



**SUBJECT** POLICY #93 (CLOSED MEETINGS OF THE BOARD OF GOVERNORS)

**MEETING DATE** FEBRUARY 14, 2017

Forwarded to the Board of Governors on the Recommendation of the President

**APPROVED FOR SUBMISSION**

Santa Ono, President and Vice-Chancellor

**DECISION REQUESTED**

**Report Date** January 6, 2017

**Presented By** Hubert Lai, Q.C., University Counsel

**EXECUTIVE SUMMARY**

Policy 93 (Closed Meetings of the Board of Governors) (the "**Policy**") was initially approved by the Board of Governors (the "**Board**") in November of 2008 and has not been updated since. In 2016, the Office of the University Counsel convened a policy review committee (the "**Committee**") to undertake a comprehensive review of the Policy and to develop proposed amendments to the Board. The draft proposal for the amended Policy was presented for information and discussed at the Board's Governance Committee meeting in September of 2016. The Office of the University Counsel then solicited comments from the UBC community on the proposed Policy amendments. The period of community consultation was held between September 23, 2016 and October 31, 2016 (the "**Community Consultation Period**"). The Committee considered all feedback received during the Community Consultation Period and from members of the Executive and the Board Secretariat. The Committee unanimously supports the attached final proposal of the amended Policy and it is now presented to the Board with a recommendation for approval.

**INSTITUTIONAL STRATEGIC PRIORITIES SUPPORTED**

- Learning
  - Research
  - Innovation
  - Engagement
  - International
- (Internal / External)
- or  Operational

**DESCRIPTION & RATIONALE**

The purpose for the review of the Policy was to identify gaps or matters requiring clarification within the Policy in order to ensure that the Policy provides a comprehensive, clear set of criteria and guidelines to assist the Board and its standing committees in governing their "Meetings" (as such term is defined in the proposed amended Policy) in accordance with principles of transparency and accountability to its faculty, staff, students and alumni, while

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balancing the need to treat sensitive matters with appropriate levels of respect and confidentiality. The proposed amended Policy also acknowledges the underlying commitment of the members of the Board to always act in the best interest of UBC, as required under the University Act.

The proposed amended Policy introduces Procedures which provide further detail as to how certain sections of the Policy are to be implemented. In accordance with UBC Board of Governors Policy #1 (Administration of Policies), these Procedures may be amended on the authority of the President.

The key proposed amendments to the final proposal for the amended Policy, together with the new Procedures, do the following:

- a) define the term "Meeting";
- b) provide readers with sufficient information to understand the manner in which the Board addresses its business directly and through its standing committees;
- c) set out the principle to be applied when deciding whether items on agendas should be dealt with in closed sessions of Meetings;
- d) provide illustrative examples of matters that may be appropriately dealt with in closed sessions of Meetings;
- e) identify the individuals responsible for determining the agendas for Meetings (for both open and closed sessions) of the Board and its standing committees, and set out the process for setting the agendas;
- f) provide a process for a Board member to request that a decision to deal with a matter in an open or closed session be reconsidered as to whether the matter should be moved to an open or closed session, as the case may be;
- g) where it is determined that a matter should be addressed in a closed session, require that the reasons for doing so be documented and annually reviewed by the Board's Governance Committee to ensure that these decisions are being made in a manner that is consistent with the proposed amended Policy;
- h) require that the Board's Governance Committee prepare a written report to the Board regarding its annual audit and that the report be published;
- i) require public notice of Meetings for which there is to be an open session, with the agenda for the open sessions to be included in the notice;
- j) establish notice requirements that must be met for changes to the time, date and location of a Board Meeting or Standing Committee Meeting;
- k) identify those persons to whom a Board member may raise concerns about insufficient notice to other Board members entitled to attend a Board Meeting or Standing Committee Meeting;
- l) require the publication of docket materials that are submitted for consideration in the open sessions of Meetings;
- m) require that minutes be taken at Meetings of the Board and set out the minimum requirements for the contents of those minutes;

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- n) require the publication of minutes from the open sessions of Meetings of the Board;
  - o) require that a decision made by a Standing Committee on behalf of the Board or a unanimous consent resolution that is passed by email between Board Meetings be reported at the next Board Meeting, with such report to be subject to the proposed amended Policy's minuting requirements; and
  - p) provide further guidance on matters relating to attendance at both open and closed sessions of Meetings.

In addition to the proposed amended Policy, the Committee recommends to the Board that a notification should be provided to the public, perhaps posted on the Board's website, that the actual start or end times for any particular agenda item to be dealt with in a Meeting may vary, without notice, during the Meeting, as a result of the pace of the discussions.

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<p><b>BENEFITS</b> Learning, Research, Financial, Sustainability &amp; Reputational</p>	<p>The proposed amendments to the Policy are intended to provide a comprehensive and clear set of principles and processes to be applied in the conduct of open and closed sessions of Meetings of the Board and its standing committees in a manner that allows for effective governance and balances the Board's commitment to transparency and accountability, the need to treat certain matters with respect and confidentiality, as well as the statutory duty of the members of the Board to always act in the best interest of the University. The proposed amendments to the Policy will strengthen the confidence and trust of the University community in the Board's decision making processes and will help to further foster good governance of the University.</p>
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<p><b>SCHEDULE</b> Implementation Timeline</p>	<p>The proposed amendments to the Policy are submitted for approval by the Board. If the proposed amended Policy is approved by the Board, the Office of the University Counsel will 1.) publish the amended Policy on the UBC website and delete the current version of the Policy from the UBC website and 2.) ensure that notice of the new policy is broadly communicated within the UBC community.</p>
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<p><b>CONSULTATION</b> Relevant Units, Internal &amp; External Constituencies</p>	<p>The Committee includes the Chair of the Board's Governance Committee and members drawn from faculty, staff, and students from the Vancouver and Okanagan Campuses. The members of the Committee are as follows:</p> <ol style="list-style-type: none"> <li>1. Mr. Hubert Lai, Q.C., University Counsel, Office of the University Counsel (Committee Chair)</li> <li>2. Ms. Karen Chang, Associate, Richards Buell Sutton LLP (Secretary to the Committee)</li> <li>3. Dr. Keith Culver, Professor, UBC Okanagan Faculty of Management</li> <li>4. Dr. Ralph Winter, Professor, Strategy and Business Economics Division</li> <li>5. Ms. Nicole Udzenija, Director, Campus Initiatives, Office of the UBC Okanagan Deputy Vice-Chancellor and Principal</li> <li>6. Mr. Greg Martyn, Director, Office of the Vice President Research &amp; International</li> <li>7. Mr. Blake Edwards, President, UBC Okanagan Students' Union</li> <li>8. Ms. Celeste Haldane, Chair of Board of Governors Governance Committee</li> </ol>
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9. Mr. Michael L. Lee, Past President of the UBC Vancouver AMS and Past Chair of the Board of Directors, UBC Alumni Association
10. Ms. Ava Nasiri, President, UBC Vancouver AMS

The draft Policy proposal was published during the Community Consultation Period on the website of the Office of the University Counsel with a call for comments from the broader UBC community, as well as broadcast e-mails via "Heads Up" to heads of academic units, administrative units, student governments, and unions/employee associations from the Okanagan and Vancouver campuses, and e-mails to subscribers to the Office of the University Counsel web site (News & Updates). The e-mails highlighted the key elements of the proposed amendments to the Policy. All input received by the Office of the University Counsel from the UBC community during the Community Consultation Period was provided to the Committee to consider prior to finalizing the proposed amended Policy. In addition, the Committee considered the comments provided by the Governance Committee in September as well as input from the Board Secretariat and members of the University Executive. When revising the draft proposal, the Committee also considered practices on open and closed sessions of meetings of governing bodies at other institutions and the Provincial Government's document titled "Orientation of B.C. Public Post-Secondary Institution Board Members (June 2016)".

Attached is a summary of the feedback received during the Community Consultation Period, including a summary of the Committee's responses such feedback.

#### **Additional Materials**

Attached are:


- a) a copy of the clean proposed amended Policy;
- b) a copy of a black-lined comparison showing revisions to the current version of the Policy, showing deletions in red, additions in blue and text moved within the document in green; and
- c) a copy of the summary table of feedback from the UBC Community and the Committee's responses.

A copy of the current version of the Policy is available at <http://universitycounsel.ubc.ca/files/2010/08/policy93.pdf>

<b>Previous Report Date</b>	<p>The University Counsel made a presentation to the Board's Governance Committee on April 5, 2016 regarding the development of potential amendments to the Policy.</p> <p>The Previous Report Date is May 13, 2016.</p>
<b>Previous Report Date</b>	<p>The University Counsel presented the draft proposed amended Policy to the Governance Committee meeting on September 13, 2016, for information and input.</p>
<b>Decision</b>	<p>None.</p>

**Action / Follow Up**

The draft proposed amended Policy was published on the website of the Office of the University Counsel with a call for comments from the UBC community, which the Committee carefully considered prior to finalizing its proposal for the amended Policy.

 <p><b>The University of British Columbia Board of Governors</b></p>	<b>Policy No.:</b>  <b>93</b>	<b>Approval Date:</b> November 2008  <b>Last Revision:</b> [none]
	<b>Responsible Executive:</b> President	
<b>Title:</b> <b>Open and Closed Meetings of the Board of Governors and Standing Committees</b>		
<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 the Procedures of this Policy lists the defined terms used in this Policy and Procedures.

## 2. **Scope and Interpretation**

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

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 any party, including the UBC administration, in support of, or in opposition to, a motion that has been proposed, or a motion that the convener of the Meeting believes is likely 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, and such gathering must not be used as a forum to carry out any of the activities described in Section 2.2 of this Policy. Any Board member may request from the Board Chair or the Standing Committee Chair an explanation as to whether a conference constitutes a Board Meeting or Standing Committee Meeting, as the case may be. The explanation of the Chair will be documented by the Board Secretary.

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 Regular standing committees (a list of which is found in the defined terms in the schedule to the Procedures) which typically meet on the same day approximately one week in advance of the regular Board Meetings (the "**Regular Standing Committees**").
  - 3.1.2 Special standing committees (a list of which is found in the defined terms in the schedule to the Procedures) which do not typically meet on the same day as the Regular Standing Committees (the "**Special Standing Committees**").
- 3.2 From time to time, the Board or a Standing Committee may be considering an issue that requires intensive engagement that would be impractical for the full Board or Standing Committee to undertake. In such cases, it may be desirable for a small number of members or other individuals who have the requisite expertise and who are able to commit the time necessary to form a working group (a "**Working Group**") to conduct due diligence and explore the issue in depth, with a view to reporting back to the Board or the Standing Committee. While the meetings of Working Groups are not typically open to the public, the reports made to the Board or the Standing Committee by such Working Groups are subject to the same publication requirements as other materials considered by the Board and the Standing Committees.

### **4. Meetings - General**

- 4.1 Board members may attend Board Meetings and any Meetings of Standing Committees of which they are a member. In accordance with the Procedures, the Board Secretary must provide notice of such Meetings to all Board members or Standing Committee members, as the case may be, who are entitled to attend.
- 4.2 Each Board Meeting and each Regular Standing Committee Meeting is typically comprised of an open session (open to the public) and a closed session (in-camera and not open to the public). For these Meetings, the open session is typically held at the beginning, allowing Board members or Regular Standing Committee members, as the case may be, to defer consideration of items until the closed session of that Meeting if it emerges during the course of discussion that the item should be considered in private.

### **5. Determining the Agenda**

- 5.1 Each Standing Committee Chair is responsible for determining the agenda for Meetings of the Chair's respective Standing Committee and the Board Chair is responsible for determining the agenda for Board Meetings (the "**Responsible Chairs**").
- 5.2 The President, or such other member of the University Executive as the President may designate, acts as the primary liaison with each Standing Committee Chair and the President will act as the primary liaison with the Board Chair (the "**Responsible Executive Members**"). The Board Secretary will facilitate meetings and teleconferences between the Responsible Executive Member and Responsible Chair upon request. Recognizing that the Board Secretary plays an important coordinating role, where

Responsible Executive Members and Responsible Chairs do communicate directly with one another, they should normally copy the Board Secretary on communications of substance and include the Board Secretary on invitations for meetings or teleconferences.

- 5.3 In determining the Board agenda or Standing Committee 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 placed on the agenda, whether in open or closed session, for a Board Meeting or Standing Committee Meeting, 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 and its Standing Committees to demonstrate this commitment by conducting its business at Board Meetings or Standing Committee Meetings, as the case may be, 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 Board Chair or Standing Committee Chair is making a determination as to whether a matter should be dealt with in a closed session of a Board Meeting or a Standing Committee Meeting, as the case may be, that Chair must, in keeping with the Chair's 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 Board Meetings and Standing Committee 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 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
  - 6.1.5 Board evaluation and Board attendance/leadership issues.



- 6.2 Where a Chair determines that an item of business should be dealt with in a closed session of a Board Meeting or Standing Committee Meeting, as the case may be, the Chair's reasons for doing so will be documented by the Board Secretary.
- 6.3 Any Board member, in the case of a Board Meeting, or Standing Committee member, in the case of a Standing Committee Meeting, may question the Chair's decision that a matter should be dealt with in the closed session of a Meeting. In such a case, the following steps may be taken:
- 6.3.1 that member may make a request at the beginning of that Meeting to enter into closed session to allow the members attending that Meeting to discuss the Chair's decision;
  - 6.3.2 upon such a request, a closed session will be entered into and a final decision as to whether the item of business should remain in the closed session or be moved to the open session of that Meeting will be made by a majority vote;
  - 6.3.3 the final decision will be reported in the open session of that Meeting; and
  - 6.3.4 if the final decision is for the item of business to remain in the closed session of that Meeting, then the Board Secretary will document the reasons for such decision.
- 6.4 Board members are encouraged to notify the Chair in advance of the Board Meeting or Standing Committee Meeting at which the matter is to be dealt with if they intend to make a request pursuant to Section 6.3.1 of this Policy.
- 6.5 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 Board Chair determines otherwise, in which case these reasons of the Board Chair shall also be documented by the Board Secretary.
- 6.6 During any Board Meeting or Standing Committee Meeting, notwithstanding a previous decision made to deal with an item of business in open session, any Board member or Standing Committee member, as the case may be, entitled to attend that Meeting may make a motion to move the item from the open session to the closed session. If such a motion is made, then:
- 6.6.1 a closed session will be entered to allow the members attending that Meeting to discuss and vote on the motion;
  - 6.6.2 a final decision as to whether that item should be moved to a closed session of that Meeting will be made by a majority vote;
  - 6.6.3 the final decision will be reported in the open session of that Meeting; and
  - 6.6.4 if the decision is made to move the item to a closed session of that Meeting, then the reasons for doing so will be documented by the Board Secretary.
- 6.7 The documented reasons referenced in Sections 6.2, 6.3.4, 6.5, and 6.6.4 above should be in conformity with the general principles set out in 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 and Section 11.2 of

this Policy. 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 and explanations provided under Sections 2.3, 6.2, 6.3.4, 6.5, 6.6.4, and 11.2 of this Policy 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 Board members 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 Board Meetings and Standing Committee Meetings**

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

## **8. Publication of Docket Materials**

- 8.1 Docket materials (if any) that are to be considered in the open session of a Board Meeting or Standing Committee Meeting shall be published in accordance with the Procedures.

## **9. Attendance at Open Sessions of Meetings**

- 9.1 Members of the general public, accredited members of the news media, and members of the University community, including, students, faculty, staff, alumni, and residents, are welcome to attend open sessions of Board Meetings and of Standing Committee Meetings 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 Board Meeting or a Standing Committee Meeting due to improper conduct shall be made by the Chair at the Chair's sole discretion.

## **10. Attendance at Closed Sessions of Meetings**

- 10.1 For Special Standing Committee Meetings, attendance during closed sessions is restricted to the Special Standing Committee members and the Board Secretary, unless otherwise authorized by the Special Standing Committee Chair.
- 10.2 For Regular Standing Committee Meetings and Board Meetings, attendance during closed sessions is restricted to Board members, the Board Secretary, and members of the University Executive (as specified in the Procedures) unless otherwise authorized by the Regular Standing Committee Chair or Board Chair, as the case may be.
- 10.3 In addition to the attendees permitted under Section 10.2 of this Policy, where individuals have been identified on the Board docket as having prepared the submission that is being considered in the closed session of the Board Meeting or the Regular Standing Committee Meeting, those individuals may attend during the portion of the closed session of that Meeting while the submission is being considered, unless otherwise directed by the Standing Committee Chair or the Board Chair, as the case may be.

- 10.4 Notwithstanding Sections 10.1, 10.2, and 10.3 of this Policy, the Chair of the Meeting may direct that any members of the University Executive and/or the Board Secretary be excluded from all or a portion of the closed session of a Standing Committee Meeting or Board Meeting, 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 the Standing Committee Meeting or Board Meeting, as the case may be.
- 10.5 The discussions during closed sessions of Board Meetings or Standing Committee 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 Chair of the Meeting may, if necessary, exclude an unauthorized individual who intrudes upon a closed session of a Board Meeting or Standing Committee Meeting by either (1) having the individual removed by a law enforcement officer, or (2) recessing and moving the closed session of that Meeting to a new location.

## **11. Confidentiality of Materials for Closed Sessions of Meetings**

- 11.1 The material for the closed sessions of Board Meetings or Standing Committee Meetings, whether circulated prior to those Meetings or distributed at those Meetings, is confidential. Such material is only for the personal use of the Board members and the members of the University Executive who are entitled to attend those closed sessions to carry out their duties as Board members or as members of the University Executive, as the case may be. Unless the material is already in the public domain, such material may be published or otherwise released only after formal and specific approval of the Chair of the Meeting for which the material was produced.
- 11.2 If an item of business is moved from the closed to the open session of a Board Meeting or Standing Committee Meeting, Board documentation relating to that item shall be released to the public if the Chair of that Meeting determines that it would be appropriate to do so, applying the principles under Section 6.1 of this Policy, keeping in mind that it may have been prepared on the assumption that it was not for public release. In making this determination, the Chair may consult with the member of the Executive who submitted the documentation. The reasons for not releasing the Board documentation to the public shall be documented by the Board Secretary.

## **12. Minutes of Closed and Open Sessions of Board Meetings**

- 12.1 Minutes of all closed and open sessions of Board Meetings must be taken by the Board Secretary and approved in accordance with the Procedures.
- 12.2 Minutes from the open sessions of Board Meetings will be published in accordance with the Procedures.
- 12.3 Minutes from closed sessions of Board Meetings are distributed only to those individuals who are authorized to attend such closed sessions of those Meetings. All such minutes are confidential, unless resolved otherwise by the Board, and all recipients must respect this confidentiality.
- 12.4 If a Standing Committee exercises any decision-making authority delegated from the Board, the decision that has been made on behalf of the Board must be reported to the

Board at the next Board Meeting. In addition, if the Board passes a unanimous consent resolution by e-mail between Board Meetings, the resolution must be reported at the next Board Meeting. All decisions made by the Board itself or on its behalf pursuant to a delegated authority must be recorded by the Board Secretary in the minutes of the Board Meeting.

## PROCEDURES

**Approved:** <@>

*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 (the "**University Executive**") that meets regularly to consider and to make decisions regarding a variety of matters under the authority of the President.

### 2. Determining the Agenda for Board Meetings and Standing Committee Meetings

2.1 In discharging the responsibilities set out in Section 5 of the Policy, the Standing Committee Chair will determine:

2.1.1 whether a proposed item should be placed on the agenda of the Chair's Standing Committee or be jointly considered by the Chair's 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 each Standing Committee Chair, 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 Board Chair will determine the agenda for a Board Meeting with knowledge of the agenda items to be considered by each of the Standing Committees.

2.3 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, including the designation of any items of business to be dealt with in a closed session of a Board Meeting or of Standing Committee Meeting, is communicated effectively and efficiently to and from other Board members.

2.4 The Board Secretary will support the Responsible Chairs by maintaining a calendar of items requested to be brought forward from previous Board Meetings or Standing Committee Meetings, preparing and distributing the agendas for the Board Meetings or

Standing Committee Meetings, scheduling those 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 Standing Committee Meetings and for the Board Meeting, the Board Secretary will post the finalized agendas, which shall include the date, time, and location of those Meetings, on the secure Board web site or otherwise make them available to those Board members entitled to attend such Meetings, as appropriate. In addition, the Board Secretary shall circulate an e-mail notice of same to the members of the University Executive and those Board members who are entitled to attend such Meetings.
- 3.2 Such agendas are subject to amendment by the Board Chair or Standing Committee Chair, 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 Board Secretary will post the amended agendas on the secure Board web site, or otherwise make them available to those Board members entitled to attend such Meetings, as appropriate. In addition, the Board Secretary shall circulate an e-mail notice of same to the members of the University Executive and the Board members who are entitled to attend those Meetings. Items of business that are not on the finalized agenda of a Board or Standing Committee Meeting, as the case may be, may only be dealt with during that 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 notice provided pursuant to Sections 3.1 and 3.2 of these Procedures shall constitute due notice for the Board Meeting or Standing Committee Meeting, as the case may be, to all Board members or Standing Committee members entitled to attend that Meeting if the e-mail is delivered at least 5 business days in advance of that Meeting.
- 3.4 The time, date and location of a Board Meeting or Standing Committee Meeting will not be changed subsequent to notice being provided under Section 3.3 of these Procedures, unless:
  - 3.4.1 if only the location is changed and provided that the new location is within reasonable walking distance from the original location, a notice advising of the new location is posted at the original location prior to the start of that Meeting, or, in the case of Section 10.6 of the Policy, prior to resuming that Meeting; or
  - 3.4.2 a notice setting out the new date and/or time and/or location of that Meeting is delivered to all members entitled to attend that Meeting not less than 3 business days in advance of that Meeting.
- 3.5 If a Board member who is entitled to attend a Board Meeting or Standing Committee Meeting, as the case may be, wishes to raise concerns that the notice requirements under Section 3.3 or 3.4 of these Procedures have not been met, then that member may bring such concerns, in writing, to the attention of the Chair of that Meeting. If that member is not satisfied with the response of that Chair, then that member may bring such concerns to the attention of the Chair of the Governance Committee.

3.6 A Board member or Standing Committee member raising concerns under Section 3.5 of these Procedures must do so as soon as possible. If that member attends and participates at the Meeting without having first raised concerns, then that member may not subsequently raise concerns.

#### 4. **Meetings Called Under Special Circumstances**

4.1 The Board Chair or Standing Committee Chair, as the case may be, may call a Board Meeting or a Standing Committee Meeting, as the case may be, 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 a Meeting called in accordance with Section 4.1 of these Procedures, 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, and location of the Meeting, as well as the item of business to be transacted at that Meeting and if delivered to all Board members or Standing Committee members, as the case may be, entitled to attend that Meeting at least 2 business days in advance of that Meeting. If such a Meeting is required sooner under urgent circumstances, this requirement of at least 2 business days may be waived if all Board members entitled to attend that Meeting consent thereto either before or after that Meeting is held. For such Meetings, no other business other than that described in such notice may be discussed at that Meeting.

#### 5. **Public Notice of Board Meetings and Standing Committee Meetings**

5.1 Public notice of Board Meetings and Standing Committee Meetings 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 Board Secretary, within 1 business day after such notice is communicated to Board members or Standing Committee members, as the case may be, under Sections 3.3 and 4.2 of these Procedures. If only the location of a Board Meeting or of a Standing Committee Meeting is changed under Section 3.4.1 of these Procedures, then the same notice required to be posted at the original location of that Meeting shall be sufficient notice to the public.

5.2 Such public notice must set out the date, time, and location of the open session of the Board Meeting or Standing Committee Meeting, as the case may be, as well as the agenda for such open session of that 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.

#### 6. **Publication of Docket Materials**

6.1 For each Board Meeting and Standing Committee Meeting, the Board Secretary typically assembles materials containing the agenda and supporting docket materials (if any) that are to be considered at that Meeting. These materials are provided to the members of the University Executive and the Board members who are entitled to attend that Meeting.

6.2 The portion of the supporting docket materials that is to be considered in the open session of a Board Meeting or Standing Committee Meeting shall be published on the Board's publicly accessible website, or by such other method as determined to be

appropriate by the Board Secretary, within 1 business day after it is provided to the Board members.

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 who may attend the open session of a Meeting is limited to available seating on a first come, first-accommodated basis.
- 7.2 Those persons attending an open session of a Board Meeting or Standing Committee Meeting who are not Board members or Standing Committee members 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 Board Meeting, or by the Standing Committee Chair, in the case of a Standing Committee Meeting.

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


- 8.1 Minutes for both open and closed sessions of Board Meetings must set out the date, time, and location of the Board 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 Board Meetings are considered personal information and must not be recorded in the minutes.
- 8.2 Minutes of open sessions of Board Meetings are approved as soon as practicable at the next Board Meeting or by electronic means, 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 Board Secretary, in a timely manner.
- 8.3 Minutes of closed sessions of Board Meetings are approved as soon as practicable at the next closed session of a Board Meeting or by electronic means.
- 8.4 Meeting materials that contain personal information should be retrieved from all Board members once they have been dealt with, for secure disposal by the Board Secretary in accordance with any applicable retention schedules.



**Schedule to Procedures of Policy #93**  
**List of Defined Terms**

1. **Definitions**

- a. **"Board"** has the meaning given to it in Section 2.1 of the Policy.
- b. **"Meeting"** has the meaning given to it in Section 2.2 of the Policy.
- c. **"Working Group"** has the meaning given to it in Section 3.2 of the Policy.
- d. **"Responsible Chairs"** has the meaning given to it in Section 5.1 of the Policy.
- e. **"Responsible Executive Members"** has the meaning given to it in Section 5.2 of the Policy.
- f. **"Regular Standing Committees"** consist of the *Finance Committee*, the *Governance Committee*, the *Learning and Research Committee*, the *People, Community and International Committee*, and the *Property Committee*, and as further described in Section 3.1.1 of the Policy.
- g. **"Standing Committees"** has the meaning given to it in Section 3.1 of the Policy.
- h. **"Special Standing Committees"** consist of the *Audit Committee*, the *Employee Relations Committee*, and the *Executive Committee*, as further described in Section 3.1.2 of the Policy.
- i. **"University Executive"** has the meaning given to it in Section 1.1 of the Procedures and consists of the President, Deputy Vice-Chancellors, Vice-Presidents, Provosts, and University Counsel.

 <p>The University of British Columbia Board of Governors</p>	<b>Policy No.:</b>  <b>93</b>	<b>Approval Date:</b> November 2008  <b>Last Revision:</b> [none]
	<b>Responsible Executive:</b> President	
<b>Title:</b> <u><a href="#">Open and Closed Meetings of the Board of Governors and Standing Committees</a></u>		
<u><a href="#">For decisions required to be made by the University during Emergencies or Disasters, please refer to the following documents:</a></u>  <u><a href="#">Policy #8 Disaster Management</a></u> <u><a href="#">Policy #19 Acting President</a></u> <u><a href="#">University of British Columbia Vancouver Campus Emergency Management Plan</a></u> <u><a href="#">University of British Columbia Okanagan Campus Disaster Response Plan</a></u> <u><a href="#">Resolution Number 20 Signing Resolution of the Board of Governors of the University of British Columbia Pertaining to Emergencies and Disasters</a></u>		

## 1. ~~General~~

### 1.1. ~~The~~

#### 1. Definitions

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

#### 2. Scope and Interpretation

2.1 This Policy applies only to Meetings of the Board of Governors (the "Board") is committed to the principle of accountability to the students, faculty and staff of the University of British Columbia (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 public 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. This policy formally outlines rules and procedures that have been followed and will continue to be followed henceforth in respect of the holding of meetings in closed session. "Board") and Standing Committee Meetings.

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 any party, including the UBC administration, in support of, or in opposition to, a motion that has been proposed, or a motion that the convener of the Meeting believes is likely 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, and such gathering must not be used as a forum to carry out any of the activities described in Section 2.2 of this Policy. Any Board member may request from the Board Chair or the Standing Committee Chair an explanation as to whether a conference constitutes a Board Meeting or Standing Committee Meeting, as the case may be. The explanation of the Chair will be documented by the Board Secretary.

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

### **3. ~~2.~~ Committees**

3.1 ~~2.1.~~The Board has constituted a number of standing committees (the "Committees") to provide an efficient mechanism for targeted discussions. ~~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 Committees") normally~~Each of these standing committees (the "**Standing Committees**") fall into one of two categories:

3.1.1 Regular standing committees (a list of which is found in the defined terms in the schedule to the Procedures) which typically meet on the same day approximately one week in advance of the regular ~~meetings of the Board.~~~~2.2. The Audit Committee, the Employee Relations Committee, the Executive Committee, and the Management Resources Compensation Committee (the "Special Committees") do not normally meet on the same day as the Regular Committees.~~ Meetings (the "**Regular Standing Committees**").

3.1.2 Special standing committees (a list of which is found in the defined terms in the schedule to the Procedures) which do not typically meet on the same day as the Regular Standing Committees (the "**Special Standing Committees**").

### **~~3. Closed Meetings~~**

3.2 From time to time, the Board or a Standing Committee may be considering an issue that requires intensive engagement that would be impractical for the full Board or Standing Committee to undertake. In such cases, it may be desirable for a small number of members or other individuals who have the requisite expertise and who are able to commit the time necessary to form a working group (a "**Working Group**") to conduct due diligence and explore the issue in depth, with a view to reporting back to the Board or the Standing Committee. While the meetings of Working Groups are not typically open to the public, the reports made to the Board or the Standing Committee by such Working Groups are subject to the same publication requirements as other materials considered by the Board and the Standing Committees.

#### 4. Meetings - General

4.1 Board members may attend Board Meetings and any Meetings of Standing Committees of which they are a member. In accordance with the Procedures, the Board Secretary must provide notice of such Meetings to all Board members or Standing Committee members, as the case may be, who are entitled to attend.

4.2 ~~3.1.~~ Each ~~meeting of the~~ Board Meeting and each ~~meeting of the~~ Regular ~~Committees is normally~~ Standing Committee Meeting is typically comprised of an open session (open to the public) and a closed session (in-camera and not open to the public). For these Meetings of the Special Committees are normally held in closed session only. The, the open session of a meeting is normally is typically held at the beginning, allowing Board members of the Board or the or Regular Standing Committee members, as the case may be, to defer consideration of items until the closed session of the meeting that Meeting if it emerges during the course of discussion that the item should be considered in private.

~~3.2. Matters that are generally dealt with in a closed session include, but are not limited to:~~

~~3.3.1. discussions and 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;~~

~~3.3.2. labour relations or human resources issues;~~

~~3.3.3. financial, personnel, contractual and/or other matters for which a decision must be made in which premature disclosure would be prejudicial;~~

#### 5. Determining the Agenda

5.1 Each Standing Committee Chair is responsible for determining the agenda for Meetings of the Chair's respective Standing Committee and the Board Chair is responsible for determining the agenda for Board Meetings (the "Responsible Chairs").

5.2 The President, or such other member of the University Executive as the President may designate, acts as the primary liaison with each Standing Committee Chair and the President will act as the primary liaison with the Board Chair (the "Responsible Executive Members"). The Board Secretary will facilitate meetings and teleconferences between the Responsible Executive Member and Responsible Chair upon request. Recognizing that the Board Secretary plays an important coordinating role, where Responsible Executive Members and Responsible Chairs do communicate directly with one another, they should normally copy the Board Secretary on communications of substance and include the Board Secretary on invitations for meetings or teleconferences.

5.3 In determining the Board agenda or Standing Committee 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 placed on the agenda, whether in open or closed session, for a Board Meeting or Standing Committee Meeting, 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 and its Standing Committees to demonstrate this commitment by conducting its business at Board Meetings or Standing Committee Meetings, as the case may be, 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 Board Chair or Standing Committee Chair is making a determination as to whether a matter should be dealt with in a closed session of a Board Meeting or a Standing Committee Meeting, as the case may be, that Chair must, in keeping with the Chair's 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 Board Meetings and Standing Committee 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 ~~3.3.4.~~ matters which the Board or the University are required by contract or law to keep confidential;

~~3.3.5.—matters related to civil or criminal proceedings; and~~

~~3.3.6.—personal information related to an individual.~~

~~3.3.—The Board Chair and, in the case of a Committee meeting, the Chair of the Committee, has discretion to determine whether a portion of the meeting or an agenda item arising at the meeting is to be conducted at a closed session.~~

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 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

6.1.5 Board evaluation and Board attendance/leadership issues.

6.2 Where a Chair determines that an item of business should be dealt with in a closed session of a Board Meeting or Standing Committee Meeting, as the case may be, the Chair's reasons for doing so will be documented by the Board Secretary.

- 6.3 Any Board member, in the case of a Board Meeting, or Standing Committee member, in the case of a Standing Committee Meeting, may question the Chair's decision that a matter should be dealt with in the closed session of a Meeting. In such a case, the following steps may be taken:
- 6.3.1 that member may make a request at the beginning of that Meeting to enter into closed session to allow the members attending that Meeting to discuss the Chair's decision;
  - 6.3.2 upon such a request, a closed session will be entered into and a final decision as to whether the item of business should remain in the closed session or be moved to the open session of that Meeting will be made by a majority vote;
  - 6.3.3 the final decision will be reported in the open session of that Meeting; and
  - 6.3.4 if the final decision is for the item of business to remain in the closed session of that Meeting, then the Board Secretary will document the reasons for such decision.
- 6.4 Board members are encouraged to notify the Chair in advance of the Board Meeting or Standing Committee Meeting at which the matter is to be dealt with if they intend to make a request pursuant to Section 6.3.1 of this Policy.
- 6.5 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 Board Chair determines otherwise, in which case these reasons of the Board Chair shall also be documented by the Board Secretary.
- 6.6 During any Board Meeting or Standing Committee Meeting, notwithstanding a previous decision made to deal with an item of business in open session, any Board member or Standing Committee member, as the case may be, entitled to attend that Meeting may make a motion to move the item from the open session to the closed session. If such a motion is made, then:
- 6.6.1 a closed session will be entered to allow the members attending that Meeting to discuss and vote on the motion;
  - 6.6.2 a final decision as to whether that item should be moved to a closed session of that Meeting will be made by a majority vote;
  - 6.6.3 the final decision will be reported in the open session of that Meeting; and
  - 6.6.4 if the decision is made to move the item to a closed session of that Meeting, then the reasons for doing so will be documented by the Board Secretary.
- 6.7 The documented reasons referenced in Sections 6.2, 6.3.4, 6.5, and 6.6.4 above should be in conformity with the general principles set out in 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 and Section 11.2 of this Policy. 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 and explanations provided under Sections 2.3, 6.2, 6.3.4, 6.5, 6.6.4, and 11.2 of this Policy

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 Board members 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 Board Meetings and Standing Committee Meetings**

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

## **8. Publication of Docket Materials**

8.1 Docket materials (if any) that are to be considered in the open session of a Board Meeting or Standing Committee Meeting shall be published in accordance with the Procedures.

## **9. Attendance at Open Sessions of Meetings**

9.1 Members of the general public, accredited members of the news media, and members of the University community, including, students, faculty, staff, alumni, and residents, are welcome to attend open sessions of Board Meetings and of Standing Committee Meetings 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 Board Meeting or a Standing Committee Meeting due to improper conduct shall be made by the Chair at the Chair's sole discretion.

## **10. ~~4.~~ Attendance at Closed Sessions of Meetings**

10.1 ~~4.1.~~ For ~~meetings of the~~ Special ~~Committees~~ Standing Committee Meetings, attendance during closed sessions is restricted to the ~~members of the~~ Special ~~Committee~~ Standing Committee members and the Board Secretary to the Board, unless otherwise authorized by the ~~Chair of the~~ Special Standing Committee Chair.

10.2 ~~4.2.~~ For ~~meetings of the~~ Regular ~~Committees of the Board and of the~~ Standing Committee Meetings and Board ~~itself~~ Meetings, attendance during closed sessions is restricted to ~~the~~ Board members ~~of~~ the Board, ~~the~~ Secretary ~~to the Board~~, and members of the University Executive (~~being the President, Deputy Vice Chancellor, Vice Presidents, University Counsel and Associate Vice President Human Resources~~ as specified in the Procedures) unless otherwise authorized by the ~~Chair of the~~ Regular Standing Committee Chair or ~~the~~ Board Chair, as the case may be.

10.3 ~~4.3.~~ In addition to the ~~above~~ attendees permitted under Section 10.2 of this Policy, where individuals have been identified on the Board docket as having prepared the submission that is being considered by the in the closed session of the Board Meeting or the Regular Standing Committee or the Board Meeting, those individuals may attend during the portion of the closed session of that Meeting while the submission is being considered, unless otherwise directed by the ~~Chair of the~~ Standing Committee Chair or the Board Chair, as the case may be.

10.4 ~~4.4.— Notwithstanding the above, the Chair of a Committee may~~Notwithstanding Sections 10.1, 10.2, and 10.3 of this Policy, the Chair of the Meeting may direct that any members of the University Executive and/or the Board Secretary be excluded from all or a portion of the closed session of a Standing Committee Meeting or Board Meeting, 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 the ~~Committee meeting and the Board Chair may authorize the attendance of other individuals for all or a portion of the closed session of a Board meeting~~Standing Committee Meeting or Board Meeting, as the case may be.

10.5 ~~4.5.— Board and Committee~~The discussions during closed sessions of Board Meetings or Standing Committee 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.

## ~~5.~~ Agenda

~~5.1.— For the regularly scheduled meetings of the Board and the Regular Committees, the Secretary to the Board prepared docket binders containing the agenda and supporting docket material for the agenda items that are to be considered in the open and the closed sessions of the meetings. The docket binders are provided to the members of the Board and the members of the University Executive. The portion of the agenda setting out the items that are to be considered on the open sessions of the meetings is made available to the public.~~

~~5.2.— If, on receiving the Board docket, a member of the Board wishes to question the classification of an agenda item that has been designated "open" or "closed", the member is encouraged to convey the request to the Secretary to the Board well in advance of the scheduled Board meeting. The Secretary to the Board will take up such requests with the Chair of the Board, who will make a determination.~~

10.6 The Chair of the Meeting may, if necessary, exclude an unauthorized individual who intrudes upon a closed session of a Board Meeting or Standing Committee Meeting by either (1) having the individual removed by a law enforcement officer, or (2) recessing and moving the closed session of that Meeting to a new location.

## 11. Confidentiality of Materials for Closed Sessions of Meetings

11.1 ~~5.3.—~~The material for the closed sessions of ~~meetings~~Board Meetings or Standing Committee Meetings, whether ~~it is~~ circulated prior to ~~meetings~~those Meetings or distributed at ~~the meetings~~those Meetings, is confidential ~~and~~ Such material is only for the personal use of the Board members ~~of the Board~~ and the members of the University Executive who are entitled to attend those closed sessions to carry out their duties as Board members or as members of the ~~Board or the~~ University Executive, as the case may be. ~~Such~~Unless the material is already in the public domain, such material may be published or otherwise released only after formal and specific approval of the ~~Board Chair and/or the President to do so, unless~~Chair of the Meeting for which the material ~~is already in the public domain~~was produced.



11.2 ~~5.4.~~—If an ~~agenda~~ item of business is moved from the closed to the open session of ~~the meeting~~ a Board Meeting or Standing Committee Meeting, Board documentation relating to that item ~~may or may not~~ shall be released to the public ~~as it may not~~ if the Chair of that Meeting determines that it would be appropriate to ~~publicise such documentation, given~~ do so, applying the principles under Section 6.1 of this Policy, keeping in mind 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~~ In making this determination, the Chair may consult with the member of the Executive who submitted the documentation. The reasons for not releasing the Board documentation to the public is made shall be documented by the Board ~~Chair and/or the President~~ Secretary.

## ~~6. Minutes~~

### 12. ~~6.1.~~ Minutes of Closed and Open Sessions of Board Meetings

12.1 Minutes of all closed and open sessions of Board Meetings must be taken by the Board ~~are~~ Secretary and approved at the next closed session of the Board in accordance with the Procedures.

12.2 Minutes from the open sessions of Board Meetings will be published in accordance with the Procedures.

12.3 ~~6.2.~~—Minutes from closed sessions of Board Meetings are distributed only to those individuals who are authorized to attend such closed sessions of those Meetings. All such minutes are confidential, unless resolved otherwise by the Board, and all recipients must respect this confidentiality.

12.4 If a Standing Committee exercises any decision-making authority delegated from the Board, the decision that has been made on behalf of the Board must be reported to the Board at the next Board Meeting. In addition, if the Board passes a unanimous consent resolution by e-mail between Board Meetings, the resolution must be reported at the next Board Meeting. All decisions made by the Board itself or on its behalf pursuant to a delegated authority must be recorded by the Board Secretary in the minutes of the Board Meeting.

## PROCEDURES

**Approved:** <@>

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 (the "University Executive") that meets regularly to consider and to make decisions regarding a variety of matters under the authority of the President.

### 2. Determining the Agenda for Board Meetings and Standing Committee Meetings

2.1 In discharging the responsibilities set out in Section 5 of the Policy, the Standing Committee Chair will determine:

2.1.1 whether a proposed item should be placed on the agenda of the Chair's Standing Committee or be jointly considered by the Chair's 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 each Standing Committee Chair, 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 Board Chair will determine the agenda for a Board Meeting with knowledge of the agenda items to be considered by each of the Standing Committees.

2.3 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, including the designation of any items of business to be dealt with in a closed session of a Board Meeting or of Standing Committee Meeting, is communicated effectively and efficiently to and from other Board members.

2.4 The Board Secretary will support the Responsible Chairs by maintaining a calendar of items requested to be brought forward from previous Board Meetings or Standing Committee Meetings, preparing and distributing the agendas for the Board Meetings or

Standing Committee Meetings, scheduling those 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 Standing Committee Meetings and for the Board Meeting, the Board Secretary will post the finalized agendas, which shall include the date, time, and location of those Meetings, on the secure Board web site or otherwise make them available to those Board members entitled to attend such Meetings, as appropriate. In addition, the Board Secretary shall circulate an e-mail notice of same to the members of the University Executive and those Board members who are entitled to attend such Meetings.

3.2 Such agendas are subject to amendment by the Board Chair or Standing Committee Chair, 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 Board Secretary will post the amended agendas on the secure Board web site, or otherwise make them available to those Board members entitled to attend such Meetings, as appropriate. In addition, the Board Secretary shall circulate an e-mail notice of same to the members of the University Executive and the Board members who are entitled to attend those Meetings. Items of business that are not on the finalized agenda of a Board or Standing Committee Meeting, as the case may be, may only be dealt with during that 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 notice provided pursuant to Sections 3.1 and 3.2 of these Procedures shall constitute due notice for the Board Meeting or Standing Committee Meeting, as the case may be, to all Board members or Standing Committee members entitled to attend that Meeting if the e-mail is delivered at least 5 business days in advance of that Meeting.

3.4 The time, date and location of a Board Meeting or Standing Committee Meeting will not be changed subsequent to notice being provided under Section 3.3 of these Procedures, unless:

3.4.1 if only the location is changed and provided that the new location is within reasonable walking distance from the original location, a notice advising of the new location is posted at the original location prior to the start of that Meeting, or, in the case of Section 10.6 of the Policy, prior to resuming that Meeting; or

3.4.2 a notice setting out the new date and/or time and/or location of that Meeting is delivered to all members entitled to attend that Meeting not less than 3 business days in advance of that Meeting.

3.5 If a Board member who is entitled to attend a Board Meeting or Standing Committee Meeting, as the case may be, wishes to raise concerns that the notice requirements under Section 3.3 or 3.4 of these Procedures have not been met, then that member may bring such concerns, in writing, to the attention of the Chair of that Meeting. If that member is not satisfied with the response of that Chair, then that member may bring such concerns to the attention of the Chair of the Governance Committee.

3.6 A Board member or Standing Committee member raising concerns under Section 3.5 of these Procedures must do so as soon as possible. If that member attends and

participates at the Meeting without having first raised concerns, then that member may not subsequently raise concerns.

#### **4. Meetings Called Under Special Circumstances**

4.1 The Board Chair or Standing Committee Chair, as the case may be, may call a Board Meeting or a Standing Committee Meeting, as the case may be, 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 a Meeting called in accordance with Section 4.1 of these Procedures, 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, and location of the Meeting, as well as the item of business to be transacted at that Meeting and if delivered to all Board members or Standing Committee members, as the case may be, entitled to attend that Meeting at least 2 business days in advance of that Meeting. If such a Meeting is required sooner under urgent circumstances, this requirement of at least 2 business days may be waived if all Board members entitled to attend that Meeting consent thereto either before or after that Meeting is held. For such Meetings, no other business other than that described in such notice may be discussed at that Meeting.

#### **5. Public Notice of Board Meetings and Standing Committee Meetings**

5.1 Public notice of Board Meetings and Standing Committee Meetings 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 Board Secretary, within 1 business day after such notice is communicated to Board members or Standing Committee members, as the case may be, under Sections 3.3 and 4.2 of these Procedures. If only the location of a Board Meeting or of a Standing Committee Meeting is changed under Section 3.4.1 of these Procedures, then the same notice required to be posted at the original location of that Meeting shall be sufficient notice to the public.

5.2 Such public notice must set out the date, time, and location of the open session of the Board Meeting or Standing Committee Meeting, as the case may be, as well as the agenda for such open session of that 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.

#### **6. Publication of Docket Materials**

6.1 For each Board Meeting and Standing Committee Meeting, the Board Secretary typically assembles materials containing the agenda and supporting docket materials (if any) that are to be considered at that Meeting. These materials are provided to the members of the University Executive and the Board members who are entitled to attend that Meeting.

6.2 The portion of the supporting docket materials that is to be considered in the open session of a Board Meeting or Standing Committee Meeting shall be published on the Board's publicly accessible website, or by such other method as determined to be appropriate by the Board Secretary, within 1 business day after it is provided to the Board members.

## 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 who may attend the open session of a Meeting is limited to available seating on a first come, first-accommodated basis.

7.2 Those persons attending an open session of a Board Meeting or Standing Committee Meeting who are not Board members or Standing Committee members 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 Board Meeting, or by the Standing Committee Chair, in the case of a Standing Committee Meeting.

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

8.1 Minutes for both open and closed sessions of Board Meetings must set out the date, time, and location of the Board 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 Board Meetings are considered personal information and must not be recorded in the minutes.

8.2 Minutes of open sessions of Board Meetings are approved as soon as practicable at the next Board Meeting or by electronic means, 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 Board Secretary, in a timely manner.

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

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

**Schedule to Procedures of Policy #93**  
**List of Defined Terms**

**1. Definitions**

- a. **"Board"** has the meaning given to it in Section 2.1 of the Policy.
- b. **"Meeting"** has the meaning given to it in Section 2.2 of the Policy.
- c. **"Working Group"** has the meaning given to it in Section 3.2 of the Policy.
- d. **"Responsible Chairs"** has the meaning given to it in Section 5.1 of the Policy.
- e. **"Responsible Executive Members"** has the meaning given to it in Section 5.2 of the Policy.
- f. **"Regular Standing Committees"** consist of the *Finance Committee, the Governance Committee, the Learning and Research Committee, the People, Community and International Committee, and the Property Committee,* and as further described in Section 3.1.1 of the Policy.
- g. **"Standing Committees"** has the meaning given to it in Section 3.1 of the Policy.
- h. **"Special Standing Committees"** consist of the *Audit Committee, the Employee Relations Committee,* and the *Executive Committee,* as further described in Section 3.1.2 of the Policy.
- i. **"University Executive"** has the meaning given to it in Section 1.1 of the Procedures and consists of *the President, Deputy Vice-Chancellors, Vice-Presidents, Provosts, and University Counsel.*

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### Summary of Policy #93 Review Committee's Responses to Comments Received During Community Consultation Period

#### Re: Proposed Amendments to UBC Board Policy No. 93 (Closed Meetings of the Board of Governors) Comments Received During UBC Community Consultation Period (September 23, 2016 - October 31, 2016)

	Section of Original Proposed Amended Policy	Community Member's Suggested Revision or Comment	Reasons Provided by Community Member	Policy #93 Review Committee (the "Committee") Response
1.	Sections 2.2 of the Policy (Scope and Interpretation)	Revise definition of "Meeting" as: "...any conference in which members of the BoG gather to undertake any action falling under any power of the Board as specified in S.27 of the BC University Act."	Definition of "Meeting" is too narrow.	The powers of the Board enumerated under s.27 of the <i>University Act</i> would require a motion to be passed by the Board before being acted upon. For this reason, the definition should remain focused on the purpose of considering, voting on, or receiving information in support of, or in opposition to, a motion proposed, or anticipated to be proposed in the future. Please see below for additional revisions to this language in response to other comments on Section 2 of the Policy.
2.	Section 2.2.2 of the Policy (Scope and Interpretation)	Revise: "receiving information from <b>any party in relation</b> to a motion that has been proposed or that <b>may reasonably give rise to a motion in the future.</b> "	The definition of "Meeting" is overly restrictive: - 2.2.2 - the definition should not limit information to be from only UBC administration - definition should not be limited to information that is "anticipated" to lead to a motion rather than information which may "reasonably give rise" to a motion	S.2.2.2 of the Policy has been revised to include information received from "...any party, including the UBC administration..."  The Committee recognizes that the use of the word "anticipates" does not provide adequate certainty, and therefore has revised s.2.2.2 to focus on the mind of the convener and whether or not the convener believes a motion is likely to be proposed.
3.	Section 2.3 of the Policy (Scope and Interpretation)	Revise: "a Meeting does not include a gathering that is merely social or by chance <b>and Board Members should not undertake Board and/or other University business in these situations or circumstances.</b> "	Section 2.3 should be strengthened.	The Committee agreed with the principle that Board members should not resolve University business during chance gatherings or those intended to be merely social. Therefore, the Committee has revised s.2.3 of the Policy to clarify that chance or merely social gatherings must not be used as a forum for the activities



				described in the definition of "Meeting" in s.2.2 of the Policy.
4.	Section 2.3 of the Policy (Scope and Interpretation)	Comment: Social events or chance encounters are not Meetings, but Board Members need to know they are not situations in which they should undertake University business.		Please see response to Comment #3 above.
5.	Section 3.2 of the Policy (Committees)	Section 4.2 should apply to Ad Hoc Committees and Special Standing Committees. There should be better documentation of Ad Hoc Working Groups in addition to Section 3.2.	Ad Hoc working groups have been the subject of scrutiny by the University community and so greater transparency is required in regards to the work completed by these groups.	The use of small working groups to undertake detailed work at a level that is not appropriate for the full Board or large Standing Committees is a well-established practice to enable work to be undertaken in an efficient and timely manner. Nonetheless, the Committee understands the request for "better documentation on Ad Hoc Working Groups" to provide greater transparency on the work completed by these groups. In order to better articulate an appropriate balance between transparency and effective board governance practices, s.3.2 has been revised to provide a more effective explanation of how these "working groups" function and to more clearly state that reports made by working groups to the Board or Standing Committees will be minuted.
6.	Section 4.1 of the Policy (Meetings - General)	Include that "notification of any such meetings <u>must</u> be communicated to all members of the Board or any Standing Committee."	Timely notification should be a requirement in order to ensure that members of the Board or Standing Committees have every opportunity to attend.	This was the intention and was reflected in Section 3 of the Procedures, but language has now been added to Section 4.1 of the Policy to make this clearer.
7.	Section 4.1 of the Policy (Meetings General)	Revise: "Members of the Board must be made aware in advance of all meetings of the full Board and of any Standing Committee of which they are members and they are permitted to attend all such meetings."	This section should be strengthened to prevent secret meetings of the Board that are not announced to the full Board.	Please see response to Comment #6 above.
8.	Section 6 of the Policy (Closed	Add requirement that the reasons for designating a matter to be discussed in closed		The Committee carefully considered this request, but has decided that it is not desirable to make

	Sessions of Meetings - Criteria)	session be publicly disclosed on agendas. The reasons may be reference to one of the examples in 6.1.1-6.1.6, or another reason similar to the level of detail in those examples.		<p>the requested change for the following two reasons:</p> <ol style="list-style-type: none"> <li>1. The Policy already contains safeguards against inappropriately dealing with matters in closed session, such as through the annual audit of the reasons for dealing with matters in closed session.</li> <li>2. Using the agenda to publicly disclose the fact that an item is going to be dealt with in closed session provides no additional assurance that the decision to deal with certain matters in closed session is being made appropriately. Indeed, without providing any substantive information about the item (which would defeat the purpose of dealing with the matter in closed session in the first place), such use of the agenda would simply increase the risk of administrative errors being made that might inadvertently disclose the subject matter of items that legitimately need to be maintained in confidence.</li> </ol> <p>Nonetheless, to increase the transparency surrounding closed sessions of Meetings, and as a result of Comment #15, s.6.5 of the Policy now requires resolutions passed in closed sessions of Meetings to be reported, if appropriate, in open sessions of Meetings in a timely manner.</p>
9.	<p>Sections 6.1.1 - 6.1.6 of the Policy (Closed Sessions of Meetings - Criteria)</p> <p>- s. 6.1.4</p> <p>- s. 6.1.6</p>	Request that a more comprehensive description of the constraints that will be accepted as criteria for moving into a closed session be specified in this section of the proposed Policy. Examples of subsections requiring clarification:	This list of criteria that serve as a basis for the justification for a Closed Session of a meeting contains descriptions that are vague and too all encompassing.	The Committee agreed that it would be desirable to delete what was formerly s.6.1.4 of the Policy entirely and to amend s.6.1.5 (formerly s.6.1.6) of the Policy to remove the reference to "sensitive internal Board governance matters".

		<p>- s.6.1.4 ("dealings with other") - not clear what "dealings" is referred to that would not be covered under the earlier sections of 6.1.1-6.1.3</p> <p>- 6.1.6. ("sensitive internal Board governance matters") - too broad and has the potential to be open to abuse</p>		
10.	Section 6.1.2 of the Policy (Closed Sessions of Meetings - Criteria)	Delete the words "including performance of the President."	President is a public figure whose activity is the domain of the student body.	The Committee declined to make the requested change because the President of UBC is not an elected public official and has the same privacy entitlements as any other UBC employee.
11.	Section 6.1.3 of the Policy (Closed Sessions of Meetings - Criteria)	Delete s.6.1.3 entirely.	"best interests of the University" are better decided by all members of the University rather than by a select few board members."	The Committee declined to make the requested change because it would be inconsistent with the fiduciary and statutory duty that Governors have to discharge their responsibility for the management, administration and control of the property, revenue, business and affairs of the University in a manner that is in the best interests of the University.
12.	Section 6.1.6 of the Policy (Closed Sessions of Meetings - Criteria)	Delete "other matters which may relate directly to the Board members themselves."	This section is a blank check of opacity for board members to hide their iniquities and conflicts of interest. If they wish to avoid public scrutiny, they may voluntarily resign.	To avoid misinterpretation, the Committee has agreed to delete from s.6.1.5 of the Policy (formerly s. 6.1.6) the reference to "other matters which may relate to the Board members themselves". However, the Committee notes that conflicts of interest involving Board members are addressed under the <i>Code of Conduct for Members of the UBC Board of Governors</i> , a copy of which is posted on the website of the Office of the University Counsel and which is being significantly updated. The Code sets out the process for Board members to report conflicts of interest and for ensuring that they are dealt with appropriately. The Code also provides assurances for the confidentiality of disclosures by Governors that are similar to those that UBC Policy #97 provides for disclosures by UBC faculty members and staff members.

13.	Sections 6.2 and 6.3 (now 6.2 and 6.5) of the Policy (Closed Sessions of Meetings - Criteria)	There should be a provision for challenges to be made by <u>any</u> Member of the Board on a decision by the Chair to deal with a matter in closed session. Any such challenge should be discussed and settled by the Board as a whole.	These sections to do not include any provisions for any Members of the board to challenge the decision to move from an open session to a closed session, or to challenge whether a matter properly resides in a closed session.	Please see new Section 6.3 and Section 6.6 of the Policy which have been amended to accommodate this request.
14.	N/A	Someone independent from the Board should be involved in the decision as to whether a matter should be addressed in open or closed session of meetings, someone who is "senior" enough to be part of the decision process and the following should be documented: a.) date the person is contacted b.) the opinion of that person c.) reasons for disagreeing with the Board's decision.		The Committee did not accept this request. Collectively, the Okanagan Senate, the Vancouver Senate, the Council of Senates, and the Board are the highest governing bodies within the University, and are each statutorily responsible for their own governance. While the Board may choose to consult with or seek the advice of an independent third party, it must ultimately make its own governance decisions and must not abdicate its responsibility to a third party.
15.	N/A	The Policy should address when resolutions that are approved in a Closed session are to be recorded in the public minutes.		The Committee revised s.6.5 of the Policy to clarify that resolutions passed by the Board during a closed session of a Meeting must be reported at the next open session, or otherwise, in a timely manner. Where the Board Chair applies the principles under Section 6.1 of the Policy and decides that it would not be appropriate to report the resolution at the next or any open session, the reasons of the Board Chair for such a decision will be subject to the annual audit under Section 6.7 of the Policy.
16.	Section 6.3 (now 6.6) of the Policy (Closed Sessions of Meetings - Criteria)	This section should be revised. If during the meeting doubt arises as to whether a topic should be in the open meeting, it should be taken off the agenda, reassessed (with an		The Committee revised s.6.6 of the Policy in response to Comment #13 so that it now provides a process for Governors to collectively decide, by a majority vote, as to whether a matter should be moved from the open session to the closed session of a Meeting. This revision should

		independent party who is not a Board member as suggested in Comment #15) and put on the agenda for the next Meeting.		address the underlying concerns behind Comment #16 with the previous language, which enabled the Chair to make the decision. Please also see the Committee's response to Comment #14 which responds to the suggestion for an independent party to be involved in the decision as to whether a matter should be dealt with in a closed session of Meeting.
17.	(Section 6.3 (now 6.5) of Policy?) (Closed Sessions of Meetings - Criteria)	Add a requirement that the reasons for moving a matter from open session to closed session during a meeting should be documented in the minutes of the open session in which that decision is made, with the reasons having the same level of detail as the examples in 6.1.1 - 6.1.6.		Please see the Committee's response to a similar request under Comment #8.
18.	Section 6.4 (now 6.7) of the Policy (Closed Session of Meetings - Criteria)	There should be an external audit undertaken every 5 years in keeping with the University's policy on external reviews of academic units.	The annual audit should be carried out independently of the Board and Board Secretariat, there should be an external auditor, who should have access to all records to ensure proper compliance.	Please see the Committee's response to a similar request, to involve an independent third party, under Comment #14. The external reviews of academic units are typically commissioned by a party within the University's organizational structure, to whom the academic units report, either directly, or indirectly, such as a department head, a dean or the Provost and Vice-President Academic. Unlike the academic units, the Board is already one of the highest governing bodies within the University, and there would be no one to commission the external review, other than the Board itself, making that third party accountable to the Board.
19.	(Section 11.2 of Policy?) (Confidentiality of Materials for Closed Meetings)	Where a matter is moved from the closed session to open, the Board documentation relating to that matter should always be released (with anything that qualifies the documentation unfit for public release redacted - example: personal information)		Please see the revisions to s.11.2 of the Policy, which now provides that the Board documentation "shall" be released, provided that it is appropriate to do so, taking into consideration s.6.1 of the Policy, as well as the fact that the materials may have been prepared on the assumption that they would not be released.

		rather than on an "may or may not" basis.		In addition, in considering s.11.2 of the Policy, the Committee decided that it would be more appropriate for the Chair of the Board or Chair of the Standing Committee, as the case may be, to be solely responsible for the decision as to whether there is reason to delay or withhold entirely the release of the Board documentation in such a situation, as opposed to the decision being made by the <i>Chair of the Board and/or the President</i> . The Chair of the Board or of the Standing Committee may also consult with the member of the Executive who submitted the documentation. This is consistent with Chairs' decision-making authority over their respective agendas.
20.	Section 12.4 of Policy (Minutes of Closed and Open Sessions of Meetings of the Board)	Minutes should be kept for all Standing Committees.	Standing Committees constitute meetings with a mandate to examine events that may lead to recommendations to the board as a whole - minutes should be kept. Would contribute to greater transparency and accountability in Board operations.	<p>The Committee considered this point during the initial drafting of the proposed Policy. While it felt that, on balance, minuting of Standing Committee meetings should not be required, it decided to revisit this question with the benefit of input from the community consultation. In re-considering this issue, the Committee continues to be of the view that mandating the minuting of Standing Committee meetings is not generally necessary because they generally only make recommendations to the Board and the Board meetings are already subject to minuting requirements.</p> <p>However, the Committee did feel that the Policy should be clear that any decisions made by a Standing Committee <i>on behalf of the Board</i> and that any unanimous consent resolutions passed by e-mail between Board meetings must be reported at the next Board Meeting, and that all such decisions must be recorded in the minutes of the Board Meeting. To reflect this, the Committee replaced the previous version of s.12.4 of the Policy with a new one that imposes this reporting and minuting requirement.</p>

21.	Section 3.3 of the Procedures (Notice to Members Entitled to Attend the Meeting)	All notice of meetings should be posted at least 1 week in advance to all Board and Standing Committee Members to ensure maximum participation.		The Committee agreed with this request and revised s.3.3 of the Procedures to require 5 business days' notice.
22.	Section 5.1 of the Procedures (	Include a provision for the public to join an email listserve to receive notice of meetings and agendas.	Notice on an "accessible website" does not constitute good-faith public announcement.	The Committee did not feel that the Policy itself should impose this requirement. However, the Committee notes that the Board Secretary has implemented a number of transparency initiatives that are not mandated by Policy, such as web-casting Board meetings, and the Committee has therefore forwarded this request to the Board Secretary for her consideration.
23.	Section 5.2 of Procedures	Delete the word "not" in the last sentence.	Failure to provide public notice is not acceptable.	The Policy should not provide that failing to provide the public notice of a Board or Standing Committee Meeting <i>invalidates</i> the proceedings of a Meeting. However, the Committee did feel that it was acceptable to delete, entirely, the last sentence in Section 5.2 of the Procedures. In addition, in considering this comment, the Committee decided to add two sections in the Policy which address how a <i>Board member</i> may raise concerns about insufficient notice being delivered to members entitled to attend a Meeting of the Board or Standing Committee. Please see new Sections 3.5 and 3.6 of the Procedures.
24.	N/A	Add a provision which prohibits the Board from changing meeting times once they are set, unless 72 hours' notice is provided.		In response to this request, the Committee created a new s.3.4 of the Procedures which imposes restrictions on changing the time, date and location of a Meeting of the Board or Standing Committee. The Committee also revised s.5.1 of the Procedures to reflect the new s.3.4 of the Procedures.
25.	N/A	Provide clarity on the procedure for providing notice where a Meeting time is changed.		Please see response to Comment #24.
26.	Section 8.1 of Procedures (Minutes of Closed and Open	Provide greater elaboration on when a motion may be voted on by ballot whereby members'	Transparency in membership voting allows for the University	As a matter of standard governance practice, as articulated in Robert's Rules, any Governor can move and the Board or Standing Committee, as

	Sessions of Meetings)	votes are not intended to be disclosed.	community to better hold elected representatives accountable.	the case may be, can resolve by a simple majority that a matter be decided by way of a closed ballot. No further elaboration can be usefully provided. The Committee also observed that Board members have a statutory duty to act in the best interests of the University and should share the governance interests of the University, rather than represent a particular constituency. The intention behind the requirement under Section 8.1 of the Procedures to record how a member voted where a motion is defeated or not unanimous was to provide for a record for the members themselves, should they wish to confirm that their vote was accurately recorded, not to hold the elected members (not all Board members are elected) accountable to those who elected them.
27.	N/A	Add the provision: "Potential conflicts of interest of Board members shall be included and noted in minutes for all pertinent items."	Conflicts of interest of Board members should be disclosed.	Please see response to community member comment #12 regarding conflicts of interests of Board members.
<b>General Comments</b>				
	<b>Community Member Comment</b>			<b>Policy #93 Review Committee (the "Committee") Responses</b>
28.	Recommendation that all language in the Policy is gender neutral and inclusive - using "their" rather than "his/her"			The Committee revised the language through the Policy to be gender neutral, avoiding the use of "his/ her".
29.	Community member strongly supports Section 2, (Determining the Agenda for Meetings of the Board and Standing Committees). It is essential that the Committee Chairs have primary responsibility for the Agenda for their Committees, and that they liaise directly with the responsible member of the Executive. This ensures that there is a work programme in place to support the delivery of items on the Agenda, and that those managers and staff responsible for the item understand the deadlines required for completion. The responsible executive is also able to provide information to the Committee Chairs of other emerging issues that should be considered for inclusion on the Agenda. Member also supports the remainder of the proposed amendments.			The Committee agrees with this view and has maintained this element of the Policy.