POLICY:	POLICY No.
Meetings of the Board of Governors	**B-5**
EFFECTIVE DATE AS OF:	PRIOR VERSIONS:
October 22, 2024	**October 25, 2022** **March 24, 2020** **June 28, 2016**

1. Policy Purpose:

The purpose of this policy is to provide the foundation for how board meetings shall operate at MITT.

2. Policy:

a) Place of Meeting:

Meetings of the board will generally be held at MITT's head office in Winnipeg, Manitoba. The meeting may be held at a different location at the discretion of the Chair and Corporate Secretary or in the event of special meeting that is planned to be offsite.

At the discretion of the Chair and Corporate Secretary a meeting may be held by electronic means which allows for all board members to participate at the same time (virtual meeting).

b) Date of Meeting:

The board may appoint a day or days in any month for regular meetings of the board. Regular meetings of the board shall be held as often as necessary to transact the business of the board, but normally will include a minimum of four to six meetings per year which may include a retreat. A schedule of all meetings to occur during the academic year will usually be provided at the first meeting in the fall.

c) Notice:

The Corporate Secretary has the responsibility to provide at least 10 days' notice of any upcoming meeting and provide supporting material at least five days in advance of the meeting. Late submissions are generally acceptedno less than 24 hours before the meeting.

d) Consent Agenda:

At the discretion of the Chair, the board agenda may include a consent agenda which may include items requiring a decision, that are expected to require little to no discussion or debate. Materials and motions proposed to be dealt with under the consent agenda portion of the agenda shall be clearly identified as falling under the consent agenda in the meeting packages. These

items are not given individual consideration by the board, unless a member so requests. At the beginning of each meeting the Chair will ask for a motion to approve and/or reject all items listed under the consent agenda. At that time a board member may request that an item be moved out of the consent agenda section for further discussion. Approval of the consent agenda serves as approval of all items listed in the consent agenda.

e) Rules of Order;

The board will generally follow Robert's Rules of Order, unless otherwise determined by resolution of the board.

Under Robert's Rules of Order, everyone has the right to participate in a discussion before anyone may speak a second time; everyone has the right to know what is going on at all times, only urgent matters may interrupt a speaker; and only one motion can be discussed at a time.

A motion is the topic under discussion. A motion requires that a member rise or raise their hand to signal the Chair. The motion must then be seconded by another member. The Chair shall restate the motion and open the motion to debate. Once debate has been completed the Chair will take a vote and announce the result of the vote and any instructions.

Certain situations may need attending during a meeting, but they do not require a motion, second, debate or voting including:

- **Point of Order**: Draws attention to a breach of rules, improper procedure, breaching of established practices, etc.
- **Point of Information**: A member may need to bring up an additional point or additional information (in the form of a non-debatable statement) so that the other members can make fully informed votes.
- **Point of Inquiry**: A member may use a point of inquiry to ask for clarification in a report to make better voting decisions.
- **Point of Personal Privilege:** A member may use a point of personal privilege to address the physical comfort of the setting such as a temperature or noise. Members may also use it to address the accuracy of published reports or the accuracy of a member's conduct.

f) Quorum:

The quorum requirement necessary at a board meeting for the transaction of business is greater than 50%.

g) Voting:

Each motion shall be decided by a majority vote of the members present. Voting by proxy is permitted. The Chair and each member shall have one vote. In the event of a tie vote, the resolution shall not be passed. In order to remain impartial and to allow other board members to

vote unfettered, the Chair will only exercise the right to vote after the other board members have voted and only if it would affect the outcome.

h) Call to Order:

The Chair shall call the meeting to order at the hour for which the meeting is called, providing a quorum is present. If quorum is present a Vice Chair may call the meeting to order in the Chair's absence.

A meeting may take place without quorum present but motions cannot be approved.

i) Special Meetings:

Where an immediate decision is required on one or more items and/or it is not practical to comply with the above procedures, the Chair may authorize a special meeting of the board. The following applies to a special meeting:

- In the event of a virtual meeting, a roll call voting procedure will be required to ensure accuracy of the vote count.
- As much advance notice will be provided as possible, and background material will be distributed where practical;
- Best efforts will be used to contact all members to attend or waive their attendance at the meeting. However, if all members cannot be contacted the special meeting can proceed without formal waivers from absent members;
- If obtaining a quorum proves to be impractical, the Chair may authorize the special meeting to proceed with less than a quorum in attendance and the solicitation of the votes of absent members by telephone or electronic mail is acceptable;
- As an alternative, the Chair may authorize the special meeting to proceed by way of the solicitation of the votes of all members by electronic mail.

Parameters for solicitation of votes by e-mail:

Advance notice will be provided and background material will be circulated to all board members, consisting at a minimum of:

i. A summary of the issue(s) at hand
ii. The rationale for an e-vote
iii. Instructions for completing the e-vote
iv. The proposed motion(s) to be voted on

Board members will be provided a timeline for response; ideally 48 to 72 hours, with a minimum of 24 hours required.

For an e-vote to be valid, a quorum of responses must be returned. Quorum is greater than half.

Following the deadline, e-votes will be tabulated on the issue(s) at hand and the results circulated by email. Any e-votes received after the deadline but before the results are circulated will be counted.

The motion(s) will be carried if greater than 50% of board members vote yes.

The first board member to respond "yes" in an e-vote will be recorded as the mover of the motion; the second board member to respond "yes" will be recorded as the seconder. In the case of a vote to select one of multiple board members for a particular post, a mover/seconder will not apply.

The e-vote and results will be recorded in the minutes of the board meeting immediately following the e-vote.

Only business items for which that special meeting has been called may be dealt with at the special meeting.

j) Meetings Open to the Public:

Subject to sections k) and l) below, meetings of the board shall be open to the public and no person shall be excluded from such a meeting except for improper conduct as determined and expressed by resolution of the board or in the case of a conflict of interest. The exception to this provision would be in the case of emergencies, where in-person access to the board meeting cannot be reasonably facilitated (see section on special meetings).

k) Meetings that Include Select MITT Staff:

At the board's discretion, portions of meetings may be limited to include only select MITT staff.

l) In-Camera Sessions:

All board meetings shall include an in-camera session to allow the board to meet without public and any management or staff present including the President and Corporate Secretary. No motions shall be passed and no minutes are required for this portion of the meeting. If required, the board shall return into the regular meeting to pass a motion and have it recorded in the minutes.

Examples to discuss may include human resource matters, strategic labour relations issues, the board's approach to corporate governance, matters relating to individual students, litigation matters in which the Institute is involved, or other matters which by their nature require confidentiality so as to preserve the legitimate interests of MITT.

In-camera matters shall be kept in confidence by every member of the board.

m) Remote Attendance:

Members are expected to attend meetings in person unless unable to do so for material reasons or in the event of a special (virtual) meeting.

With the Chair's permission, a board member may participate in the meeting by telephone or

other communication facilities that permits all persons participating in the meeting to hear each other. In this circumstance such members are deemed to be present and are counted as part of the quorum.

n) Minutes:

Minutes shall be kept at all formal board and committee meetings. Such minutes shall be the recordkeeping responsibility of the Corporate Secretary. At a minimum the minutes will include who attended the meeting, a start and end time, a list of the items discussed, any request brought forward by management, and any motions voted upon.

Draft minutes of regular and special meetings shall be adopted at the next regular meeting and copies of the minutes shall be sent to all members of the board prior to said meeting. If a board member believes the minutes are inaccurate they should request that an amendment be made to the minutes. Approved minutes are required to be signed off by the Chair and Corporate Secretary of the said meeting. Signed minutes shall be made available to the public by electronic or other means.

3. References:

Public School Act, Section 30(3)
Robert's Rules of Order