

**BOARD
MANUAL**

Approved By:	Board	Number:	4-B-19
Date Issued:	September 18, 2019	Page:	1 of 6
Last Review Date:		Last Revision Date:	
SUBJECT:	<u>Board Meeting Procedures</u>		

Purpose

To ensure a consistent approach to meeting preparation and management

Agenda Preparation

It is the responsibility of the Chair, in consultation with the CEO, to develop the agenda for board meetings.

Upon reviewing a board-meeting package and agenda, a board member who wishes to add an item to the Board's agenda or to be provided with additional information with respect to a board matter (such as a legal opinion addressed to the Board or previous briefing notes) should speak with the Board Chair.

If the board member and the Chair are not in agreement, then the board member may, on notice to the Chair, raise the request during the call for other business or approval of the agenda at the opening of the board meeting, and the matter shall be determined by the Board.

The agenda, together with supporting materials, will be distributed to board members at least four days before the board meeting.

Consent Agenda Overview

A consent agenda is a set of items that are previously distributed and approved without discussion. The consent agenda promotes good time management by streamlining the process for approval of regular, routine issues that come before the Board. Consent items are self-explanatory and non-controversial, for information only and/or confirm a previously discussed issue.

The following items will generally not be included on the consent agenda:

- Decisions that have broad implications
- Approval of professional staff privileges
- Auditor's report

Unless a board member feels that an item should be discussed and requests the removal of that item ahead of time, all consent items are voted on at once without additional explanation or discussion.

Consent Agenda Procedure

1. The list of consent items and supporting documents are clearly identified and included in the board's agenda package in sufficient time to be read by all members prior to the meeting. Any items not included in the regular board package will not be included on the consent agenda.
2. The consent agenda will state: "Any board member may request that any item be removed from this consent agenda and moved to the regular agenda."
3. Board members should thoroughly review the consent agenda items and other pre-circulated materials prior to the meeting and anticipate that no verbal reports will be presented.
4. At the beginning of the meeting, the Chair asks members to state the items they wish to be removed from the consent agenda and discussed individually. Any director may request that an item be moved out of the consent agenda.
5. If one item in a committee or other report is requested to be moved to the regular agenda, that item shall be moved. The rest of the items in that committee or other report will remain on the consent agenda.
6. When an item has been removed, the Chair will determine its placement on the agenda.
7. When there are no more items to be removed, the Chair confirms the remaining consent items. The Chair may then declare the consent business to be approved by saying "If there are no requests to remove an item we will take the consent agenda business as approved by the Board."
8. Acceptance of the consent agenda is documented in the board meeting minutes. Minutes will include the full text of resolutions or recommendations adopted and references to reports or other matters received.

Briefing Notes

As much as possible, items for the board package will be accompanied by Briefing Notes. Appendix 1 contains the Briefing Note template to be used for board and committee meetings.

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/she 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/her 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 judgment 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/her 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

The chair must recognize every Director prior to speaking to any question or motion. Directors will address all comments to the chair. At the discretion of the chair, a third party may answer questions asked by a Director, 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 chair has declared the result of the vote.

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." Call to Order: Meeting Rules, Procedures and Advice for Non-Profit Organizations. Second Edition, Herb Perry and Susan Perry. Big Bay Publishing Inc., 2008.

Other Related Policies


**Appendix 1:
Briefing Note Template**
Grand River Hospital Briefing Note

Date				
Agenda Item/ Prepared for				
Purpose: <i>(indicate with X)</i>	Information		Discussion	
	Seeking Direction		Decision	
Prepared by:				
Reviewed By:				

Purpose:

Why is the matter being tabled? **Why does the matter require board attention?**

Motion or Recommendation (delete if not applicable):

...that the GRH Board of Directors approve X.

Background

Provide relevant background information for Board/Committee to understand the issue at hand and what has happened to date.

Analysis / Consultation:

What analysis and/or consultation has been done? What are the results?

Questions for the Board to Consider:

What are the key issues the Board should consider regarding this matter or when making this decision?

Link to Strategic Plan:

Motions must be presented in the context of the mission and vision of GRH and its strategic plan to ensure that Board decisions are made at a strategic level.

Financial Impact:

If there is a financial impact, it should be noted.

Risk Assessment:

Provide a risk assessment on applicable risks including business risk, resources risk, compliance risk and reputational risk.

Ethical Consideration:

Provide a description of the ethical considerations identified in the following areas: relevance, community engagement, revision, communication, and accountability. Refer to the Framework for Ethical Decision Making for further consideration.

Next Steps(if applicable)

Provide list of action steps to be completed after the Board/Committee discussion.

Communication Strategy (if applicable):