

BOARD MANUAL

Approved By:	Board	Number:	4-B-4
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Last Review Date:		Last Revision Date:	February 26, 2013
SUBJECT:	Rules of Procedure at Board Meetings		

Purpose

To ensure that board meetings are orderly and effective.

Policy

Agenda and General Discussion

Board meetings will be called to order at the time specified in the notice of meeting (or as pre-arranged) and upon satisfaction of quorum.

The chair should follow the agenda, which should provide an opportunity to correct the minutes of the previous meeting and approve them, and which shall become the order of business unless a motion to amend the agenda is made and adopted.

Motions

Decisions are made by motion in the following manner:

- (a) a matter requiring a decision is introduced by the chair;
- (b) a motion in respect of the decision is made by a director;
- (c) where applicable, a second director seconds the motion;
- (d) debate occurs on the motion; and
- (e) a vote is taken.

A motion must be seconded before the subject matter of the motion is open for debate, and all discussion must apply to it until disposed of, except as provided below. When every director who wishes to speak has done so, the chair shall call for a vote.

General custom permits the withdrawal of a motion by consent of the mover and seconder, but if either objects, the motion must be put to a vote. This applies to substantive motions and amendments.

Motions dealing with procedure will have priority over other motions. Motions to adjourn if the time for the next meeting has been set, to postpone a decision of a subject to a definite time, or to open or close nominations, must be voted upon without debate or amendment.

The chair may summarize discussions and present alternatives for consideration when no motion is pending.

Amendments

An amendment to a motion must fall within one of the following categories:

- a. The deletion of certain words
- b. The addition of certain words
- c. The deletion of certain words and the substitution of others in their place.

An amending motion which would nullify the main motion is not an amendment and cannot be introduced.

There cannot be more than two amendments pertaining to the same motion before the meeting at one time, but when one of these has been accepted or rejected, another amendment may be introduced but only if it is different in purpose from one previously defeated.

Voting is in the following order:

- a. On the amendment to the amendment, or the second amendment
- b. On the amendment
- c. On the motion if amendments have been defeated or on the motion as amended if an amendment has carried.

Point of Order

Only on a point of order or privilege can a director interrupt another director who is speaking, except when with the consent of the speaker questions may be asked. If a director feels that improper language has been used, irrelevant argument introduced, or a rule of procedure broken, he is entitled to "rise to a point of order", interrupting the speaker. The point of order must be stated definitely and concisely and the chair shall decide without debate, although the chair may ask opinions. The ruling may be appealed by the director who has risen to a point of order and, if so, the chair states his decision and the point of appeal. The chair then puts the question which is not debatable: "Shall the decision of the chair stand as the judgement of this meeting?" A simple majority decides the issue. This merely settles a point of procedure and is not a vote of confidence in the chair.

Question of Privilege

If a director feels that a statement reflects on his reputation or that of the board, the committee, or the hospital, they are entitled to raise a "question of privilege". The procedure is the same as for a point of order.

General

On special motions, the following procedure shall prevail:

- a. To adjourn - debatable as to time only
- b. To take a recess - not debatable
- c. To raise a question of privilege - personal - not debatable
- d. To lay on the table - not debatable

- e. To limit or extend the limits of debate - not debatable
- f. To postpone to a definite time - debatable as to time only
- g. To amend - debatable.

Rules of Debate

Every Director must be recognized by the chair prior to speaking to any question or motion. Directors will address all comments to the chair. At the discretion of the chair, questions asked by a director may be answered by a third party, prior to receiving another director's comments.

Directors will:

- a. speak in the order indicated by, and within the time limits set by the chair;
- b. confine their remarks to the merits of the motion;
- c. not attack another director's motives; and
- d. not prolong debate unnecessarily by restating previously made points of view.

Directors who have spoken to a motion previously, will respect the chair's need to hear from all directors prior to hearing from a director twice.

Directors will debate items fully but will support the majority of directors once the result of the vote has been declared by the chair.

During electronic board meetings, all participants will identify themselves before making any comments.

Voting

Approval by a majority of those directors voting or by consent without objection will be the necessary vote to carry a motion except for those matters in the by-laws that require a higher level of approval.

A vote on a motion will be taken when discussion ends but any director may, during the course of debate, move for an immediate vote (close debate) which, if carried, will end discussion and the vote on the main motion shall then be taken. The motion to close debate requires a two-thirds vote.

Consent items are voted on at once without discussion, unless a director feels that an item should be discussed and requests the removal of that item at the beginning of the meeting.

Voting may be by show of hands unless some other method is decided upon by motion, except that in elections voting may be by secret ballot. Votes will be counted whenever the chair is in doubt as to the result or if any director requests a count. Where a recorded vote is not requested, the minutes will simply reflect that a motion was approved or not approved.

The chair may vote in the following circumstances:

- a. once, to break a tie when the vote is by show of hands, or
- b. once, when the vote is by written ballot.

Questions of Procedure

All points of order or procedures not provided for in the applicable legislation, the by-laws of the board, special resolutions, or this guideline will be resolved with reference to "The Standard Code of Parliamentary Procedure, 4th, Alice Sturgis, McGraw Hill, 2001."

Other Related Policies

4-B-2 Board Meeting Agenda Development

4-B-3 Board Motion Format