

BOARD AND COMMITTEE MEETING PROCEDURES

PURPOSE

The purpose of this document is to outline the procedures followed by the Brock University Board of Trustees in conducting meetings of the Board and Board committees. These procedures support and align with the meeting procedures set out in the General Bylaws of the Board of Trustees.

PART A

Meeting agendas and reports

1. Agenda

The agenda for each Board and Committee meeting is prepared by the Secretary to the Board/Committee in dialogue with the Chair of the Board/Committee and the appropriate Vice-President in consultation with the President and Vice-Chancellor.

2. Order of Business

The order of business for Board meetings shall be determined by the Chair and shall normally be as follows:

- a. Land Acknowledgment
- b. Approval of the Agenda (including consent items)
- c. Report of the Chair of the Board
- d. Report of the President and Vice-Chancellor
- e. Report of the Vice-President, Academic and Provost
- f. Report of the Vice-President, Research
- g. Reports of Committees of the Board
- h. Direct Reports to the Board (including the Report of the Actions of the University Senate)
- i. Other Business

The Chair of each Committee shall determine the order of business for Committee meetings.

All Board and Committee meetings shall commence with a call to order followed by a call for declarations of conflict of interest.

3. Consent agendas

The Board and Board Committees employ consent agendas under which routine matters not requiring debate or discussion are included in the agenda as consent items. In approving the agenda, Board/Committee members will be asked to approve or receive the consent items without discussion or individual motions. Upon the request of a

Board/committee member, the Chair of Board/Committee will remove an item from the consent agenda for discussion by the Board/Committee.

4. Form of reports

Reports to the Board and Board Committees shall be in the template approved by the Governance/Nominating Committee.

Part B

**Conduct
of
meetings**

5. Compliance with General Bylaws

All Board and Committees meetings will be conducted in accordance with the procedures set out in the General Bylaws, including:

- a. Matters for agenda (6.9)
- b. Notice of meetings (6.1.4, 6.2.2, 6.13)
- c. Distribution of meeting materials (6.10)
- d. Participation by teleconference or other communication facilities (6.3)
- e. Open Meetings and Confidential Proceedings (6.4)
- f. Quorum (6.5)
- g. Voting (6.7)

6. Chair

The Chair of the Board and the Chair of a Committee shall preside at Board/Committee meetings, and in their absence the Vice- Chair of the Board/Committee shall preside. If both the Chair and Vice-Chair are absent, the members present shall appoint an acting Chair.

7. Guests

The Chair of a Committee may invite any Board member, officer or employee of the University or any other person to attend any Committee meeting to participate in the discussion and review of the matters considered by the Committee.

8. Decorum

All individuals attending Board or committee meetings are expected to behave in a respectful and civil manner. No person shall record any portion of a Board or Committee meeting.

9. Duration

The length of a meeting shall be determined by the Chair in consultation with senior administration and shall not exceed three hours, unless the majority of members present at the meeting consent.

10. Open meetings

In accordance with section 5.4.1 of the General Bylaws and

the Committee Charters, all meetings of the Board, the Capital Infrastructure Committee and the External Relations-~~Planning~~ Committee are open to members of the public. Open meetings shall be conducted in accordance with the [Framework for Open Meetings](#).

11. Closed Sessions

- a. When meetings may be held in Closed Session: The Board and each Committee is mandated by section 6.4 of the General Bylaws to consider certain matters in Closed Session. In addition, the Chair of the Board or a Committee Chair may at any time move a meeting to Closed Session to consider any confidential item.
- b. Who may be present at a Closed Session: Only members of the Committee, Vice- Presidents, Secretaries, and those invited staff confirmed by the Chair, may remain for the Closed Session.
- c. Procedure for moving into Closed Session: The Chair will ask for a motion or consensus to move in closed session. Once the Board decided to move into Closed, anyone who is not a member of the Board, with the exception of the Vice-Presidents and the meeting Secretary, must leave the room unless specifically invited to remain by the Chair. A Vice-President(s) and the Secretary may be excused from the meeting at the discretion of the Chair.
- d. Procedure for moving into open session: When the Closed Session concludes, the Chair will ask for a motion or consensus to move to open session. Once the committee moves back into Open Session, those who left the room will be invited to return to the meeting.
- e. Confidentiality of Closed Session discussions: No discussion, document or decision from a Closed Session should be disclosed at any time except in accordance with section 6.4.3 of the General Bylaws.
- f. Record of Closed Sessions: The proceedings and reports from Closed Sessions do not form part of the public minutes. Only the actions taken by the Board or committee and a reference to supporting materials will be documented. As an exception, duty of care items from a Closed Session will be documented and filed as Closed Session

minutes, at the discretion of the Committee. The record of the Closed Session will be kept separately on file as confidential in the Office of the University Secretariat. The record of the Closed Session will be circulated only to members of the Board or Committee for consideration of approval at the next meeting.

12. Hybrid Meeting-Procedures

Trustees-must comply with the Board's Hybrid Meeting Procedures.

13. Rules of Order

The conduct of meetings shall be decided by the Chair, who shall follow these procedures and who shall be guided by Robert's Rules of Order where these procedures are silent or ambiguous.

14. Motions

A motion must be moved and seconded before the subject matter of the motion is open for debate. Motions will be dealt with in accordance with the order of precedence of motions under Robert's Rules.

15. Withdrawal of motions

A motion may be withdrawn with the consent of the mover and seconder, but if either objects, the withdrawal of the motion must be put to a vote.

16. Amendment of motions

- a. Any member may bring a motion to amend a motion provided the amendment consists of:
 - i. The deletion of certain words;
 - ii. The addition of certain words; or
 - iii. The deletion of certain words and the substitution of others in their place, provided that the amendment does not nullify the main motion.
- b. There cannot be more than two amendments before the meeting at one time (one amendment to a motion and one amendment to the amendment to that motion). If an amendment is accepted or rejected, a further amendment may be introduced if it is different in purpose from the motion previously defeated.

17. Points of Order

If a member feels that improper language has been used,

irrelevant argument introduced or a rule of procedure broken, he/she is entitled to “rise to a point of order”, interrupting the speaker. The point of order must be stated definitely and concisely. The Chair shall decide without debate, though he/she may ask opinions. He/she should state his/her opinion authoritatively. His/her ruling may be appealed by the member who has risen to a point of order. If appealed, the Chair states his/her decision on the point of appeal and then puts the question which is not debatable: “Shall the decision of the Chair stand as the judgment of this meeting?”. A simple majority determines the issue.

18. Question of privilege

If a member feels that a statement reflects on his/her reputation or that of the Board, the Committee or the University, he/she is entitled to raise a “question of privilege”. The procedure is the same as for a point of order.

19. Adjournment

The Chair of the Board/Committee may declare a meeting adjourned when all of the matters on the meeting agenda have been addressed and there is no other business. A motion to adjourn at any other point of the meeting may be moved at any time. It is not debatable except if it is sought to adjourn to a time other than the regular meeting time, when discussion is permitted on that point only. The motion requires a simple majority and, if passed, the meeting ends. If rejected, the meeting continues.

20. In Camera Sessions

In accordance with section 6.5.4 of the Board Bylaw #1, the Board and Board committees may hold in camera sessions. In camera sessions are intended to facilitate confidential discussions relating to Board effectiveness, Trustee feedback, Board self-assessment, and other matters permitted under the Board Bylaws. Attendance is restricted to Trustees and any individuals invited by the Chair. No decisions may be made during an in camera session. Matters requiring a Board decision must be considered at a meeting where minutes are recorded.

The Chair is responsible for ensuring that discussions remain within the scope of the purposes authorized by the Board Bylaws and do not become a forum for conducting Board business that should properly be considered at a meeting where minutes are taken. Further information regarding the purpose, conduct, and administration of in camera sessions is set out in the Board Bylaw #1.

Part C

Discharging of Duties

21. Standard of care

In accordance with section 7.7 of the General Bylaws, in discharging their duties, each member of a Committee shall be obliged to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing is intended, or may be construed, to impose on any member of a Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject.

22. Reliance on management and experts

In accordance with section 7.6 of the General Bylaws, in discharging their duties, each Committee member shall be entitled to rely in good faith upon the financial statements of the University presented by an officer of the University, the reports of the external auditors and any report of any lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by such person.

23. Retention of external experts

In discharging its responsibilities, a Committee may, at the expense of the University, retain external consulting expertise.

24. Communications

All Committees are expected to have direct, open and frank communications with and among Committee members, administration and any external consultants and advisors.