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| SUBJECT | Board and Committee Meeting Rules and Practices - Amendments |
| SUBMITTED TO | Board of Governors |
| MEETING DATE | February 14, 2020 |
| SESSION CLASSIFICATION | Recommended session criteria from Board Meetings Policy: OPEN |
| ACTION REQUESTED | Please indicate requested Board action: No decision requested: for information |
| SUBMISSION DATE | February 7, 2020 |
| LEAD EXECUTIVE | University Counsel |
| PRESENTED BY | Hubert Lai, Q.C., University Counsel |
| SUPPORTED BY | 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.
3. February 5, 2020 (OPEN SESSION)
Action: The Governance Committee approved proposed amendments as shown in Supplemental Materials #1 and Supplemental Materials #2.

EXECUTIVE SUMMARY

The amendments to the rules approved by the Governance Committee on February 5, 2020 are set out in Supplemental Materials #1 and Supplemental Materials #2. Below is a summary of the amendments:

1. The amended 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 amended 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.

3. The amended Rules also contain revised language around voting at a meeting. The amended language is consistent with the amendments made in respect of the electronic voting. The previous language introduced some ambiguity as to the effect of abstentions, which the amended language rectifies.
4. 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 amended Rules omit that provision to eliminate that confusion.
5. There are some non-substantive adjustments in the amended Rules to clean up formatting and make consistent use of defined terms.

SUPPLEMENTAL MATERIALS

1. Blackline showing changes to the Board *Meeting Rules and Practices* approved by the Governance Committee
2. Blackline showing changes to the Committee *Meeting Rules and Practices* approved by the Governance Committee



~~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.

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.~~



~~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 s 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.

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.~~