process as outlined in the meeting rules and practices for Board committees.

3.2 Distribution of Agenda and Meeting Materials

The meeting agenda and supporting materials are, as much as possible, distributed via the secure Board document portal or otherwise distributed to Governors at least seven days in advance of a regular meeting, and as soon as they are available for a special meeting.

The meeting agenda and materials for open sessions are published on the Board of Governors website within one day after distribution to Governors.

Where the Chair, in consultation with the Board Secretary, determines that circumstances warrant, supporting materials may be distributed separately from the agenda or handed out at the meeting.

4 Procedures at Board Meetings

4.1 Chair

The Chair presides at meetings of the Board. In the event that the Chair is unable to attend a specific meeting, the Vice Chair will act as Chair for that meeting.

4.2 Quorum

Fifty-one percent of the members of the Board constitutes quorum.

4.3 Participation by Teleconference or Videoconference

A Governor may participate in a Board meeting by means of teleconference, videoconference, or other such technology and will be deemed to be present at the meeting.

The Chair may determine that a Board meeting be held entirely by means of a teleconference or videoconference where an urgent matter requires attention or it is deemed expedient not to convene a Board meeting in person.

4.4 Right to Vote

Only Governors may move, second and vote on motions. Each Governor is entitled to one vote, including the Chair.

4.5 Method of Voting

Motions will be decided by a show of hands, a roll call (voice), consensus, or otherwise in such manner that clearly evidences a Governor's vote and is accepted by the Chair of the meeting. Voting by proxy is not allowed.

4.6 Votes to Govern

Matters arising at a Board meeting will be decided by a majority of the votes of the Governors entitled to vote and who are present at the meeting, except where another threshold is otherwise required.

4.7 Tie Votes

In the case of a tie vote on a resolution, the motion is defeated and the Chair must so declare. The Chair does not have a second or casting vote.

4.8 Evidence of Vote Outcome

A declaration by the Chair that a motion has been carried and an entry to that effect in the minutes will be evidence of the action taken, without proof of the number or proportion of the votes recorded in favour or against such resolution. Any Governor may ask at the time of the vote that the Governor's individual vote or abstention be recorded in the minutes.

5 Resolutions Approved Electronically

A resolution approved electronically (via email or the Board's document-sharing portal) and consented to by all Governors entitled to vote on that resolution will have the same force and effect as if passed at a Board meeting and will be reported at the next scheduled Board meeting.

6 Minutes and Records

6.1 Official Records

The Board Secretary ensures there are minutes of the proceedings of all open, closed and *in camera* sessions of Board and committee meetings, and records of all decisions of the Board made outside of a meeting.

The minutes and records maintained by the office of the Board Secretary are the official records of the Board.

All minutes must set out the date, time, and location for the Board meeting, the attendance of Board members and any decisions made.

All decisions made by the Board itself (whether in a meeting or approved electronically) or on its behalf pursuant to a delegated authority must be recorded in the minutes of the Board.

Opinions or views expressed by participants at Board meetings are considered personal information and confidential and must not be recorded in the minutes.

6.2 Approval and Distribution of Minutes

6.2.1 Minutes of Open Sessions

Minutes of open sessions of Board meetings are approved as soon as practicable at the next Board meeting or by means of electronic approval, following which such approved minutes will be published on the Board of Governors website, or by such other method as determined appropriate by the Board Secretary, in a timely manner.

6.2.2 Minutes of Closed Sessions

Minutes of closed sessions of Board meetings are distributed only to Governors and other authorized individuals, and are confidential unless resolved otherwise by the Board.

Minutes of closed sessions are approved as soon as practicable at the next closed session of a Board meeting or by means of electronic approval.

Any resolutions passed by the Board during a closed session of a Board meeting will be reported at the next open session of a Board meeting, or as soon as practicable thereafter unless the Chair determines otherwise.

6.2.3 Minutes of *In Camera* Sessions

Minutes of *in camera* sessions are approved as soon as practicable by the Chair and are confidential.

7 Amendment of the Rules

These rules and practices may be amended by a duly passed motion of the Board.