



## 1006 BOARD MEETING PROCEDURES

Policy Type: Board Policy Manual  
 Applies To: Board Directors  
 Approved By: LCS Board  
 Policy Reviewed: every 2 years  
 Adopted: 02 2021  
 Revisions: 05 2024

The Board commits itself to productive meetings. These procedures are not designed to limit discussion, rather to deal with issues in an expeditious and thorough manner. The Board Chair is responsible to enforce these procedures.

### 1. PROCEDURES:

- (a) All meetings that are subject to be reported to the Board are to be recorded in formal minutes and presented to the Board as such.
  - 1.a.1. Reports are to be submitted to the Board Administrative Assistant at the deadline established by the assistant for the purpose of copying and distributing the board package
  - 1.a.2. All proposed Board Agenda items are to be submitted to the Board Administrative Assistant no later than 4:00pm on the last Friday before a scheduled meeting
  - 1.a.3. The Board Chair and Board Executive Committee will establish the agenda and forward notice to the Board Administrative Assistant no later than 4:00pm on the last Friday before a scheduled meeting
- (b) Board meetings are to be conducted in a manner that represents the values of the Society:
  - Business-like, professional atmosphere
  - Free of discrimination and bias
  - Focused on essential issues, not personal agendas
  - Encourage a diversity of opinion and perspectives
  - Foster mutual respect and collaboration
  - Result in decisions that communicate "one voice"
- (c) Outside of Board meetings, committees or duties delegated by the Board, Board Directors may not act for the organization or speak as a representative of the organization.

### 2. BOARD AGENDA GUIDELINES

Board meetings may include but are not limited to any of the following agenda items:

- (a) Opening prayer and/or devotion and/or encouragement

- (b) Declaration of conflict of interest
- (c) Adoption of previous meeting minutes
- (d) Head of Schools report
- (e) Finance dashboard report
- (f) Discussion items
- (g) Consent items
- (h) Committee reports
- (i) Decision profile decisions
- (j) Suggestions for board development workshops, reading etc.
- (k) Requests for future discussion items
- (l) Board meeting evaluation
- (m) In-camera session

3. DECISION PROFILES:

- (a) Any major strategic decision requiring the Board's authorization, including any changes to the Board policies (Sections 1000s-1300s) or which could be reasonably interpreted as a departure from board policy or purposes outlined in the Constitution and Bylaws will be prepared in advance by the Head of Schools or designate and/or a Board authorized committee, ad hoc working group or task force.  
Regular decisions of the Board
- (b) Decision profiles must include the following:
  - motion or decision to be written in the positive
  - reason why it is on the Board agenda; must include rationale for why it is a governance issue
  - background, including attachments showing previous versions (if a policy decision) and relevant written submissions or appeals
  - reasons for why the decision is recommended
  - considerations of alternatives to the decision
  - identifies who prepared the decision profile
- (c) Decision profiles are to be fully articulated and explained in the Board meeting it is presented, and Directors given any and all opportunities to raise questions, seek clarification or express an opinion
- (d) The Board Chair will recognize anyone who raises their hand to speak on the matter under discussion but maintains authority and discretion where necessary to limit their speech to 1-3 minutes
- (e) Decision profiles are carried by a majority of Directors' votes resulting in:
  - decision in favour of the motion
  - decision to reject the motion
  - decision to delay decision or change the motion
- (f) Board Directors and/or administrative staff, including the Head of Schools, will not reintroduce any Decision Profile that has been rejected in the previous 12 months, unless:

- (i) there has been a significant change to the information or circumstances that factored in the previous decision of the Board;
  - (ii) the matter under consideration can be reasonably interpreted to present the Board with an opportunity to advance the mission and/or purposes of the Society as outlined in the Constitution;
  - (iii) and, the Head of Schools, administration, director or committee must bring the matter to the board as a motion to reconsider the previous decision before any revised Decision Profile can be brought forward for discussion and vote.
  - (iv) All three of the criteria above must be met for the rejected Decision Profile to be reconsidered.
- (g) Regular, day-to-day business decisions of the Board which do not reasonably constitute any change to the Board policies or which are not a major strategic or "major capital expenditure" (see Bylaws), do not require a Decision Profile and may be motioned, discussed and approved at the discretion of the Board Directors. These day-to-day business decisions may include but are not limited to:
- approval of a new procedure or process outlined in a Board policy
  - approval of an agenda for a Society meeting or extraordinary Society meeting
  - appointments of Directors to a committee and/or forming new task forces, working groups or ad hoc committees
  - approvals of budgets recommended by the Finance and Risk Management Committee
  - affirmation of committee recommendations
  - nomination of new Directors
  - assigning tasks to Directors, committees or administration
  - requests for reports or information
  - changes, additions or deletions to the Board agenda
  - approval of new Society Members, expulsions, or changes to the membership list
  - any issue pertaining to discipline of Board Directors
- (h) At any time, a Board Director may motion for a decision profile to be required for a decision if it is deemed significant enough for more thorough consideration.

#### 4. ATTENDANCE AT BOARD MEETINGS AND SOCIETY MEETINGS

- (a) Board Directors must attend all meetings of the Board and Society Meetings unless excused for reasons subject to the discretion of the Board Executive Committee
- (b) The Head of Schools or designate unless excused for personal reasons by the Board Executive Committee, will attend all Board Meetings and Society meetings. The Head of Schools may assign any staff member or committee member to attend a Board Meeting as required to provide the Directors with information necessary for good governance.

#### 5. IN-CAMERA SESSION

- (a) At its discretion, the Board may request an in-camera session that is recorded and archived for the purposes of evaluating the Board or discussing important matters of governance

- (b) When required of the Board and noted in advance on the meeting agenda, the Board Chair may ask the Head of Schools and other attending staff to step out of the meeting for not more than 15 minutes
- (c) After the in-camera session, the Board Chair will summarize the discussion and give the Head of Schools an opportunity to ask questions, or to reply to questions that emerged from the Board's in-camera session

Reviewed 05 2024