



SUBJECT	BOARD AND COMMITTEE <i>MEETING RULES AND PRACTICES</i> - AMENDMENTS	
REPORT TO	GOVERNANCE COMMITTEE	
MEETING DATE	NOVEMBER 22, 2019	
MATTER TYPE	<input type="checkbox"/> BOARD DISCUSSION NOT REQUIRED	a BOARD DISCUSSION REQUIRED
ACTION REQUESTED	IT IS HEREBY REQUESTED that the Governance Committee, under authority delegated by the UBC Board of Governors, approve proposed amendments to: <ul style="list-style-type: none"> i. <i>Board Meeting Rules and Practices</i> as set out in Supplemental Materials #1; and, ii. <i>Committee Meeting Rules and Practices</i> as set out in Supplemental Materials #2. 	
REPORT DATE	November 5, 2019	
EXECUTIVE PROPONENT	Hubert Lai, Q.C., University Counsel	
PRESENTED BY	Hubert Lai, Q.C., University Counsel	
SUPPORTED BY	Karen Choi, Legal Counsel Lorena Vlad, Legal Counsel	

PRIOR SUBMISSIONS

The subject matter of this Report has been considered previously by the Governance Committee on the following occasions: September 10, 2019.

The following executive summary assumes familiarity with the prior submissions and provides a status update from the date of the most recent report.

EXECUTIVE SUMMARY

The Board had previously discussed the appropriateness of live tweeting during Board meetings and requested that the University Counsel consider the matter and report to the Governance Committee. At its meeting in September 2019, the Governance Committee requested amendments to the Board *Meeting Rules and Practices* and the Committee *Meeting Rules and Practices*. Those requested changes are reflected in the blacklines attached as Supplemental Materials #1 and Supplemental Materials #2.

In addition, the Governance Committee Terms of Reference, which were last updated in September of 2018, state that the Governance Committee has the delegated authority from the Board of Governors to approve changes to the Board *Meeting Rules and Practices* and the Committee *Meeting Rules and Practices*. These two documents, which were last updated in February of 2019, do not reflect this delegated authority. Each of them simply states, "These rules and practices may be amended by a duly passed motion of the Board of Governors." Although this is technically accurate, it is likely to cause confusion because someone who reads these two documents but does not read the Governance Committee Terms of Reference might be led to believe that amendments must go to the full Board of Governors.

To address this, the aforementioned sentence has been deleted from the proposed Board *Meeting Rules and Practices* and the proposed Committee *Meeting Rules and Practices*.

SUPPLEMENTAL MATERIALS

1. Proposed Board *Meeting Rules and Practices*
2. Proposed Committee *Meeting Rules and Practices*



~~UBC Board of Governors~~ 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 ~~UBC~~the Vancouver campus and one of which is held at ~~UBC~~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 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 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 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.

1.4 [Recording of Meetings](#)

[No person other than the Board Secretary will be permitted to use cameras or other recording devices during a 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

~~Policy 93 (Open, Closed and In Camera)~~[The Board Meetings of the Board of Governors Policy \(GA8\)](#) 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.

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.

[The practice of "live-tweeting", "live-posting" or using other forms of social media or other communication media during Board meetings interferes with the ability of Governors to be fully engaged during Board meeting and therefore is not permitted.](#)

[Governors are permitted to express their personal opinions regarding matters discussed during open](#)

[sessions after the conclusion of the Board meeting. If they choose to do so, Governors should be clear that they are expressing their personal views and are not speaking on behalf of the Board or the University. The Board Chair is the only authorized spokesperson for the Board and the President is the primary spokesperson for the University.](#)

2.2 Closed Sessions

Closed sessions of Board meetings are attended by Governors, the Board Secretary, and members of the 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 Executive and/or the Board Secretary be excused from all or a portion of a closed session.

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 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 Executive and guests who are specifically invited by the Chair.

2.4 Criteria for Open, Closed and *In Camera* Sessions -- [Board Meetings Policy 93\(GA8\)](#)

In furtherance of the principles of accountability and transparency, [the Board Meetings Policy 93\(GA8\)](#) 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. [The Board Meetings Policy 93\(GA8\)](#) 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.

2.5 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,~~ [\(even where the agenda items have been subsequently moved from the agenda of a closed or *in camera* session to the agenda for an open session\)](#) may only be published or otherwise released after approval of the 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 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.

Agenda development for meetings of Board committees follows a similar process as outlined in the meeting rules and practices for Board 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 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 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 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 Governors may move, second and vote on motions. Each 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 Governor's vote and is accepted by the Chair of the meeting. Voting by proxy is not allowed.

4.6 Votes to Govern

Matters arising at a Board meeting will be decided by a majority of the votes of the 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 Governor may ask at the time of the vote that the Governor's individual vote or abstention be recorded in the minutes.

5 Resolutions Approved Electronically

A resolution approved electronically (via email or the Board's document-sharing portal) and consented to by ~~all~~ at least a majority of the 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. The Board Secretary shall be responsible for communicating the proposed resolution and must provide a voting deadline. If any Governor wishes to discuss the proposed resolution, the electronic vote will not proceed until the discussion has taken place and the Board Secretary, in consultation with the Board Chair, communicates a new voting deadline. All Governors must have the opportunity to participate in any requested discussion regarding a resolution proposed electronically.

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 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 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 Governors and other authorized 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 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 of Governors.~~

Document comparison by Workshare 9.5 on Monday, November 4, 2019 4:03:30 PM

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UBC Board of Governors Committee Meeting Rules and Practices

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

The Committees of the UBC Board of Governors are 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 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.

- 2.6 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.
- 2.7 The terms of reference for each Committee are set out separately. The provisions below set out the operating rules applicable to all Committees, except and unless otherwise specifically provided for in a Committee's terms of reference.

3 Accountability and Decision Making

- 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.

4 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.

5 Meetings

5.1 Frequency

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

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

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.

5.4 Recordings of Meetings

No person other than the Board Secretary will be permitted to use cameras or other recording devices during a Committee meeting.

5.5 5.4 Open, Closed, and *In Camera* Sessions

A Committee may hold open, closed or *in camera* sessions or meetings.

~~Policy 93 (Open, Closed and *In Camera*)~~The Board Meetings of the Board of Governors Policy (GA8) 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.

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.

The practice of "live-tweeting", "live-posting" or using other forms of social media or other communication media during Committee meetings interferes with the ability of Committee members to be fully engaged during the meeting and therefore is not permitted.

Governors are permitted to express their personal opinions regarding matters discussed during open sessions after the conclusion of the Committee meeting. If they choose to do so, Governors should be clear that they are expressing their personal views and are not speaking on behalf of the Committee, the Board or the University. The Board Chair is the only authorized spokesperson for the Board and the President is the primary spokesperson for the University.

Closed sessions of Committee meetings are attended by ~~Governors~~Committee members, the Board Secretary, and members of the 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.

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.

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~~ [\(even where the agenda items have been subsequently moved from the agenda of a closed or *in camera* session to the agenda for an open session\)](#), may only be published or otherwise released after formal and specific approval of the Committee Chair or Board Chair, as applicable.

[5.6](#) ~~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.

For Committee meetings, the Committee Chair, in consultation with the Vice-Chair, if any, associated Executive(s), the Board Chair and the President, is responsible for determining the agenda for each Committee meeting, through a process facilitated by the Board Secretary.

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 published on the Board of Governors website 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 days in advance of a regular meeting, and at least two days in advance of a special meeting.

~~5.6~~[5.7](#) [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.

[5.8](#) ~~5.7~~ [Quorum](#)

Attendance by 35% of Committee members is required to establish quorum.

[5.9](#) ~~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.

5.10 ~~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.

5.11 ~~5.10~~ Resolutions Approved Electronically

A resolution approved electronically (via email or the Board's document-sharing portal) and ~~consented to~~ ~~passed~~ by all a majority of the 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. The Board Secretary shall be responsible for communicating the proposed resolution and must provide a voting deadline. If any Committee member wishes to discuss the proposed resolution, the electronic vote will not proceed until the discussion has taken place and the Board Secretary, in consultation with the Board Chair, communicates a new voting deadline. All Committee members must have the opportunity to participate in any requested discussion regarding a resolution proposed electronically.

5.12 ~~5.11~~ Minutes

The Board Secretary ensures there are minutes of the proceedings of all open, closed and *in camera* sessions of or 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 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 those individuals who are authorized to attend such *in camera* sessions, and are confidential.

6 Reporting

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

7 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 special Committee meeting.

8 Committee Support

The Board Secretariat supports the operations of Board Committees.

9 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.

~~10 Amendment of the Rules~~

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

Document comparison by Workshare 9.5 on Monday, November 4, 2019 4:01:20 PM

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