

**BYLAW #12**  
**MEETINGS OF THE BOARD**

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**Approved:** September 1979  
**Amendment:** December 2008

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## **Meetings of the Board**

### **A. Conference Meetings**

A member of the Board may participate in a meeting of the Board or of any committee of the Board by means of conference telephones or other communication facilities by means of which all members participating in the meeting can hear each other.

A member participating in accordance with this Bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat.

Likewise, a meeting of the Board or of any committee of the Board may be held by means of conference telephones or other communication facilities by means of which all members participating in the meeting can hear each other or can read all the responses/input. There must be majority agreement to proceed in this manner.

Board members participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting and to have so agreed, and shall be counted in the quorum therefore and be entitled to speak and vote thereat.

### **B. Resolutions in Writing**

A resolution in writing signed and approved by e-mail by 75% of the members of the Board entitled to vote on the resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board or committee of the Board, provided that prior to such a resolution receiving the required consent, any 3 members of the Board may, by notice in writing to the Executive Assistant to the Board, require the matter to be dealt with at a meeting of the Board or a committee of the Board.

### **C. Quorum**

51% of the members of the Board, or a committee of the Board, constitutes a quorum for the transaction of business of the Board.

The Chair has the same right to vote as other members of the Board and, in the case of an equality of votes for and against a motion, the question is deemed to be resolved in the negative and the Chair shall so declare.

### **D. Public and In-Camera Meetings**

Meetings of the Board shall be open to the public unless the matters under consideration involve:

- i. issues where the protection of a third party's personal information is required;
- ii. issues where disclosure could reasonably be expected to harm a security or disciplinary matter;
- iii. issues regarding the potential liability of the University, the Board or Board members, litigation or legal advice provided to the Board;
- iv. issues, the disclosure of which could harm the financial or economic interests of the University, including contracts where confidentiality is required, the disposition of real property interests, tenders for construction and budget discussions;
- v. issues, the disclosure of which could cause undue financial loss or gain to a third party;
- vi. negotiations carried on by or for the University, including collective bargaining; or
- vii. other issues that, in the opinion of a majority of the Board, are of a confidential nature.

The Chair may invite staff and other persons to attend in-camera sessions.

The details of any matter discussed at an in-camera meeting shall be held in strict confidence by all those in attendance.

By resolution of the Board any matter discussed at an in-camera meeting may be brought forward for discussion at a public meeting.

## **E. Presentations to the Board**

Persons wishing to make presentations to the Board should request an opportunity 15 days prior to a scheduled Board meeting, stating the topic and purpose of the presentation.

The Chair acting on behalf of the Board, may allow a requested presentation and determine the allocation of time, which should not exceed 5 minutes. The presenter should, where reasonable, provide brief written documentation with sufficient copies for the members of the Board.

## **F. Meeting Notice**

At least 48 hours notice shall be given of all extraordinary Board meetings, except emergency meetings (below).

Notices of upcoming regular meetings of the Board shall be given at the previous regular meeting of the Board.

The Chair, where he or she deems it necessary, may call an emergency in-camera or public meeting.

## **G. Resolutions and Minutes**

The actions of the Board upon any matter coming before it shall be evidenced by resolution and the entry of a resolution in the Minutes of the Board shall be prima facie evidence of the action taken.

Copies of the Minutes of the Board will be sent to members of the Board and may be publicly posted at the discretion of the Board.

## **H. Remuneration**

Members of the Board shall be reimbursed by the University for any reasonable travel and out-of-pocket expenses incurred by them in discharge of their duties, including a mileage allowance

for use of the member's own automobile while on Board business consistent with Policies 11.11 and 11.17.

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