



<b>SUBJECT</b>	Board and Committee Meeting Rules and Practices - Amendments	
<b>SUBMITTED TO</b>	Governance Committee	
<b>MEETING DATE</b>	February 5, 2020	
<b>SESSION CLASSIFICATION</b>	Recommended session criteria from Board Meetings Policy: OPEN	
<b>DISCUSSION REQUEST</b>	✓ REQUESTED	
<b>REQUEST</b>	If discussion is being requested, please indicate length of time:	10 minutes
<b>ACTION REQUESTED</b>	Please indicate requested Board action: No decision requested: for input	
<b>SUBMISSION DATE</b>	January 15, 2020	
<b>LEAD EXECUTIVE</b>	University Counsel	
<b>PRESENTED BY</b>	Hubert Lai, Q.C., University Counsel	
<b>SUPPORTED BY</b>	Lorena Vlad, Legal Counsel	

#### PRIOR SUBMISSIONS

The subject matter of this submission has been considered previously by the Governance Committee on the following occasions:

1. September 10, 2019 (Material presented in Closed session; copy attached as Supplemental Materials #3 with specific approval of the Chair of the Governance Committee pursuant to Section 5.4 of the Committee *Meeting Rules and Practices*)
2. [November 22, 2019](#) (OPEN SESSION)  
Action: The Governance Committee discussed proposed amendments to the Board *Meeting Rules and Practices* and the Committee *Meeting Rules and Practices* (collectively, the “**Rules**”) and instructed the University Counsel and the Board Secretary to prepare further amendments to the Rules for discussion and approval by the Governance Committee. This submission is in respect of such further amendments.

#### EXECUTIVE SUMMARY

The requested amendments to the Rules are set out in Supplemental Materials #1 and Supplemental Materials #2. Below is a summary of the amendments:

1. The proposed Rules state that the open sessions of both Board and Committee meetings will be made available for contemporaneous online viewing, such as, by way of example, through webcasting.
2. The proposed Rules set out guidelines for best practices when using social media to communicate about matters related to the Board, Board Committee(s), or Board Governor(s). Those guidelines are attached as appendices to the proposed Rules and are referenced in the body of the Rules.
3. The proposed Rules contain revised language to make it clear that the minimum requirements for electronic approval of motions are that: (a) the proposed motion must be communicated to all Governors entitled to

vote upon it; (b) Governors must have a reasonable opportunity, if they wish, to discuss the proposed motion; and (c) the motion is considered passed if more Governors vote in favour of it than against.

4. The proposed Rules also contain revised language around voting at a meeting. The proposed language is consistent with what is being proposed for electronic voting. The previous language introduced some ambiguity as to the effect of abstentions, which the proposed language rectifies.
5. The Rules included a provision stating that they could be amended by the Board. This introduced confusion, since the Board, in the Terms of Reference for the Governance Committee, delegated to the Governance Committee the authority to approve changes to the Rules. The proposed Rules omit that provision to eliminate that confusion.
6. There are some non-substantive adjustments in the proposed Rules to clean up formatting and make consistent use of defined terms.

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## SUPPLEMENTAL MATERIALS

1. Blackline showing proposed changes to the Board *Meeting Rules and Practices*
2. Blackline showing proposed changes to the Committee *Meeting Rules and Practices*
3. Copy of Report on Social Media Use by Governors During BOG and Committee Meetings considered at the September 10, 2019 Governance Committee meeting



# ~~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 Online Viewing of Meetings

The Board Secretary will make all Board meetings which are held in open session available for contemporaneous online viewing such as, by way of example, through webcasting. Details regarding how to access such viewings will be available on the Board website.

## 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 Meetings Policy (GA8) 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.

If Governors elect to use social media (including, without limitation, Twitter, Facebook, and Instagram) during open sessions of Board meetings or otherwise in connection with Board matters discussed in open sessions, the Governors may wish to consider the suggested best practices on social media use that are set out in Appendix A.

#### 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 ~~may be~~ 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~~

In furtherance of the principles of accountability and transparency, ~~the Board Meetings 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. ~~The Board Meetings Policy 93~~ also provides a transparent process for decisions and designation of items for closed ~~meetings~~.

### ~~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-consultation~~ 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, including the Chair, 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 present at the meeting who are entitled to vote and who ~~are present at the meeting~~ cast a vote, 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~~ ~~passed~~ by all at least a majority of the Governors entitled to vote on that resolution and who cast a 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 will be responsible for communicating the proposed resolution and must provide a voting deadline. If any Governor wishes to discuss the proposed resolution, the Governor must inform the Board Secretary prior to the voting deadline, and the electronic vote will not proceed until the discussion has taken place and the Board Secretary, in consultation with the 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.~~

## **APPENDIX A**

### **Social Media Use Guidelines**

1. Governors should be professional, respectful, and courteous in their posts on social media. A good rule of thumb is that Governors should not post on social media content that the Governors would not be prepared to communicate in person.
2. Governors should not engage in debates on social media regarding matters to be discussed by the Board prior to the Board discussion taking place.
3. Governors should not include any indication in their social media posts that they have pre-judged a matter before the Board has voted on such matter.
4. If the Chair posts on social media regarding Board matters, the Chair should clearly indicate if the Chair is speaking on behalf of the Board or if the Chair is expressing a personal view.
5. Governors, other than the Chair, should clearly indicate that any views being expressed regarding Board matters are their personal views and that the Governors are not speaking on behalf of the Board or the University.
6. Governors should consider their proposed posts carefully before posting to social media to ensure the posts reflect what they wish to say publicly.
7. Governors should keep in mind that social media posts can remain online indefinitely, and, even if removed, someone could have kept a record of the post.
8. Social media use during Board meetings is not recommended. However, where a Governor elects to use social media during an open session of a Board meeting, the Governor should only do so in a manner that is not disruptive to the meeting and in a manner that does not unduly distract the Governor or the other Governors from the discussion at the meeting.
9. Governors should refrain from posting or discussing the views expressed by other Governors until after the applicable Board meeting.
10. Governors should refrain from posting, discussing, or making references to, whether directly or indirectly, the character of another Governor.
11. Governors should consider focusing social media posts on the following information: (1) topic of discussion; (2) recommendations of administration; and (3) outcome of any votes taken by the Board.



# ~~UBC Board of Governors~~

## Committee Meeting Rules and Practices

# UBC Board of Governors

## 1 Introduction

The UBC Board of Governors (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 ~~A~~appointments are made based on qualifications and interest, and to avoid potential conflicts of interest; ~~and~~;
- 4.3 ~~A~~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 Committee meetings that do not appear in the annual schedule will be provided to Governors at least two days prior to such meetings 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 Online Viewing of Meetings

The Board Secretary will make all Committee meetings which are held in open session available for contemporaneous online viewing such as, by way of example, through webcasting. Details regarding how to access such viewings will be available on the Board website.

#### 5.45.5 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 Meetings of the Board of Governors)~~ The Board Meetings 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 ~~Committee~~ 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 Committee Chair during the meeting.

If Committee members elect to use social media (including, without limitation, Twitter, Facebook, and Instagram) during open sessions of Committee meetings or otherwise in connection with Committee matters discussed in open sessions, the Committee members may wish to consider the suggested best practices on social media use that are set out in Appendix A.

Closed sessions of Committee meetings ~~may be~~ attended by any Governors, the Board Secretary, and members of the Executive, with the exception of 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.

#### 5.55.6 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 [the Board Meetings Policy 93](#) and each item on a closed agenda will indicate the basis for such designation in accordance with [the Board Meetings 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 ~~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.

#### 5.8 Quorum

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

## 5.9 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 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 present at the meeting who are entitled to vote, ~~and who are present at the meeting and who cast a vote~~, 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 Resolutions Approved Electronically

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

## 5.7 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

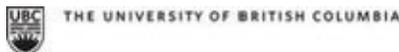
Committees may request additional and reasonable support for the assembly, assessment, and reporting of information, including (with the approval of the Board Chair) access to independent counsel, subject to reasonable limits on resources available to the Board ~~of Governors~~ for these matters.

## ~~10 Amendment of the Rules~~

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

**APPENDIX A**  
**Social Media Use Guidelines**

1. Committee members should be professional, respectful, and courteous in their posts on social media. A good rule of thumb is that Committee members should not post on social media content that the Committee members would not be prepared to communicate in person.
2. Committee members should not engage in debates on social media regarding matters to be discussed by the Committee prior to the Committee discussion taking place.
3. Committee members should not include any indication in their social media posts that they have pre-judged a matter before the Committee has voted on such matter.
4. If a Committee Chair or the Board Chair posts on social media regarding Committee matters, such individual should clearly indicate if the individual is speaking on behalf of the Committee or if the individual is expressing a personal view.
5. Committee members, other than the Committee Chair and the Board Chair, should clearly indicate that any personal views being expressed regarding Committee matters are their personal views and that the Committee members are not speaking on behalf of the Committee or the University.
6. Committee members should consider their proposed posts carefully before posting to social media to ensure the posts reflect what they wish to say publicly.
7. Committee members should keep in mind that social media posts can remain online indefinitely, and, even if removed, someone could have kept a record of the post.
8. Social media use during Committee meetings is not recommended. However, where a Committee member elects to use social media during an open session of a Committee meeting, the Committee member should only do so in a manner that is not disruptive to the meeting and in a manner that does not unduly distract the Committee member or the other Committee members from the discussion at the meeting.
9. Committee members should refrain from posting or discussing the views expressed by other Committee members until after the applicable Committee meeting.
10. Committee members should refrain from posting, discussing, or making references to, whether directly or indirectly, the character of another Committee member.
11. Committee members should consider focusing social media posts on the following information: (1) topic of discussion; (2) recommendations of administration; and (3) outcome of any votes taken by the Committee.



REPORT TO THE BOARD OF GOVERNORS

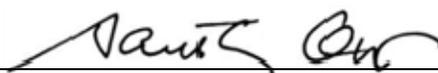
CLOSED

<b>SUBJECT</b>	<b>SOCIAL MEDIA USE BY GOVERNORS DURING BOG AND COMMITTEE MEETINGS</b>
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<b>MEETING DATE</b>	<b>SEPTEMBER 10, 2019</b>
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Forwarded on the Recommendation of the President

**APPROVED FOR  
SUBMISSION**

  
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 Santa J. Ono, President and Vice-Chancellor

**FOR INFORMATION**

<b>Report Date</b>	August 15, 2019
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**Presented By** Hubert Lai, Q.C., University Counsel

To request presentation of this Report in **CLOSED** session, please indicate the applicable Policy 93 criteria:

<input type="checkbox"/>	Confidentiality: matters which the Board of the University are required by contract or law to keep confidential
<input checked="" type="checkbox"/>	Privacy/Personal Information: personal information about University employees, students or volunteers, including the content of conflict of interest declarations, as well as information about labour relations, human resources issues or management performance
<input type="checkbox"/>	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 UBC
<input type="checkbox"/>	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
<input type="checkbox"/>	Other: other limited exceptions, including where discussion in open would be contrary to the best interests of the University

**EXECUTIVE SUMMARY**

The Board is empowered to make rules for the conduct of its meetings. In February 2019, the Board approved amendments to its rules for Board and Committee meetings. These documents contain the following restrictions on the redistribution of information, including any materials presented or distributed and deliberations regarding a matter, and apply to Governors as well as invitees or other attendees at its meetings:

**Open Sessions:** There are no restrictions on redistribution of information from open sessions.

**Closed and *In Camera* Sessions:** Deliberations and materials presented or distributed in closed sessions of Committees and the Board are confidential and may not be shared with any person other than those who were entitled or permitted to attend the closed session.

The Board may choose to amend or supplement these rules to be more specific regarding the redistribution of information from its meetings, including the type of information (written materials, presentation materials, deliberations), timing of dissemination, or methods through which dissemination is permissible.

In addition to meeting rules, Governors are bound by their fiduciary obligations to act in the best interests of UBC, including strict adherence to the requirements of confidentiality and prevention of conflict of interest.

**Attachments**

1. Policy GA8 Open, Closed and In Camera Meetings of the Board of Governors
2. Board Meeting Rules and Practices
3. Committee Meeting Rules and Practices
4. Review of Select Policies from other Canadian Universities and B.C. Public Organizations

**DESCRIPTION & RATIONALE**

At the April 2019 joint Property Committee and Finance Committee meeting, Governors discussed the appropriateness of live tweeting during Board and Committee meetings. The Finance Committee Chair asked that the issue be added to a future Governance Committee agenda.

The *University Act* empowers the Board to make rules for its meetings and its transactions. In April of 2016, the Board’s Governance Committee initiated a review of Board Policy 93 (Closed Meetings of the Board of Governors) and requested the creation of a comprehensive, clear set of criteria and guidelines to assist the Board and Board Committees in governing meetings in accordance with principles of transparency and accountability, while balancing the need to treat sensitive matters with appropriate levels of respect and confidentiality.

The culmination of the review was approval of three key documents in February 2019: (1) Policy GA8 – Open, Closed and *In Camera* Meetings of the Board of Governors (Attachment 1), (2) Board Meeting Rules and Practices (Attachment 2); and (3) Committee Meeting Rules and Practices (Attachment 3).

These documents recognize that the Board and its Committees conducts its business in

- (1) open session;
- (2) closed session; or
- (3) in camera session.

The following summarizes the current restrictions in these documents that are relevant to redistribution of information from Board and Committee meetings. These restrictions apply equally to Governors, invitees and any other attendees at its meetings.

**Current Rules for Open Sessions:**

Members of the general public and members of the UBC community, including students, faculty, staff, alumni, and residents, are welcome to attend open sessions of Board and Committee meetings.

The agenda and material for open sessions are published by the Board Secretary. There are no restrictions on the redistribution of information that is presented in an open session. As such, any Governor or other attendee may currently redistribute such information, including via live tweeting and other forms of social media.

**Current Rules for Closed Sessions and In Camera Sessions of the Board and Its Committees:**

Attendance of closed and in camera sessions of the Board and of its Committees is restricted based on the nature of the work of each Committee and the confidentiality of the matter being discussed.

Deliberations and materials presented or distributed in closed or in camera sessions of the Board or any Committees are confidential and may not be shared with any person other than those who were entitled or permitted to attend the closed session. They may be published or otherwise released to others only after formal and specific approval of the Board Chair or the applicable Committee Chair, typically after consultation with the President.

### **Fiduciary Obligations of Governors**

In addition to the meeting rules described above, which apply to all attendees of meetings of the Board and its Committees, the *Code of Conduct and Conflict of Interest Guidelines* for the Board of Governors defines the standards of conduct expected of Governors. A principal tenet of a Governor's fiduciary duty is to maintain the confidentiality of information submitted to the Board in confidence, and in accordance with the requirements set in the Code and any applicable policies.

### **Review of Select Policies from other Canadian Universities and BC Public Organizations:**

It is open to the Board to amend or supplement its current rules to be more specific regarding the redistribution of information from its meetings.

Possible areas the Board could consider include:

- dissemination of written/presentation materials – Board reports or supplementation documentation prepared by the administration in advance of meetings
- dissemination of information acquired through attendance of a meeting, from the verbal presentation, or through deliberations
- timing of dissemination
- methods of dissemination

To provide context for such considerations, the Administration has compiled a sampling of meeting rules from select other Canadian universities and public organizations (Attachment 4). Our review was only able to locate one Canadian university which mentions social media use in its governing documents. Carlton University's *Code of Conduct* contains the following restriction on photography, broadcasting, and social media:

*During Board or Committee meetings, Governors are not permitted to photograph, record, broadcast, tweet, post on social media or film meetings, or any parts thereof, without prior permission of the Board.*

Although Dalhousie University's *Code of Conduct* does not address social media, it does contain similar restrictions on the use of recording or other electronic equipment:

*No person will be permitted to use cameras, video or audio recording devices or other electronic equipment during the Board meeting.*

 <p><b>The University of British Columbia Board of Governors</b></p>	<p><b>Policy No.:</b> <b>GA8</b></p>
<p><b>Long Title:</b> Open, Closed and <i>In Camera</i> Meetings of the Board of Governors</p>	
<p><b>Short Title:</b> <b>Board Meetings Policy</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. This provision is intended to be applied in a manner consistent with and in a way that upholds this Policy's commitments to the principles of transparency and accountability.

#### 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:
  - 4.2.1 Confidentiality: matters which the Board of the University are required by contract or law to keep confidential;
  - 4.2.2 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;
  - 4.2.3 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;
  - 4.2.4 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
  - 4.2.5 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:
  - 4.3.1 President and Executive appointment(s), performance and compensation matters;
  - 4.3.2 matters affecting the quality and effectiveness of a Board or Committee meeting; or
  - 4.3.3 internal governance matters, such as Board evaluations and Board attendance matters.



**EXPLANATORY NOTES REGARDING THE  
BOARD MEETINGS POLICY AND ASSOCIATED PROCEDURES**

**Issued July 2019 by the Office of the University Counsel**

*The OUC has prepared these Explanatory Notes to provide context and background regarding the Board Meetings Policy. These Explanatory Notes do not replace or supersede the content of the Board Meetings Policy and its Procedures.*

**Policy Long Title:** Open, Closed and *In Camera* Meetings of the Board of Governors

**Policy Short Title:** Board Meetings Policy

**Policy Number:** GA8

**Responsible Executive:** President

**Responsible Board Committee:** Governance Committee

**Related Policies:** N/A

**History:**

- The Board Meetings Policy was first approved by the Board of Governors in November 2008;
- The Board Meetings Policy was updated in July 2019 to reflect a new policy identification system; it is currently identified as the Board Meetings Policy, its long title is Open, Closed and *In Camera* Meetings of the Board of Governors, and its number is GA8. The previous identification number for this policy was #93.

**Related Legislation:** N/A



## 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 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.

## 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* 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.

#### 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 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 - 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.

## 2.5 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 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 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.

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## 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.



# 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 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* 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.

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.

Closed sessions of Committee meetings are attended by Governors, 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, may only be published or otherwise released after formal and specific approval of the Committee Chair or Board Chair, as applicable.

#### 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 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 35% of Committee members is required to establish quorum.

#### 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.

### 5.11 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.

