



<b>SUBJECT</b>	<b>POLICY 93 (OPEN, CLOSED AND IN CAMERA MEETINGS OF THE BOARD OF GOVERNORS)</b>
<b>MEETING DATE</b>	<b>SEPTEMBER 13, 2018</b>

Forwarded on the Recommendation of the President

**APPROVED FOR  
SUBMISSION**

Santa J. Ono, President and Vice-Chancellor

**FOR INFORMATION**

<b>Report Date</b>	August 20, 2018
<b>Presented By</b>	Hubert Lai, Q.C.

**EXECUTIVE SUMMARY**

Policy 93 (Closed Meetings of the Board of Governors) ("**Policy 93**" or "**the Policy**") was initially approved by the Board of Governors (the "**Board**") in November of 2008 and has not been updated since. In April of 2016, the Board's Governance Committee ("**Governance Committee**") requested a comprehensive review of the Policy and the development of proposed amendments for the Board. The Office of the University Counsel convened a policy review committee (the "**Policy 93 Committee**"), which prepared a draft proposal. The draft proposal was presented for information and discussed by the Governance Committee in September of 2016. The Office of the University Counsel then solicited comments from the UBC community on the proposed Policy amendments from September 23, 2016 to October 31, 2016. There was a high level of community interest in the Policy and the Policy 93 Committee considered all input received from the UBC community, as well as input that had been separately solicited from the UBC Executive and the Board Secretariat. The feedback resulted in a number of amendments to the proposal to further strengthen the Board's commitment to transparency. The revised Policy proposal was submitted to the Board in February of 2017, at which time the Board requested that WATSON Advisors, governance consultants who had recently been retained by the Board, provide additional input to the Policy 93 Committee for consideration prior to the Policy 93 Committee finalizing its Policy proposal.

Subsequent to meetings of the Policy 93 Committee with WATSON, and of WATSON with the Governance Committee, two additional key documents have been developed; Board Meeting Rules and Practices (**Board Meeting Rules**) and Committee Meeting Rules and Practices (**Committee Meeting Rules**). These documents, together with a new Policy proposal, provide a comprehensive framework of rules and practices for meetings of the Board and Board committees.

The new Policy proposal is central to the overall framework for meeting rules. It articulates the cornerstone principle that the Board shall conduct its business in open session, and provides a clear approach to open/closed/*in camera* components of Board and Committee meetings. The focus of the new Policy proposal is to establish clear standards and a transparent approach to meetings. The new Policy proposal is now being presented to the Governance Committee for information and input prior to undertaking a new round of community consultation.

**Attachments:**

1. A clean copy of the proposed amendments to Policy 93
2. The black-lined comparison of the Board Meeting Rules, showing revisions to the version presented to the Governance Committee in November 2017
3. The black-lined comparison of the Committee Meeting Rules, showing revisions to the version presented to the Governance Committee in April 2018

**INSTITUTIONAL STRATEGIC PRIORITIES SUPPORTED**

Learning     
  Research     
  Innovation     
  Engagement  
 (Internal / External)     
  International

or  Operational

**DESCRIPTION & RATIONALE**

The purpose for the review of Policy 93 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 meetings in accordance with principles of transparency and accountability to its faculty, staff, students and alumni, while balancing the need to treat sensitive matters with appropriate levels of respect and confidentiality.

As part of the review, the Policy 93 Committee identified that a comprehensive set of overall meeting rules was not clearly articulated in existing Board or UBC policy. Accordingly, through discussions with the Policy 93 Committee, the Governance Committee, WATSON, and the Board Secretariat, three key documents have been developed to address these gaps:

- the proposed Board Meeting Rules;
- the proposed Committee Meeting Rules; and
- the new proposal for Policy 93.

Together these three documents articulate comprehensive rules and practices for meetings of the Board and Board Committees. The new Policy proposal is central to the overall framework. It clearly articulates the Board's commitment to conducting its business in open session, and importantly, the Policy now sets out guiding principles, criteria and a transparent process for determining open, closed and *in-camera* matters for Board and Committee meetings.

The Policy proposal also introduces process and accountability mechanisms not previously in place, including the following:

- Responsibility of the Chair of a meeting to determine items for open/closed/in camera sessions;
- Criteria and categories for open/closed/in camera matters, and requirements for corresponding references on meeting agendas; and
- Process for Governors to raise and discuss the designation of items for open/closed/in-camera sessions.

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The Board Meeting Rules and Committee Meeting Rules articulate comprehensive meeting rules, which were not previously set out in a Board or University policy. The rules and practices formalize the following:

- Meetings of the Board (regular meetings and meetings under special circumstances);
- Frequency of Board meetings;
- Notice requirements for Board meetings (including standards for time and content of notice);
- Distinction between Open/Closed/In Camera sessions of Board meetings;
- Attendance and participation at meetings;
- Agendas and meeting materials (including distribution and posting);
- Standard practices for minutes;
- Standard procedures at Board meetings (e.g., quorum, voting);
- Public notice of Board meetings for which there is an open session;
- Publication of agenda and meeting materials for open sessions of Board meetings;
- Publication of minutes from open sessions of Board meetings; and
- Reporting of decisions made by the Board in a closed session, as appropriate (e.g. at the next open session of a Board meeting), and unless otherwise determined by the Chair.

The Board Meeting Rules were previously reviewed by the Governance Committee in November 2017. Attachment 2 is a black-lined comparison showing the changes from the November 2017 version. It reflects changes based on feedback from the Governance Committee and the Policy 93 Committee, and aligns with the draft proposed Committee Meeting Rules.

The Committee Meeting Rules similarly provide rules and practices for meetings which were not previously established in Board policy. Attachment 3 is a black-lined comparison showing revisions to the version presented to the Governance Committee in April 2018. It reflects changes based on feedback from the Policy 93 Committee and aligns with the Board Meeting Rules.

Together, the three documents provide a comprehensive and clear set of principles, rules and procedures for Board and Committee meetings.

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**BENEFITS** Learning, Research, Financial, Sustainability & Reputational

The proposed amendments to Policy 93 are intended to provide a comprehensive and clear set of principles, criteria and processes to be applied in the conduct of open, closed and *in camera* sessions of meetings of the Board and its 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 Governors to always act in the best interest of the University. The proposed amendments to Policy 93, together with the Board Meeting Rules and Committee Meeting Rules will strengthen the confidence and trust of the UBC community in the Board's decision making processes and will help to further foster good governance.

**SCHEDULE** Implementation Timeline

The proposed amendments to Policy 93 are submitted to the Governance Committee for discussion, along with the Board Meeting Rules and Committee Meeting Rules. Subject to any input from the Governance Committee, the Policy proposal will be published for community consultation from September to October 2018. Following the consultation period, the Policy 93 Committee will make final adjustments to the Policy proposal as appropriate. It is anticipated that a finalized Policy proposal can be submitted for the Board's approval in February of 2019.

**CONSULTATION** Relevant Units, Internal & External Constituencies

The Committee composition at all times has included members drawn from faculty, staff, and students from the Vancouver and Okanagan Campuses, as well as members from the Board. Since it was initially formed in 2016, there have been some changes in Committee membership. Below is an overview of Committee membership from 2016 to present.

Original Policy 93 Committee Membership:

1. Mr. Hubert Lai, Q.C., University Counsel (Committee Chair)
2. Ms. Karen Chang, (Secretary to the Committee)
3. Dr. Keith Culver, Professor, UBC Okanagan Faculty of Management
4. Dr. Ralph Winter, Professor, Strategy and Business Economics Division
5. Ms. Nicole Udzenija, Director, Campus Initiatives, Office of the UBC Okanagan Deputy Vice-Chancellor and Principal
6. Mr. Greg Martyn, Director, Office of the Vice-President Research & International
7. Mr. Blake Edwards, President, UBC Okanagan Students' Union
8. Ms. Celeste Haldane, Chair, Board of Governors Governance Committee
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, Alam Mater Society

Current Policy 93 Committee Membership:

1. Mr. Hubert Lai, Q.C., University Counsel (Committee Chair)
2. Ms. Natasha Himer, (Secretary to the Committee)
3. Dr. Keith Culver, Professor, UBC Okanagan Faculty of Management
4. Dr. Kai Li, Professor, UBC Sauder School of Business
5. Ms. Nicole Udzenija, Director, Campus Initiatives, Office of the UBC Okanagan Deputy Vice-Chancellor and Principal
6. Mr. Greg Martyn, Director, Office of the Vice-President Research & International
7. Mr. Michael Korenberg, Chair, Board of Governors
8. Ms. Shola Fashanu, UBC Okanagan student and Governor
9. Mr. Alan Ehrenholz, UBC Vancouver student and past President, Alma Mater Society

Note:

Mr. Alan Shuster and Mr. Terry Zhang, former Governors, were also members of the Policy 93 Committee for a time over the course of 2017-2018.

Over the course of the review process, the Policy 93 Committee considered comments received from the community consultation process; comments provided by the Governance Committee; input from the Board Secretariat and UBC Executive; practices on open and closed sessions of meetings of governing bodies at other institutions; the Provincial Government's document titled "Orientation of B.C. Public Post-Secondary Institution Board Members (June 2016)"; and input from the Board's governance consultants, WATSON Advisors.

<b>Previous Report Date</b>	<b>February 2018:</b> The University Counsel provided an oral report to the Governance Committee on the status of the work on Policy 93.
<b>Previous Report Date</b>	<b>June 2017:</b> The University Counsel and WATSON Advisors provided an oral report to the Governance Committee and recommended the development of the Board Meeting Rules and Committee Meeting Rules. The Governance Committee endorsed this recommendation.
<b>Previous Report Date</b>	<b>February 2017:</b> The University Counsel presented a proposal to amend Policy 93 to the Board. The Board requested that WATSON Advisors, governance consultants who had recently been retained by the Board, provide additional input to the Policy 93 Committee for consideration prior to the Policy 93 Committee finalizing its Policy proposal.

<b>Previous Report Date</b>	<b>September 2016:</b> The University Counsel presented a draft Policy proposal to the Board. There was a high level of interest and engagement. Changes recommended by the Governance Committee were adopted and incorporated into the proposal that was then published for community consultation.
<b>Previous Report Date</b>	<b>June 2016:</b> The University Counsel provided a report to the Board of Governors on the status of the work on Policy 93, including the Terms of Reference for the Policy 93 Committee, its membership, due diligence review of best practices, and the key questions to be considered by the Policy 93 Committee.
<b>Previous Report Date</b>	<b>April 2016:</b> The Governance Committee requested that the University Counsel initiate a comprehensive review of Policy 93 and treat it as a high priority.

(As at Aug 7, 2018)

 <p>The University of British Columbia</p> <p>Board of Governors</p>	<p>Policy No.:</p> <p><b>93</b></p>	<p>Approval Date:</p> <p>1 [x]</p> <p>Last Revision:</p> <p>[none]</p>
	<p>Responsible Executive:</p> <p>President</p>	
<p>Title:</p> <p><b>Open, Closed and <i>In Camera</i> Meetings of the Board of Governors</b></p>		

### 1. Scope

- 1.1 This Policy applies to all meetings of the Board of Governors (the "Board") and Board committees (Committees).

### 2. Guiding Principles

- 2.1 The Board is committed to the principles of accountability and transparency 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 to demonstrate this commitment by conducting its business at Board and Committee meetings, as much as possible, in open sessions.
- 2.2 Board decisions will only be made in accordance with official Board decision-making procedures at properly convened Board or Committee meetings or by means of electronic approval.

### 3. Process – Agenda Setting and Determination of Open/Closed

- 3.1 In developing agendas for Board or Committee meetings, as the case may be, the Chair of the Board, or Committee chair, as the case may be, will determine the designation of items for consideration in open, closed, or *in camera* session, at first instance and through consultation with Vice Chair(s), as applicable, and responsible member(s) of the Executive and the Board Secretary.
- 3.2 Decisions about which items of business are to be considered in open, closed, or *in camera* session will be made in accordance with the criteria set out below in section 4.
- 3.3 Meeting agendas will clearly indicate items for consideration in open, closed or *in camera* session. For closed sessions, the basis for closed designation of each agenda item will be indicated with reference to the excepted criteria and categories in section 4.
- 3.4 Notwithstanding the designation on the agenda for an item to be held in an open, closed, or *in camera* session, a Governor who wishes to discuss the classification of an item may raise the issue with the Board or Committee Chair, as applicable, in advance of a meeting. In addition, at any time and on the motion of any Governor entitled to attend the meeting, the Board or Committee may move into a closed or *in camera* session, as applicable, to

discuss the classification of an item, following which the Board or Committee Chair may re-classify the item.

**4. Criteria for Open, Closed, and *In Camera* Sessions**

4.1 In determining which matters are to be considered in open, closed, or *in camera* sessions of Board or Committee meetings, as the case may be, overall consideration will be given to the principle that Board and Committee meetings should be open to the public, except where discussion or materials may include personal, competitive or commercial information or where discussion in open would be contrary to the best interests of the University.

4.2 Without limiting the full scope of such matters, the following will normally be considered in closed session:

- Confidentiality: matters which the Board of the University are required by contract or law to keep confidential;
- Privacy/Personal Information: 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;
- Competitive or Commercially Sensitive Information: 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;
- Legal/Litigation: 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
- Other: other limited exceptions, including where discussion in open would be contrary to the best interests of the University.

4.3 Without limiting the full scope of such matters, the following will normally be considered in an *in camera* session:

- President and Executive appointment(s), performance and compensation matters;
- matters affecting the quality and effectiveness of a Board or Committee meeting; or
- internal governance matters, such as Board evaluations and Board attendance matters.



# -Board Meeting Rules and Practices

## UBC Board of Governors

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

### 1 Meetings of the Board

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

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

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

#### 1.1 Annual Schedule and Notice of Regular Meetings

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

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

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

#### 1.2 Notice of Meetings in Special Circumstances

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

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

#### 1.3 Accidental Failure to Send Notice

The accidental failure to send notice of a meeting to a ~~Board member~~[Governor](#), or any accidental irregularity in connection with the giving of notice or the conduct of a meeting does not invalidate any proceedings of the Board meeting.

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

Board meetings are normally comprised of:

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

### 2.1 Open Sessions

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

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

~~The Board has adopted a framework, which provides guidance in determining how and whether matters are to be considered in open or closed session — [NTD: To include reference to revised Policy #93— Open/Closed Board Meetings].~~

#### 2.1.1 Participation in Open Meetings and Decorum

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

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

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

### 2.2 Closed Sessions

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

#### ~~2.2.1 Criteria for Closed Sessions and Policy #93~~

~~[A framework on Open/Closed Board Meetings developed with the Policy #93 Review Committee may be referenced in this section of the Board Meeting Rules and Practices. It is anticipated that Policy #93 will either serve as a supplemental policy or be incorporated as part of this Rules and Practices document, depending on the view of the Policy #93 Review Committee.]~~

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<sup>‡</sup>NTD: Tracks proposed revised Policy #93 section 9.

### 2.3 *In Camera* Sessions

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

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

~~Without limiting the full scope of matters that are typically considered *in camera*, examples include:~~

- ~~▪ To review the appointment, performance and compensation of the President~~
- ~~▪ To discuss matters affecting the quality and effectiveness of a meeting~~
- ~~▪ To discuss sensitive internal governance matters~~
- ~~▪ To discuss any matter that a Governor may wish to be addressed~~

### 2.4 [Criteria for Open, Closed and \*In Camera\* Sessions - Policy #93](#)

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

#### Guests

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

#### ~~2.4.2.5~~ Confidentiality of Closed and *In Camera* Sessions

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

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

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

## 3 Agendas and Meeting Materials

### 3.1 Determining the Agenda

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

~~The committee Chair, in dialogue with a member of the University executive, who is typically designated by the President, is responsible for determining the agenda for respective Board committee meetings.~~

Agenda development for ~~both meetings of Board committees follows a similar process as outlined in the meeting rules and practices for Board and committee meetings is facilitated and coordinated by the Board Secretary~~ committees.

### 3.2 Distribution of Agenda and Meeting Materials

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

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

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

## 4 Procedures at Board Meetings

### 4.1 Chair

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

### 4.2 Quorum

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

### 4.3 Participation by Teleconference or Videoconference

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

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

### 4.4 Right to Vote

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

### 4.5 Method of Voting

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

~~[NTD: For discussion — practice of absentee voting.]~~

#### 4.6 Votes to Govern

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

#### 4.7 Tie Votes

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

#### 4.8 Evidence of Vote Outcome

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

### 5 ~~Consent Resolutions~~ Approved Electronically

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

## 6 Minutes and Records

### 6.1 Official Records

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

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

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

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

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

### 6.2 Approval and Distribution of Minutes

#### 6.2.1 Minutes of Open Sessions

Minutes of open sessions of Board meetings are approved as soon as practicable at the next Board meeting or by ~~consent resolution~~means of electronic approval, following which such approved minutes

will be published on the Board of Governors website, or by such other method as determined appropriate by the Board Secretary, in a timely manner.

#### 6.2.2 Minutes of Closed Sessions

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

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

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

#### 6.2.3 Minutes of In Camera Sessions

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

## 7 Amendment of the Rules

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

DRAFT



The University of British Columbia  
**BOARD OF GOVERNORS**  
*(As at Aug 7, 2018)*

## ~~BOARD COMMITTEES OPERATING GUIDELINES~~

### COMMITTEE MEETING RULES AND PRACTICES

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#### 1. INTRODUCTION

The Board has constituted a number of committees (the “Committees”) to provide an efficient mechanism for targeted discussions.

The Chair of the Board of Governors appoints Committee members, balancing effective committee operation with representation from both campuses.

The Board has the power to appoint the Committees it considers necessary and advisable. Current Committees of the Board are:

- Audit
- Employee Relations
- Executive
- Finance
- Governance
- ~~Indigenous Engagement~~
- Learning & Research
- People, Community & International
- Property

The Board may from time to time establish task forces, advisory committees or other temporary working groups to address time-limited projects.

#### 2. ~~PRINCIPLES & PROCEDURES~~

The Committees of the UBC Board of Governors are ~~arranged~~established according to the following general principles and procedures:

- 2.1 Committees shall operate to reinforce the wholeness of the Board of Governors as a collective.
- 2.2 The purview of the Committees is primarily based on the organizational needs of the University and alignment with its strategic plan, as approved by the Board of Governors.
- 2.3 The purpose of the Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.
- 2.4 Committees will ordinarily assist the Board of Governors by reviewing, monitoring and recommending policies, policy alternatives and implications for Board deliberation, except where the Board has otherwise specifically delegated a decision-making or other authority to a Committee.

~~2.5~~ — Apart from the Executive Committee, meetings of which may be called to make decisions in contingent circumstances between regularly scheduled Board meetings, Committees do not speak or act for the Board of Governors except when formally given such authority for specific and/or time-limited purposes.

~~2.6~~2.5 Committees will review matters requiring consideration by the Board of Governors under the *University Act* and will recommend approval by the Board as consent items or as items for discussion, except where the Board has otherwise specifically delegated a decision-making or other authority to a Committee.

~~2.7~~ — Committee deliberations with regard to confidential matters follow Policy #93 (Open and Closed Meetings of the Board of Governors).

~~2.8~~2.6 The Committee structure will enhance the accountability of the President to the Board of Governors by ensuring that Committees do not exercise authority over University staff.

### **3. — MANDATE**

The ~~T~~rms of ~~R~~rference for each Committee are set out separately. The provisions below set out the operating ~~guidelines~~rules applicable to all Committees:

~~3.1~~ — Committees are organized to assist the Board of Governors in conducting its work efficiently, except and effectively.

~~2.9~~2.7 Committees assist the Board of Governors by reviewing, monitoring and recommending policies, policy alternatives and implications unless otherwise specifically provided for Board deliberation in a Committee's terms of reference.

~~3.2~~ — Committees review matters requiring consideration by the Board of Governors under the *University Act* and recommend approval by the Board as consent items or as items for discussion.

~~3.3~~ — The Committee structure enhances the accountability of the President to the Board of Governors by ensuring that Committees do not exercise authority over University staff.

### **43. ACCOUNTABILITY AND DECISION MAKING**

~~4.1~~ — Committee Chairs report on discussion and any action taken at the next regularly scheduled meeting of the Board of Governors.

3.1 Apart from the Executive Committee, meetings of which may be called to make decisions in contingent circumstances between regularly scheduled Board meetings, Committees do not speak or act for the Board of Governors except when formally given such authority for specific and/or time-limited purposes.

### **54. COMPOSITION**

Committee composition guidelines are set out in individual Committee Terms of Reference. —In general:

4.1 Committee members are appointed by the Chair of the Board of Governors.

- 4.2 Appointments are made based on qualifications and interest, and to avoid potential conflicts of interest.
- 4.3 Appointments are made, and reviewed, at each instance of changes in Board membership.

## **65. MEETINGS**

~~Meetings are conducted as per *Meeting Rules and Practices of the Board of Governors*.~~

### 5.1 Frequency

In general, Committees meet five times per year, approximately ~~7-10~~[seven - ten](#) days before each regularly scheduled Board of Governors meeting. ~~Additional meetings may be held at the call of a Committee Chair.~~

### 5.2 [Annual Schedule and Notice](#)

[Committee meetings are typically scheduled a year in advance along with the annual schedule of Board meetings \(including the date, time and location\). The schedule is also published on the Board of Governors website.](#)

[Notice of any meetings that do not appear in the annual schedule will be provided to Governors at least two days prior to such meeting or as soon as is practicable in the circumstances. If the matter for discussion at a special meeting is appropriate for an open session, notice will also be published on the Board of Governors website.](#)

[The accidental failure to send notice of a regular or special meeting to a Committee member, or any accidental irregularity in connection with the giving of notice does not invalidate any proceedings of the Committee meeting.](#)

### 5.3 [Location](#)

[Committee meetings are held on the Vancouver campus, usually in the Robert H. Lee Family Boardroom \(The Robert H. Lee Alumni Centre\), unless noted otherwise on the meeting agenda.](#)

### ~~5.2~~5.4 [Open, Closed, and In Camera Sessions](#)

[A Committee ~~deliberations with regard to confidential matters follow~~ may hold open, closed or in camera sessions or meetings.](#)

[Policy #93 \(Open ~~and~~, Closed ~~and In Camera~~ Meetings of the Board of Governors\) articulates the Board's commitment to the principles of accountability and transparency and establishes the criteria to be used in determining which matters are to be considered in open, closed or in camera session of Committee meetings.](#)

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 Committee meetings. [Attendance is subject to room capacity and is on a first-come, first-served basis. It is recommended that attendees notify the Board Secretariat in writing at least two days in advance of the meeting.](#)



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

~~Closed sessions of Committee meetings are attended by Governors, the Board Secretary, and members of the University executive, or other staff deemed necessary for the presentation of individual items on the agenda. Executive, with the exception the Executive, Employee Relations and Audit Committees. Staff listed on the agenda for the presentation of individual items may also attend. A Committee Chair may also direct that any members of the Executive and/or the Board Secretary be excused from all or a portion of the closed session of a Committee meeting.~~

~~A Committee Chair may direct that any members of the University be excused from all or a portion of the closed session of a Committee meeting, and the Chair may also authorize the attendance of other individuals for all or a portion of the closed session of a Committee meeting and as necessary for the presentation of items on the agenda.~~

The majority of the business coming before the Executive Committee, Audit Committee, and Employee Relations Committee relate to matters that are confidential and sensitive and are normally held in closed or *in camera* session only. Closed sessions of these committees are attended by Committee members, the Board Secretary, members of the Executive and invited guests.

In addition to open and closed sessions or meetings of Committees, and in accordance with good governance principles, Committees may hold *in camera* sessions to provide a forum for Governors to meet without the Executive present. *In camera* sessions of Committee meetings are attended by Committee members and the Board Secretary, unless the Board Secretary is excused by the Committee Chair. *In camera* sessions may also be attended by members of the Executive and guests who are specifically invited by the Committee Chair.

Guests may be invited to attend or speak at a Committee meeting with the approval of the Committee Chair given in advance of the meeting or in the sole discretion of the Chair during the meeting.

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

Materials distributed in closed or *in camera* sessions, as the case may be, may only be published or otherwise released after formal and specific approval of the Committee Chair or Board Chair, as applicable.

#### Attendance

Governors are expected to prepare for and attend all meetings of the Board and of the Committees on which they serve. -

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

~~Governor attendance records are subject to disclosure under the *Freedom of Information & Protection of Privacy Act*.~~

#### 6.1 — Agenda

### 5.5 Agendas and Meeting Materials

In general, items for consideration by the Board of Governors are reviewed by the appropriate Committee prior to each meeting of the Board. ~~Individual Committee agendas are prepared as per the Board approved agenda preparation process, and are amalgamated into a single Board agenda following the Committee meetings.~~

~~The~~

~~For Committee meetings, the Committee Chair, in consultation with the Vice Chair, if any, associated Executive(s), the Board Chair, in dialogue with and the President, Committee Chairs, and/or appropriate member(s) of the University executive, is responsible for determining the agenda for each Committee/Board meeting cycle, with support from, through a process facilitated by the Board Secretary.~~

### 6.2 — Notice

Regular

~~For Committee meetings, the Committee Chair, in consultation with the Vice Chair, if any, associated Executive(s), the Board Chair and the President, will determine whether an agenda item is to be considered in an open, closed or *in camera* session in accordance with the criteria set out in Policy #93 and each item on a closed agenda will indicate the basis for such designation in accordance with Policy #93.~~

~~The meeting agenda and materials for open sessions of Committee meetings are typically scheduled a year in advance and an annual schedule of meetings (including the date, time and location) for the upcoming meeting year is provided to Board members and published on the Board of Governors website prior to July 1.~~

~~The accidental failure to send notice of a regular or special meeting to a Committee member, or any accidental irregularity in connection with the giving of notice does not invalidate any proceedings of the Committee meeting.~~

### 6.3 — Information for Meetings

~~The meeting agenda within one day after distribution to Board members.~~

Any Committee member who intends to introduce a matter at a Committee meeting that is not included on the published agenda must provide written notice of the matter and any related materials to the Committee Chair and the Board Secretary a minimum of five days in advance of the meeting at which it is intended to be introduced. Additional agenda items may only be added to the published agenda with the approval of the Committee Chair.

Agendas (which includes the date, time and location) and supporting materials are, as much as possible, distributed via the secure Board document portal or otherwise distributed to Committee members at least seven business days in advance of a regular meeting, and at least two business days in advance of a special meeting.

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

### 5.6 Chair

The Committee Chair presides at meetings and in the event that he/she is unable to attend a specific meeting, then the Vice Chair, if any, or another Committee member will act as Chair for that meeting.

## 5.7 Quorum

Attendance by 50% a majority of Committee members ~~(including ex-officio voting members)~~ is required to establish quorum.

### ~~5.7.1 Location~~

~~Regularly scheduled~~ Committee meetings are held on the Vancouver campus, usually in the Robert H. Lee Family Boardroom (The Robert H. Lee Alumni Centre), unless noted otherwise on the meeting agenda.

## 5.8 Participation by Teleconference or Videoconference

Most Committee meetings are held in person, however, a member may participate in a meeting by means of teleconference, videoconference, or other such technology and will be deemed to be present at the meeting.

A Committee Chair may also determine that a meeting be held entirely by means of teleconference or videoconference.

## 5.9 Voting

Only Committee members may move, second and vote on motions. Each member is entitled to one vote, including the Chair.

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

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

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

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

## 5.10 Resolutions Approved Electronically

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

### 5.8.5.11 Minutes

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

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

Minutes of closed sessions of Committee meetings are approved as soon as practicable at the next Committee meeting or by means of electronic approval and are distributed to Governors and others authorized to attend such closed sessions, and are confidential, ~~to be~~ unless resolved otherwise by the Committee Chair.

A record of all agenda items considered and any resolutions passed during *in camera* sessions of Committee meetings are approved as soon as practicable by the respective Committee Chair and are distributed only to ~~Governors, generally within two business days following the Committee meeting,~~ those individuals who are authorized to attend such *in camera* sessions, and are confidential.

#### **76. REPORTING**

Committee Chairs report on discussion and any action taken at the next regularly scheduled meeting of the Board of Governors.

#### **87. RECOMMENDATIONS**

The Board of Governors considers recommendations arising from Committee meetings at the next regularly scheduled meeting of the Board of Governors.

Recommendations arising from special Committee meetings are considered by the Board of Governors as soon as practicable following the Committee meeting.

#### **98. COMMITTEE SUPPORT**

The Board Secretariat supports the operations of Board Committees.

#### **109. EXTERNAL ADVISORS AND/OR INVITEES**

Committees may request additional and reasonable support for the assembly, assessment and reporting of information, including (with the approval of the Board Chair) access to independent counsel, subject to reasonable limits on resources available to the Board of Governors for these matters.