

## **Board Meeting Guidelines**

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### **1. Frequency**

The Board holds the following meetings:

- four regular meetings per year; and
- an annual general meeting.

In addition, the Board holds additional special meetings as required.

### **2. Composition**

The Board must be composed of more than fifty percent non-executive directors. A Director may be removed or replaced at any time by ordinary resolution passed by members.

### **3. Notice**

The Board's regular meeting schedule is set a year in advance and notice of upcoming regular Board meetings is given at the previous regular Board meeting. Notice of each special Board meeting, specifying the place, day and time of such special meeting must be given to each of the Directors at least three days prior to the meeting unless all Directors agree to waive notice thereof. Any Director may at any time call a meeting.

### **4. Agenda and Supporting Materials**

The Board Chair, in consultation with the CEO, develops the agenda for each Board meeting. Under normal circumstances, the agenda and supporting materials are distributed to Directors at least one week in advance of the meeting.

Directors who wish to suggest items for discussion at Board meetings and additions to the agenda should contact the Board Chair at least two weeks in advance of the meeting. The Board Chair may exercise their discretion whether to include the suggested item on an upcoming Board meeting agenda.

## **5. Meeting Procedures**

The following describes general procedures regarding the conduct of meetings:

- each Director has equal voting privileges (one vote per Director);
- a quorum for meetings is a majority of Directors; and
- questions arising at any Board meeting are to be decided by a majority of votes. In the case of an equality of votes, the Board Chair does not have a second or casting vote.

## **6. Resolution in Writing**

A resolution in writing signed by all Directors (on paper or electronically) is as effective as if it had been passed at a Board meeting properly called and constituted.

## **7. Minutes**

The Board Chair is provided with the draft minutes of each meeting of the Board as soon as possible after each meeting for review and comment before presentation to and approval by the Board. Once approved by the Board, the minutes serve as the official record of the meeting.

## **8. Board Deliberations and Confidentiality**

The Board recognizes that certain deliberations by the Board must remain in confidence with the Board. Directors respect the provision that the official record of the Board's deliberations is through the approved minutes of the Board meeting. The views or opinions of individual Directors in attendance at meetings must be treated with respect and confidence.

## **9. Location & Attendance**

Preferably, Directors will attend meetings in person, however, Directors may participate in a Board meeting by conference telephone or other communications facilities (not limited to videoconferencing) by means of which all Directors participating in the meeting can hear one another and provided that all such Directors agree, in advance, to such participation. Directors participating in a meeting in such manner shall be deemed to be present at the meeting and counted in quorum.

## **10. In Camera Meetings**

The Board meets *in camera*, with the CEO and without the CEO at the beginning and/or end of each Board meeting.

The purpose of the *in camera* session is to provide Directors an opportunity to meet without members of senior leadership or staff, in order to discuss matters including the following:

- sensitive matters within the jurisdiction of the Board (for example, performance or evaluation)
- to meet with certain external advisors or consultants (e.g., external auditor) and to safeguard the independence of those individuals
- internal governance matters and functioning

Following the *in camera* session, the Board Chair provides the CEO with a summary of items discussed for the record of the meeting as appropriate.

## **11. External Advisors**

The Board, subject to availability of resources and budgetary considerations, may engage the expertise of outside resources to fulfill its mandate.