



<b>SUBJECT</b>	Amendments to the Board Committee Meeting Rules
<b>SUBMITTED TO</b>	Governance Committee
<b>MEETING DATE</b>	June 9, 2021
<b>SESSION CLASSIFICATION</b>	Recommended session criteria from Board Meetings Policy: OPEN
<b>REQUEST</b>	Action requested - Final approval  IT IS HEREBY RESOLVED that the Governance Committee, in accordance with authority delegated by the Board of Governors, approves updates to the Board’s Committee Meeting Rules, as presented in attachment 1, effective June 25, 2021.
<b>LEAD</b>	Alison Brewin, Chair of the Governance Committee
<b>SUPPORTED BY</b>	Nancy McKenzie, Chair of the Board of Governors Karen Hakkarainen, Board Secretary

### PRIOR SUBMISSIONS

The subject matter of this submission was considered by the Governance Committee in April 2021; subsequently DRAFT revisions to the Committee Meeting Rules were distributed to all governors for their comments.

### EXECUTIVE SUMMARY

The Board of Governors has established Committee Meeting Rules to guide the conduct of its committee meetings. Revisions to the Rules that will enhance governors’ participation in committee meetings are recommended. Key changes are: common rules for the closed sessions of all committees; distribution of committee *in camera* agendas to all governors; and guidance for the handling of meeting materials prepared for closed or *in camera* sessions when the classification of an agenda item is changed after meeting agendas and materials are published. If approved the new Rules will be effective for the next Board meeting cycle.

### DISCUSSION

The Board has established ten standing committees: Audit; Employee Relations; Executive; Finance; Governance; Employee Relations; Learning and Research; Indigenous Engagement; Sustainability and Climate Action; and People, Community and International. The purpose of the committees is to provide an efficient mechanism for targeted discussion. Committees are organized to assist the Board in conducting its work efficiently and effectively and committee members are appointed to balance effective committee operation with representation from both campuses (<https://bog.ubc.ca/board-committees/> )

Committee meetings may include open, closed and *in camera* sessions (see Board Meetings Policy GA8 [https://universitycounsel-2015.sites.olt.ubc.ca/files/2019/08/Board-Meetings-Policy\\_GA8.pdf](https://universitycounsel-2015.sites.olt.ubc.ca/files/2019/08/Board-Meetings-Policy_GA8.pdf) ).

The Board’s Committee Meeting Rules (the “Rules”) provide direction for the conduct of committee meetings, including providing direction about who may attend meetings and who may receive meeting materials. Under the current Rules, in addition to the committee members, governors who are not committee members may attend the open sessions of the committee meetings and open session meeting materials are made available to them. With the exception of the Audit Committee, Employee Relations Committee and Executive Committee, governors who are not members of committees may attend the closed sessions of committee meetings and meeting materials are made available to them. Where governors are permitted to attend open or closed sessions of committee meetings but are not members of the committee, governors may participate in the committee’s discussions but only committee members may vote on matters before the committee.

Under the current Rules, only members of the Audit Committee, Employee Relations Committee and Executive Committee are permitted to attend closed sessions of those committees and only committee members are entitled to receive meeting materials for those committees' closed session meetings.

The current Rules also direct that when any of the ten committees meet *in camera*, only members of the committee are permitted to receive the meeting materials and attend the *in camera* session.

Committee chairs may invite non-member governors to attend *in camera* sessions of their committees and the chairs of the Audit Committee, Employee Relations Committee and Executive Committee may invite non-member governors to attend closed sessions of those committees' meetings.

The restrictions on governor attendance at Audit, Employee Relations and Executive closed session meetings and *in camera* sessions of all committees has been a topic of discussion by the Board, most recently at the April 2021 meeting of the Governance Committee. Based on that discussion, revisions are recommended to the Committee Meeting Rules as outlined in Attachment 1 to this briefing. Following is a summary of the recommended changes:

1. Common rules for the closed sessions of all committees

This change removes the restriction on governors who are not members of Executive, Audit and Employee Relations to attend closed sessions of those committees' meetings and receive meeting materials and, instead, provides for common practice for governors to attend the closed sessions of all committees.

2. All governors to receive the agenda for *in camera* sessions of committees

With this change, governors who are not committee members will receive the agendas for *in camera* sessions of meetings; however, only committee members will receive the *in camera* meeting materials. Other governors may ask a committee chair for permission to attend an *in camera* session of a meeting and chairs may authorize the distribution of *in camera* meeting materials to governors who are not members of their committees.

3. Directions for how to deal with meeting materials when the classification of an agenda item is changed after meeting agendas have been published.

The Board of Governors Manual, page 55, recognizes that materials prepared for discussion in closed or *in camera* session may not be appropriate for distribution if the classification of the agenda item is changed from "closed" to "open" or from "*in camera*" to "closed" or "open". A similar provision is recommended for inclusion in the Committee Meeting Rules and directs that, when an agenda item is reclassified, the Committee Chair in consultation with the lead Executive will determine whether materials are appropriate for distribution in the new session.

Under its terms of reference section 2.1.1, the Governance Committee is delegated authority by the Board of Governors to make rules for meeting of the Board's Committees and to approve amendments to those Rules.

---

## APPENDICES

1. Blackline of Committee Meeting Rules



# 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 appoints Committee members, balancing effective committee operation with representation from both campuses.

Pursuant to section 27(2)(c) of the *University Act*, the Board has the power to appoint the Committees it considers necessary and advisable. As at June 16, 2020, the Committees of the Board were the:

- Audit Committee;
- Employee Relations Committee;
- Executive Committee;
- Finance Committee;
- Governance Committee;
- Indigenous Engagement Committee;
- Learning & Research Committee;
- People, Community & International Committee;
- Property Committee; and,
- Sustainability & Climate Action Committee.

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 are established according to the following general principles and procedures:

- 2.1 Committees shall operate to reinforce the wholeness of the Board 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.
- 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 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 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 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.

- 2.8 In the event that a question arises as to which Committee should consider a particular item, the applicable Committee Chairs will resolve the question amongst themselves, and, if a final decision cannot be agreed upon, the Board Chair will determine the matter.

### 3 Accountability and Decision Making

- 3.1 Apart from the Executive Committee, which meets as needed between regularly scheduled Board meetings to make decisions on behalf of the Board, Committees do not speak or act for the Board except when formally given such authority for specific or time-limited purposes.

### 4 Composition

Committee composition will be determined as follows:

- 4.1 the Board Chair, the Chancellor, and the President are ex officio voting members of each Committee;
- 4.2 the Board Chair appoints the remaining members of the Committees with the assistance of the President, based on qualifications and interest, with a view to avoiding potential conflicts of interest and considering balanced representation from UBC Vancouver and UBC Okanagan and from the various constituencies of elected and appointed Governors, and in accordance with any other specific requirements set out in the Committees' terms of reference;
- 4.3 when there are changes in Board membership, the Board Chair, with the assistance of the President, will review and update the membership of each Committee as appropriate; and
- 4.4 in consultation with the Board Vice-Chair, the Board Chair will select the Committee Chair and the Vice-Chair of each Committee to the extent that the terms of reference of the Committee do not already specify the Chair and Vice-Chair.
- 4.5 Committee assignments may vary from the requirements specified in the Committee terms of reference on occasions when there are vacancies on the Board of Governors, with the expectation that Committee assignments will meet the requirements of the Committee terms of reference once vacancies on the Board are filled.

### 5 Meetings

#### 5.1 Frequency

In general, Committees meet five times per year, approximately 7-10 days before each regularly scheduled Board 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 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 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 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.

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

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

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 meeting may not participate in discussion or debates 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 Governor, 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 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. Governors who are not members of the Committee may request permission from the Committee Chair to attend an *in camera* session. *In camera* sessions may also be attended by members of the Executive and guests who are specifically ~~invited~~ permitted by the Committee Chair.

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

~~Materials distributed in closed or *in camera* sessions (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.~~

### 5.5 Agendas and Meeting Materials

In general, items for consideration by the Board 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 and each item on a closed agenda will indicate the basis for such designation in accordance with the Board Meetings Policy.

The meeting agenda and materials for open sessions of Committee meetings are [distributed to all Governors and are published on the Board website within one day after distribution to Board members.](#)

[The meeting agendas and materials for closed sessions of Committee meetings are confidential and are not made available to the public. The meeting agendas and materials for such sessions of Committee meetings are distributed to all Governors.](#)

[The meeting agendas and materials for \*in camera\* sessions of Committee meetings are confidential and are not made available to the public. Meeting agendas for such sessions are distributed to all Governors. Meeting materials are distributed only to the Committee members. The Committee Chair may authorize the distribution of \*in camera\* materials to Governors who the Committee Chair authorizes to attend the \*in camera\* meeting.](#)

[Where the Committee Chair determines that it would be appropriate to move an agenda item from an \*in camera\* session to a closed session or an open session or from a closed session to an open session, the Committee Chair, in consultation with the Lead Executive for that agenda item, will determine whether it would be appropriate for the materials supporting that agenda item to be made available in the new session, understanding that they were prepared for a more restricted audience.](#)

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 and Vice-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 51% of Committee members is required to establish quorum, unless the Terms of Reference for a Committee specify a different level, and ex officio members of the Committee will be excluded from the calculation of quorum if they do not attend the meeting.

#### 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 present at the meeting who are entitled to vote, 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.

#### 5.10 Resolutions Approved Electronically

A resolution approved electronically (via email or the Board's document-sharing portal) and 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.

#### 5.11 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 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.

## 7 Recommendations

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

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

## 8 Committee Support

The Board Secretariat supports the operations of 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 for these matters.

DRAFT