

	Number: GOVERNANCE 03	
	Subject: Open Meetings of the Board Of Directors	
Effective Date: 2006-04	Past Review Date: 2012-04, 2017-01	Revision Date: 2020-04
Policy Sponsor or Department Responsible: Board of Directors	Approved by: Board of Directors (2020-03)	
Applies to: ÉBH, SVH, SLR, ÉBR		

1.0 POLICY

1.1 This policy outlines the guidelines for the meetings of the Board of Directors as referenced in Bruyère Administrative By-Law Article 10.

2.0 NOTIFICATION OF MEETINGS

2.1 The calendar of Board meetings for the year, including the public information meeting, is posted on the external website in September. This includes the date, time and location of each Board meeting.

3.0 ATTENDANCE

3.1 Regular meetings of the Board, except those held *in camera* (see section 9.0), are open to the public, including the media, upon written request and approval. Exception: the Annual Public Information Meeting.

3.2 Members of the public, excluding Senior Strategy Team, resource staff to Board committees and invited guests, attending Board meetings are asked to sign in at arrival.

3.3 A Director may participate in a meeting of the Board of Directors or of any of its Committees by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other simultaneously and instantaneously. A Director participating in such meeting by such means is deemed to be present at the meeting.

4.0 MEETING PROTOCOL

4.1 Meetings of the Board may take place by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other simultaneously and instantaneously. The preference is to hold meetings in person.

4.2 The use of cameras, videos and other recording devices are prohibited during all meetings of the Board, unless otherwise approved by the Board.

4.3 All persons in attendance will maintain proper decorum at all times. Any unapproved intervention of the public or media during the course of the Board meeting is not permitted. The Board Chair will, at their discretion, ask any member of the public to leave if proper conduct is not maintained.

5.0 ADDRESSING THE BOARD

5.1 Members of the public wishing to speak at any Board meeting are to request permission from the Secretary of the Board at least 5 working days before the meeting, specifying the subject they wish to address and providing their full name and telephone number where they can be contacted.

5.2 The Secretary of the Board will discuss the request with the Board Chair, who will decide whether to add the matter to the agenda or deny the request. If the request is denied, the Secretary advises the individual or directs them to the appropriate committee or staff person.

5.3 Presentations by members of the public are limited to 5 minutes, unless otherwise permitted by the Board.

5.4 The Board will acknowledge the presentations but, for efficiency purposes, may not respond to presentations or questions at the meetings.

6.0 QUORUM

6.1 Majority of the Directors entitled to vote shall constitute a quorum for a meeting of the Board of Directors.

7.0 VOTING

7.1 Guidelines for voting during meetings of the Board are outlined in Bruyère's By-Law Article 10.05.

7.2 Board Decision Making

7.2.1 Subject to paragraphs 7.2.2 and 7.2.3 of this policy, no business shall be transacted by or decisions made by the Directors except at a meeting of Directors at which a quorum of the Board is present.

7.2.2 If all the Directors present at or participating in the meeting consent, a meeting of Directors or of a committee of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by such means is deemed to be present at the meeting.

7.2.3 Notwithstanding paragraph 7.2.1 of this Policy, any resolution signed by all the Directors (i.e. 100% of the Directors entitled to vote on such resolution) is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

7.3. Procedure for Board Decisions by Email

7.3.1 For the purposes of paragraph 7.2.2 of this policy, business may be transacted by or decisions made by the Directors by email in extraordinary circumstances and at the discretion of the Board Chair. Such business will be conducted under the direction of the Secretary and/or Board Chair and in compliance with the following rules:

7.3.1.1 If any Director objects to the use of email for conducting business on a specific matter, then such business shall not be conducted in that manner.

7.3.1.2 As directed by the Chair, the Secretary or the Secretary's delegate shall prepare background information on the issue at hand to ensure all Directors are fully informed. The Secretary or the Secretary's delegate will also prepare a resolution with respect to the matter being presented for approval of the Directors.

7.3.1.3 The background information and resolution shall be emailed to each Director. The subject line of the email message shall include the words "Board Decision Required." A timeline for response, which shall not be less than 48 hours (the "Voting Period"), shall be indicated in the message. The email will make it clear when the Voting Period begins and when it ends. The email shall also indicate that the matter requires a motion proposing the approval of the resolution and that any Director entitled to vote on the matter may, by email response to all Directors, propose or move such a motion.

7.3.1.4 Directors must acknowledge that they have received the email. Such response may include any questions or comments on the proposed matter.

7.3.1.5 Each Director should respond and express their vote or abstention as follows: "MOTION to approve a resolution on xxxx." I am IN FAVOUR of this motion OR I am OPPOSED to this motion OR I ABSTAIN from this motion.

7.3.1.6 Unless a secret ballot is demanded, email responses are to be sent to all Directors ("reply all") so that all Directors may see how each of them has voted. In the event that a secret ballot is demanded, appropriate procedures shall be followed.

- 7.3.1.7 Quorum will be reached when at least a majority of the Directors entitled to vote on the resolution have responded to the email and cast their vote or expressed their abstention prior to the close of the Voting Period. If quorum is not reached within the Voting Period, the motion is deemed to have been withdrawn and no decision will have been made.
- 7.3.1.8 Upon expiry of the Voting Period, the Secretary or the Secretary's delegate shall verify that all votes came from the email addresses identified by each of the Directors. The Secretary or the Secretary's delegate will then count the ballots and advise the Chair of the outcome of the vote. When the Chair is satisfied that the requirements for voting have been met, the Secretary or the Secretary's delegate shall inform all Directors of the outcome of the vote by email.
- 7.3.1.9 The Secretary shall retain or cause to be retained copies of all correspondence and emails related to the vote for a period that complies with the retention policy established by Bruyère for its records management system.
- 7.3.1.10 The motion, regardless of the outcome of the email vote, shall be presented to the Directors at the next meeting of the Board for inclusion in the minutes.

8.0 IN CAMERA MEETINGS

8.1 The Board of Directors may, if decided by a majority of those Directors present, hold a meeting or any part of it *in camera* when an issue is judged to be of a confidential nature. Examples of such issues are matters dealing with personnel, labour relations, litigation, contracts under negotiation and security.

8.2 A request for a matter to be discussed by the Board in camera may be made by any Director, and decided by a majority vote of Directors present. The motion, reason, and vote as to whether a matter should be dealt with *in camera* are made during the regular meeting, and recorded in the regular minutes.

8.3 When a decision has been made to proceed in camera, the public is asked to leave the room. At the discretion of the chair, other staff members may be asked to attend.

8.4 In camera meetings are to be held at the beginning or end of Board meetings, whenever possible.

8.5 Discussions held in camera do not form part of the public record. Minutes shall be recorded by the Secretary or their delegate and reviewed/approved by the Directors at the subsequent in camera meeting. Matters before an in camera session of the Board shall remain confidential until such matters are moved to the regular meeting of the Board.

8.6 The Board will review its use of in camera meetings on a regular basis to ensure that its practices properly balance the requirements for Board discussions.

9.0 IN CAMERA MEETINGS EXCLUDING EX-OFFICIO DIRECTORS

9.1 In camera meetings excluding ex-officio directors are called only to discuss the recruitment, evaluation, compensation or succession of the President & CEO or Chief of Staff.

9.2 A request for a matter to be discussed by the Board in camera excluding ex-officio directors may be made by any Director, and decided by a majority vote of Directors present. The motion, reason and vote upon whether a matter should be dealt with in camera excluding ex-officio directors are made in public and are included in the regular minutes. At the discretion of the chair, other staff members may be asked to attend.

10.0 BUSINESS AT ANNUAL PUBLIC INFORMATION MEETING OF THE BOARD

10.1 The business transacted at the Annual Public Information meeting of the Board of Directors shall include:

10.1.1 Annual report of the Chair;

10.1.2 Annual report of the President & CEO;

- 10.1.3 Treasurer's report;
- 10.1.4 Annual report of the Chief of Staff;
- 10.1.5 Announcement of Directors appointed or elected;
- 10.1.6 Announcement of the Officers of the Board of Directors for the next year;
- 10.1.7 Announcement of the auditors; and,
- 10.1.8 Questions or comments from the public.

11.0 DOCUMENTATION

- 11.1 Agendas of the current meeting are made available to members of the public in attendance at Board meetings.
- 11.2 A copy of approved board minutes may be requested after that meeting from the Secretary of the Board.

12.0 REFERENCES

Administrative By-Law, Bruyère, adopted/Enacted July 14, 2003, Revised March 28, 2019.

Related Policies:

[OV 06 Conflict of Interest Policy](#)

In case of doubt, the English version of this policy takes precedence over the French

Any copy of this document appearing in paper form should always be checked against the electronic version (on InfoNet) prior to use. A printed copy may not reflect the current version posted on Bruyère's InfoNet. This Bruyère Continuing Care document has been prepared for internal use only. Bruyère accepts no responsibility for use of this document by any person or organization not associated with Bruyère Continuing Care. No part of this document may be reproduced in any form for publication without permission of Bruyère.