

Policy Number	1.4
Approval Body	Board of Governors
Policy Officer	President + Vice-Chancellor
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Review	2012

1.4 BOARD OPERATIONS

ENABLING LEGISLATION + LINKED POLICIES

University Act

Meetings of the Board:

- Section 26 (1) The board must meet as often as is necessary to transact the business of the board, and in any event at least once every 3 months.
- (2) Fifty one percent of the members of the board constitutes a quorum for the transaction of business of the board.
- (3) The chair has the same right to vote as the other members of the board, and, in the case of a tie vote on a motion, the motion is defeated, and the chair must so declare.

Board Bylaws

OBJECTIVE

The objective of this policy is to define how the Board of Governors (Board) will conduct its business, in relation to itself and its community.

SCOPE

This policy applies to the Board in its conduct of business and to the Emily Carr University of Art + Design (University) community in its relationship to the Board.

POLICY

A. EMPLOYEE, STUDENT AND PUBLIC ACCESS TO THE BOARD

1. Members of the University community and the general public may attend the open session known as regular meetings of the Board. As noted in the Board Bylaws, "In Camera" meetings shall include only members of the Board (unless excused by the Board under the "Conflict of Interest" Bylaw).
2. At the discretion of the Chair, the Board may hear submissions from members of the University community and the public at large in the open session where possible, or the item may be referred to a committee of the Board. Notice of any such submission must be made through the University Secretary at least 48 hours before the meeting.
3. At the discretion of the Chair, those making submissions and other visitors at an open session may participate in the discussion, offer points of information and ask questions on a specific submission.

4. The Board will not take any action on any submissions before the President has had an opportunity to study the submission and make recommendations to the Board thereto.
5. Any presentation shall normally be limited to 10 minutes.
6. The Board may consider proposals and recommendations from individuals and groups in conjunction with and related to recommendations from the President on a specific issue.
7. The President advises the Board of dissenting opinion of consequence on recommendations he/she brings forward.
8. At each open session, the Chair may reserve a maximum of 15 minutes for a general question period. Written questions received by the University Secretary 48 hours before a Board meeting will have priority and, if time permits, questions may be accepted from the floor. At the Chair's discretion, questions may be referred to the President before answers are given.

B. MANAGEMENT OF MEETINGS

1. Conduct of Meetings
Robert's Rules of Order, unless otherwise prescribed by legislation, bylaws, Board resolutions or Board policy, shall govern the conduct of Board meetings.
2. Quorum
A quorum is defined in the *University Act* as "Fifty one percent of the members of the board constitutes a quorum for the transaction of business of the board".
3. Majority
As per the *Bylaws*, "at all meetings of the Board a resolution shall be passed by the affirmative vote of the majority of the members present at a meeting at which a quorum is present". Abstentions have the effect of a negative vote. If a member chooses to abstain, their abstention has the effect of casting a negative vote. If a member does not wish to have the effect of a negative vote they may absent themselves from the meeting during the vote and the minutes will reflect that they have left the meeting.
4. Agenda Delivery to Board of Governors
Agendas for the regular meeting of the Board will be forwarded to the Board members no later than 48 hours before the scheduled Board meeting.
5. Attendance
The *University Act* stipulates an attendance requirement by the Board. "Unless excused by resolution of the Board, a member who does not attend at least half of the regular meetings of the Board in any year is deemed to have vacated his or her seat".