



UBC BOARD OF GOVERNORS'

Meeting Rules and Practices

1 INTRODUCTION

1.1 *General*

- 1.1.1 In accordance with the *University Act* and the [Board Meetings Policy \(GA8\)](#), the Board has adopted the following Rules for meetings of the Board and the Committees. For Rules specific to the Committees, including purpose and composition of the Committees, refer to section 6 of these Rules.
- 1.1.2 In the event of any conflict between the *University Act* and these Rules, the *University Act* will govern.
- 1.1.3 Subject to compliance with the Rules, Meeting Chairs will have discretion in the conduct of Board and Committee meetings, as applicable, and may refer to *Robert's Rules of Order Newly Revised* for guidance.

1.2 *Definitions*

- 1.2.1 For purposes of these Rules, the following words have the meanings set out below:

"Board" means the UBC Board of Governors;

"Board Chair" means the Chair of the Board or any acting Chair of the Board, as the case may be;

"Committees" means the standing committees of the Board as established and existing from time to time, and **"Committee"** means any one of them and, for greater certainty, these terms do not include any special purpose ad hoc committees, subcommittees, or working groups that are constituted pursuant to section 6.1.6;

"Committee Chair" means the Chair of a Committee or any acting Chair of such Committee, as the case may be;

"Governors" means the individuals serving as members of the Board from time to time;

"Meeting Chair" means the chair of a Board or Committee meeting, as applicable. Generally, the Meeting Chair of a Board meeting is the Board Chair and the Meeting Chair of a Committee meeting is the Committee Chair.

In the absence of the Board Chair, the Board Vice-Chair will act as the Meeting Chair of the Board meeting, and if there is more than one Board Vice-Chair, it will be the Board Vice-Chair selected by the Board Chair. In the event that the Board Chair and Board Vice-Chair(s) provide prior notice that they are not able to attend a scheduled meeting, the Board Secretary will consult with the Board Chair to identify an alternate Governor to serve as Meeting Chair. In the event that the Board Chair and Board Vice-Chair(s) are absent from a meeting and prior arrangements for an alternate Meeting Chair have not been made, Governors present at the meeting will elect the Meeting Chair.



In the absence of the Committee Chair, the Committee Vice-Chair will act as the Meeting Chair of the Committee meeting. In the event that the Committee Chair and the Committee Vice-Chair provide prior notice that they are not able to attend a scheduled meeting, the Board Secretary will consult with the Committee Chair to identify an alternate Governor to serve as Meeting Chair. In the event that the Committee Chair and the Committee Vice-Chair are absent from a meeting and prior arrangements for an alternate Meeting Chair have not been made, the members of the Committee present at the meeting will elect the Meeting Chair.

“**Rules**” means these UBC Board of Governors’ Meeting Rules and Practices, as amended from time to time.

2 MEETINGS AND MEETING MATERIALS

2.1 *Frequency and Location*

- 2.1.1 The Board meets as often as is necessary to transact the business of the Board, and in any event, not less than once every three months. Typically, five regular Board meetings are scheduled in a meeting year: January, March, June, September and December.
- 2.1.2 In general, Committees meet four times per year, approximately ten to fourteen days before each regularly scheduled Board meeting, but additional Committee meetings may be held as necessary to transact the business of the Committee.
- 2.1.3 The Board Chair will establish the location of Board and Committee meetings. Meetings may be held in person, virtually, or via hybrid format. Generally, Board meetings are held in person and, generally, Committee meetings are held virtually. Normally, one Board meeting per year is held at the UBC Okanagan campus in Kelowna, British Columbia and the remaining Board meetings in a calendar year are held at the UBC Vancouver campus in Vancouver, British Columbia.

2.2 *Online Viewing of Meetings*

- 2.2.1 The Board Secretariat will make all open sessions of Board and Committee meetings available for contemporaneous online viewing such as, by way of example, through webcasting. Details regarding how to access such viewings will be available on the Board website. In the event of a technical failure or other issue that prevents online viewing, the meeting may continue.

2.3 *Annual Schedules and Notice of Meeting Schedule*

- 2.3.1 The Board has established a framework for the Board’s annual meeting schedule, which may be amended by the Board from time to time. The Board Secretary sets the annual meeting schedule in accordance with the framework and to assist Governors and the senior administration with forward planning. At each January Board Meeting, the Board Secretary will present a calendar of meeting dates for the current and next calendar years.
- 2.3.2 The Board Secretariat will publish such schedule on the Board website at least three months prior to the first meeting in an annual schedule. Each annual schedule will serve as initial notice of the meetings included in the schedule and such initial notice will set out the date of each Board meeting and dates for meetings of the Committees. In the absence of a specific location being set out, Board meetings will be held at the Robert H. Lee Family Boardroom in the Robert H. Lee Alumni Centre on the UBC Vancouver campus in Vancouver, British Columbia. Where Board or



Committee meetings are held virtually or in hybrid format, connection details will be provided with the meeting materials distributed pursuant to section 2.5.1.

- 2.3.3 In the event that a meeting date requires change, the Board Chair may change the date and the Board Secretariat will provide notice of the updated meeting date to Governors and will publish the updated schedule of meetings on the Board website as soon as practicable after the change is made.

2.4 Determining the Agenda

- 2.4.1 For Board meetings, the Meeting Chair, in consultation with the Board Vice-Chair(s) and the President, is responsible for determining the agenda for each meeting and for determining whether each agenda item should be considered in open, closed, or *in camera* session, through a process facilitated and coordinated by the Board Secretariat.
- 2.4.2 For Committee meetings, the Meeting Chair, in consultation with the Committee Vice-Chair and members of the UBC Executive who have been designated as liaisons by the President, is responsible for determining the agenda for each meeting and for determining whether each agenda item should be considered in open, closed, or *in camera* session, through a process facilitated by the Board Secretariat. Understanding that available meeting time is limited, the Meeting Chair will consider whether potential agenda items warrant Board attention and, if they do, will allocate time to them based on need and priority. Generally, items for consideration by the Board are reviewed by the appropriate Committee prior to each meeting of the Board and accordingly should be set on the agenda for the appropriate Committee meeting.
- 2.4.3 If an agenda for a meeting has been set and the Meeting Chair for the meeting changes, the new Meeting Chair will be deemed to inherit the agenda that has been set for the meeting but may make additional amendments, as appropriate, and in consultation with the Board Chair or Committee Chair, as applicable, if available.
- 2.4.4 Meeting agendas must clearly indicate the items for consideration in open, closed, or *in camera* session. For closed and *in camera* sessions, the briefing materials for each agenda item must indicate the basis for the designation with reference to the categories set out in section 4 of the Board Meetings Policy.
- 2.4.5 Any Governor who wishes to introduce a matter at a Board or Committee meeting that is not included on the published agenda for such meeting should provide written notice of the matter and any related materials to the Meeting Chair and the Board Secretary a minimum of five calendar days prior to the meeting at which the item is intended to be introduced. Any such new items will only be added to the published agenda for a meeting with the approval of the Meeting Chair.
- 2.4.6 Any Governor who wishes, whether in the course of a meeting or otherwise, to request a report or a presentation on any particular matter, must provide written notice of the request to the relevant Meeting Chair and the Board Secretary, and the Meeting Chair will consider, in consultation with the President, the request as part of the agenda-setting process described in Section 2.4.1 and Section 2.4.2, as applicable.



2.5 Distribution of Agendas and Meeting Materials

- 2.5.1 Where feasible, the Board Secretariat will endeavour to distribute the agenda and final notice for a Board or Committee meeting to those individuals who are entitled to attend such meeting seven calendar days in advance of a regular meeting. The failure to distribute these materials within this timeline will not invalidate the proceedings or prevent the discussion from proceeding at the scheduled time.
- 2.5.2 The Board Secretariat will publish the agenda and supporting materials for open sessions of Board and Committee meetings on the Board website within one calendar day after distribution to Governors. The meeting agenda and supporting materials for closed or *in camera* sessions of Board and Committee meetings will not be made available to the public.
- 2.5.3 Where the Meeting Chair, in consultation with the Board Secretary, determines that circumstances warrant, supporting materials for a meeting may be distributed separately from the agenda or distributed at the meeting.

2.6 Special Meetings

- 2.6.1 At the direction of the Board Chair or applicable Committee Chair, the Board Secretariat will provide notice of any Board or Committee meetings that do not appear in an annual schedule to Governors at least two calendar days prior to such special meetings or as soon as is practicable in the circumstances. The 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 special meetings will be provided by electronic means or the most efficient method in the circumstances as approved by the Meeting Chair. If the matter for discussion at a special meeting is appropriate for an open session, notice will also be published on the Board website.

2.7 Failure to Give Notice or Other Irregularities

- 2.7.1 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 or Committee meeting, as the case may be.

3 OPEN, CLOSED, AND IN CAMERA SESSIONS OF BOARD AND COMMITTEE MEETINGS

3.1 General Considerations and Designating an Item for Open, Closed, or In Camera Session

- 3.1.1 Board and Committee meetings may comprise an open session, a closed session, and an *in camera* session, or any combination of these three types of sessions.
- 3.1.2 The designation of items for consideration in open, closed, or *in camera* session must be made in accordance with the criteria set out in section 4 of the Board Meetings Policy and in accordance with these Rules.
- 3.1.3 Guests may be invited to attend or speak at an open, closed, or *in camera* session of a Board or Committee meeting, with the prior approval of the Meeting Chair.
- 3.1.4 All persons attending a session of a Board or Committee meeting are expected to behave in a respectful and civil manner. The Meeting Chair may exercise discretion as appropriate to remove any person in attendance.



3.2 Open Sessions

- 3.2.1 Members of the general public and members of the UBC community, including students, faculty, staff, alumni, and residents, are welcome to attend open sessions of Board meetings or view open sessions of Board and Committee meetings online. Attendance at the location of Board meetings is on a first-come, first-served basis and is subject to space restrictions and the requirements of the Board at each Board meeting for the number of staff and professional advisors in attendance. Those wishing to attend a Board or Committee meeting should notify the Board Secretariat in writing at least two business days in advance of the meeting.
- 3.2.2 Attendees at an open session (other than Governors) may not participate in discussion or debates or sit at the Governors' table, except where the Meeting Chair has given approval in advance of, or during, the meeting.

3.3 Closed Sessions

- 3.3.1 Governors, the Board Secretary, and members of the UBC Executive may attend closed sessions of Board and Committee meetings.
- 3.3.2 Staff who are listed on the agenda for a closed session item may attend the session for presentation of the specific item.
- 3.3.3 Notwithstanding sections 3.3.1 and 3.3.2, the Meeting Chair may require that the Board Secretary, any member of the UBC Executive, or any listed staff member be excused from all or a portion of a closed session.

3.4 In Camera Sessions

- 3.4.1 In addition to open and closed sessions, and in accordance with good governance principles, the Board and the Committees may hold *in camera* sessions to provide a forum for members of the Board or the Committee, as the case may be, to meet without the UBC Executive or others present. Only Governors may attend *in camera* sessions of meetings of the Board. Only those Governors who are members of the relevant Committee may attend *in camera* sessions of that Committee. The Board Secretary may also attend *in camera* sessions of the Board or the relevant Committee unless excused by the Meeting Chair. Members of the UBC Executive and guests who are specifically invited by the Meeting Chair may also attend *in camera* sessions of the Board or the Committee, as the case may be.
- 3.4.2 All Governors shall receive the agendas for *in camera* sessions of the Committees of which they are not members. Governors who are not members of a Committee may request permission from the applicable Meeting Chair to attend an *in camera* session of the Committee and to receive any briefing materials that have been prepared for that *in camera* session, and the Meeting Chair shall decide whether to grant permission as requested.

3.5 Confidentiality of Closed and In Camera Sessions

- 3.5.1 Deliberations and materials considered in closed or *in camera* sessions of Board or Committee meetings are confidential. All participants and attendees must maintain the confidentiality of such deliberations and materials unless otherwise provided by the Meeting Chair.



3.6 Confidentiality of Agendas and Meeting Materials of Closed and In Camera Sessions

- 3.6.1 Materials that were prepared for or distributed in closed or *in camera* sessions (even where the agenda items have been subsequently moved from the agenda of a closed or *in camera* session to the agenda for an open session) may only be published or otherwise released after approval of the Meeting Chair, and normally after consultation by the Meeting Chair with the President.
- 3.6.2 Should hardcopy meeting materials contain personal information and the subject matter has been dealt with, Governors must return such materials to the Board Secretariat for secure disposal in accordance with any applicable retention schedules.

4 PROCEDURES AT MEETINGS

4.1 Quorum

- 4.1.1 Attendance by at least 51% of the Governors constitutes quorum for a Board meeting.
- 4.1.2 Attendance by at least 51% of the members of a Committee constitutes quorum for a meeting of that Committee, unless a Committee's Terms of Reference provide otherwise, in which case the Committee's Terms of Reference will prevail. For the purpose of calculating quorum for a Committee meeting, the number of Committee members will be deemed to be reduced by the number of *ex officio* members not in attendance at the Committee meeting.

4.2 Participation by Teleconference or Videoconference in Board and Committee Meetings

- 4.2.1 Pursuant to section 2.1.3, the Board Chair determines the location of meetings. For meetings deemed to be primarily in-person meetings, a Governor may nonetheless participate by means of teleconference, videoconference, or other such technology allowing communication and will be deemed to be present at the meeting.
- 4.2.2 Notwithstanding the preference for in-person meetings of the Board, the Board Chair may determine that a Board meeting will be held entirely by means of a teleconference or videoconference where the Board Chair determines it would be expedient or appropriate to convene a meeting by teleconference or videoconference instead of an in-person meeting.

4.3 Right to Vote

- 4.3.1 Only Governors may move, second, and vote on motions of the Board and only Governors who are members of a Committee may move, second, and vote on motions of the Committee.
- 4.3.2 Each Governor is entitled to one vote per motion.

4.4 Method of Voting and Voting Results

- 4.4.1 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 Meeting Chair.
- 4.4.2 Voting by proxy is not permitted.
- 4.4.3 Matters arising at a Board meeting will be decided by a majority of the votes of the Governors present at the meeting who are entitled to vote and who cast a vote, except as otherwise required by the *University Act*.



- 4.4.4 Matters arising at a Committee meeting will be decided by a majority of the votes of the Committee members present at the meeting who are entitled to vote and who cast a vote, except as otherwise required by the *University Act*.
- 4.4.5 In the case of a tie vote on a motion, the motion is defeated. The Meeting Chair does not have a second or deciding vote.
- 4.4.6 A declaration by the Meeting Chair that a motion has been carried and an entry to that effect in the minutes of the meeting 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.

4.5 Resolutions Approved Electronically

- 4.5.1 Resolutions of the Board or Committees may be approved electronically (via email or the Board's document-sharing portal) in accordance with the rules set out in this section 4.5.
- 4.5.2 The Board Secretary will be responsible for communicating the proposed resolution to all Governors with respect to a Board resolution, and to all members of a Committee with respect to a Committee resolution, and must provide a voting deadline.
- 4.5.3 If any Governor entitled to vote on the proposed resolution wishes to discuss such resolution, the Governor must inform the Board Secretary prior to the voting deadline, and the electronic vote will not proceed until the discussion has taken place and the Board Secretary, in consultation with the Board Chair or applicable Committee Chair, as the case may be, communicates a new voting deadline. Following the discussion, the Board Chair or the applicable Committee Chair, in consultation with the Board Secretary, may determine that the votes cast prior to the aforementioned discussion should be set aside and the vote re-started, in which case the Board Secretary shall inform all Governors with respect to a Board resolution and all members of a Committee with respect to a Committee resolution that the vote has been re-started.
- 4.5.4 For a resolution to be approved electronically, at least 51% of Governors who are entitled to participate in the vote must participate in the vote, and the resolution will be decided by a majority of the votes cast. Should participation in the vote be less than 51% by the voting deadline, the Board Chair or applicable Committee Chair, as the case may be, may, in consultation with the Board Secretary, set a new voting deadline or may declare the vote null and void.
- 4.5.5 A resolution approved electronically will have the same force and effect as if passed at a Board or Committee meeting, as applicable, and will be reported at the next scheduled Board or Committee meeting, as applicable (unless the resolution relates to a closed or *in camera* item, in which case it will be reported in the next closed or *in camera* session, as applicable, of the Board or the Committee, as the case may be).

5 MINUTES AND RECORDS

5.1 Record of Minutes

- 5.1.1 The Board Secretariat will maintain minutes of all open, closed, and *in camera* sessions of Board and Committee meetings, including all decisions made by electronic means, as well as a record of



all Board and Committee decisions made outside of a meeting and a record of all decisions made by the Board or on the Board's behalf pursuant to a delegated authority.

- 5.1.2 All minutes must set out the date, time, and location of the Board or Committee meeting, as applicable, the attendance of Governors, and any decisions made during such meeting but will not include any opinions or views that may be expressed by participants.

5.2 *Approval and Distribution of Minutes and Resolutions*

- 5.2.1 The minutes of Board and Committee meetings must be approved as soon as practicable at the next Board or Committee meeting, as applicable, or by means of electronic approval.
- 5.2.2 The minutes of open sessions of Board meetings and Committee meetings will be published on the Board website once approved.
- 5.2.3 Following approval of the minutes of a closed session of a Board or Committee meeting, the Board Secretariat will distribute the approved minutes to Governors and members of the UBC Executive. Such minutes are confidential unless resolved otherwise by the Meeting Chair.
- 5.2.4 Following approval of the minutes of an *in camera* session of a Board or Committee meeting, the Board Secretariat will distribute the approved minutes to Governors or, in the case of *in camera* minutes of a Committee, to members of the Committee. Such minutes are confidential unless otherwise approved by the Meeting Chair.

6 COMMITTEE-SPECIFIC RULES AND PRACTICES

6.1 *Purpose and Objectives*

- 6.1.1 Pursuant to section 27(2)(c) of the *University Act*, the Board has the power to establish the Committees it considers necessary and advisable.
- 6.1.2 The purview of Committees shall be based primarily on the organizational needs of UBC and alignment with its strategic plan, as approved by the Board from time to time. The Committees shall operate to reinforce the wholeness of the Board as a collective, with the purpose of supporting the Board to carry out its work.
- 6.1.3 The Committees will address various matters for the purposes of (i) providing recommendations to the Board where Board decisions are required or where the applicable Committee considers it desirable to make recommendations, (ii) making decisions on behalf of the Board where the Board has delegated authority to do so, and (iii) responding to requests from the UBC administration for advice and input. Each Committee shall have Terms of Reference, to be set out separately, that define the specific mandate and area of responsibility of the Committee.
- 6.1.4 In the event that a question arises as to which Committee should consider a particular item, the applicable Committee Chairs will resolve the questions amongst themselves, and, if a final decision cannot be agreed upon, the Board Chair shall decide the matter.
- 6.1.5 The Board Secretariat shall publish a list of the Committees, their Terms of Reference, and their membership on the Board website.
- 6.1.6 The Board and the Committees may from time to time establish temporary special-purpose ad hoc committees, sub-committees and working groups to address specific and time-limited



purposes and objectives and create terms of reference for such committees or groups. Unless otherwise provided in the terms of reference of such committees or groups, the Board or Committee that established the committee or group, as applicable, may wind it down.

- 6.1.7 Generally, the chair of an ad hoc committee, sub-committee, or working group established pursuant to section 6.1 will have discretion regarding conduct of the meetings of such committee or group, subject to any specific rules for the conduct of meetings that may be set out in the terms of reference for the committee or group.

6.2 Principles of Committee Composition

- 6.2.1 The Board Chair, the Chancellor, and the President are *ex officio* voting members of each Committee.
- 6.2.2 Normally, Committees shall have at least seven members and not more than ten members, including *ex officio* members. Any exceptions to this general principle shall be set out in the Committee's Terms of Reference and approved by the Governance Committee, and such Committee's Terms of Reference will govern.
- 6.2.3 Unless required for a Committee to deliver on its mandate, Committee membership shall be restricted to Governors. Any exceptions shall be considered and require the approval of the Board on the recommendation of the Governance Committee, and set out in such Committee's Terms of Reference.
- 6.2.4 If there are any provisions dealing with Committee composition in the Terms of Reference of a Committee, those provisions will take precedence over the Committee composition principles set out in these Rules.

6.3 Committee Assignments

- 6.3.1 The Board Chair has the authority to determine Committee member assignments. The Board Chair may consult Governors prior to finalizing Committee appointments, taking into account the Board's Code of Conduct and Conflict of Interest Guidelines for the Board of Governors.
- 6.3.2 In making Committee member assignments, the Board Chair will consider the following:
- a) Governors' qualifications and expertise vis-à-vis the mandate and scope of the Committee;
 - b) Representation of both appointed and elected Governors, including representation of staff, faculty, and students from both the UBC Okanagan and UBC Vancouver campuses;
 - c) Equity, diversity, and inclusion; and
 - d) Governors' interests.
- 6.3.3 While the Board Chair will take Governors' Committee preferences under consideration, it is understood that it may not always be possible to accommodate these preferences in making Committee member assignments.

6.4 Committee Chair and Vice-Chair Appointments

- 6.4.1 The Board Chair, in consultation with the Board Vice-Chair(s), determines Committee Chair and Committee Vice-Chair appointments. The Board Chair may consult other Governors prior to



finalizing appointments, taking into account the Board's Code of Conduct and Conflict of Interest Guidelines for the Board of Governors.

- 6.4.2 In making Committee Chair and Committee Vice-Chair appointments, the Board Chair shall consider the factors set out in section 6.3.2 above, as well as the candidates' relevant leadership experience.
- 6.4.3 With the exception of the Board Chair, normally no Governor will serve as Chair of more than one Committee.
- 6.4.4 With the exception of the Board Vice-Chair(s), normally no Governor will serve as Vice-Chair of more than one Committee.
- 6.4.5 Should a Committee's Terms of Reference provide direction on the selection of a Governor to serve as Committee Chair or Committee Vice-Chair then the Committee Terms of Reference will govern the selection of the Committee Chair or Committee Vice-Chair, as the case may be.
- 6.4.6 The Board Chair may revoke or change Committee Chair and Committee Vice-Chair appointments at any time.

6.5 Reporting

- 6.5.1 Committee Chairs must provide the Board with a report summarizing the discussions that occur at their Committee meetings and any actions taken by the Committee or decisions made under the Committee's delegated authority at the next regularly scheduled meeting of the Board. For greater certainty, any discussions or actions taken in a closed or *in camera* session of a Committee meeting will be reported to the Board in a closed or *in camera* session, as applicable, of the next regularly scheduled Board meeting.