

Board Meetings

The Board holds a minimum of four regular meetings a year. In addition, the Board holds strategy sessions at least annually and may hold additional special meetings as required including meetings outside the Lower Mainland

1. Location

Board meetings are normally held at CLBC's head office.

2. Meetings Open to Public

Pursuant to the CLAA, Board meetings are open to the public.¹ However, the Board will exclude the public from a meeting or a portion of a meeting if the matter relates to one or more of the following:²

- a) personal information about an identifiable individual who holds, or is being considered for, a position as a director, officer, employee, agent or contractor of CLBC;
- b) personal information about an identifiable individual who has offered to provide a donation to CLBC on condition of anonymity;
- c) labour relations or employee negotiations;
- d) the security of property of CLBC;
- e) the acquisition or disposition of land or improvements, if the Board considers that disclosure could reasonably be expected to harm the interests of CLBC;
- f) litigation or potential litigation affecting CLBC;
- g) communications that are subject to solicitor-individual privilege;
- h) information that would be prohibited from disclosure under section 21 of the *Freedom of Information and Protection of Privacy Act* if the information were in a record;
- i) information that may be withheld from disclosure under another enactment;
or
- j) discussions respecting an investigation under the *Ombudsperson Act* if CLBC has been notified under section 14 of that Act.

A part of a Board meeting must be closed to the public if the subject matter being considered relates to information that must be withheld from disclosure under another enactment.³

¹ CLAA, s. 9(1).

² CLAA, s. 9(2).

Before a meeting or part of a Board meeting is closed to the public, the Board must state, by resolution, the fact that the meeting or part of the meeting is to be closed, and the basis for it being closed.⁴

3. Agenda

The Board Liaison, in consultation with the Board Chair and CEO, develops the agenda for each Board meeting.

Under normal circumstances, the agenda and supporting materials will be distributed to Directors sufficiently in advance so that there are two weekends between receipt of materials and the meeting. All Directors are free to suggest items for discussion at Board meetings and additions to the agenda.

4. Notice

Notice of Board meetings will be given to Directors at least five business days in advance, unless notice is waived.

5. Information for Meetings

Material distributed to the Directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and the decisions sought from the Board. Materials assembled in support of Board meetings will be coordinated by the Board Liaison. All material submitted for consideration by the Board become part of the record of the Board, and will be deposited with the Board Liaison for maintenance, safekeeping and access.

Reports may be presented during Board meetings by Directors, management, staff, or by invited outside advisors. Presentations on specific subjects at Board meetings should briefly summarize the material sent to Directors, so as to maximize the time available for discussion on questions regarding the material.

On major items, the management will prepare a brief covering memo that outlines the proposal, the main reasons for the recommendation and major risks.

6. Procedures at Meetings

The following describes general procedures regarding the conduct of meetings.

- a) The quorum for any meeting of the Board shall be a majority of Directors holding office.⁵
- b) If more than half of the Directors abstain from voting at a meeting of the Board because of a conflict of interest, whether actual or potential,

³ CLAA, s. 9(3).

⁴ CLAA, s. 9(4).

⁵ CLAA, s. 8(2), Bylaws, Article 6.2.

- the remaining Directors constitute a quorum for that vote.⁶
- c) The affirmative votes of a quorum at a meeting of the Board are sufficient to pass a resolution or bylaw.⁷
 - d) Each Director is entitled to vote at all Board meetings.⁸
 - e) A Director may participate in a Board meeting by telephone or other electronic means that allows the participants to hear each other, and is not required to be physically present to be counted as part of the quorum.⁹
 - f) Voting is by a show of hands unless determined otherwise by the Board for a particular resolution or to accommodate a Director participating by telephone conference call.¹⁰
 - g) In the event a Board meeting cannot be held due to a lack of quorum, the meeting will be deemed to be adjourned to a future date set by the Directors present at the meeting. The date of the adjourned meeting must allow sufficient time for notice of adjournment to be given to all Directors.¹¹
 - h) A resolution in writing signed by all Directors shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted. Consent resolutions may be validly passed by execution by Directors, delivered in counterparts and by facsimile.¹²
 - i) Except where otherwise provided by the Board or the Bylaws, all matters of procedure at any Board meeting shall be decided in accordance with the most recently revised edition of Roberts Rules of Order.¹³

7. Board Only Meetings

After regular Board meetings, it is considered best practice for the Board to meet *in camera* (without any management present), for items deemed to be non-public.

The purpose of the *in camera* meeting is to identify or discuss any issues not appropriate for the public venue, such as issues relating to the CEO's performance or the Board's relationship with the CEO or senior management. The Board Chair shall immediately communicate with the CEO any relevant matters raised during the meeting.

⁶ CLAA, s. 8(7), Bylaws, Article 6.2.

⁷ CLAA, s. 8(8), Bylaws, Article 6.2.

⁸ Bylaws, Article 6.4.

⁹ Bylaws, Article 6.3.

¹⁰ Bylaws, Article 6.4.

¹¹ Bylaws, Article 6.6.

¹² CLAA, s. 8(9), Bylaws, Article 6.8.

¹³ Bylaws, Article 6.7.

8. Minutes

The Board Chair will be provided with the draft minutes of each meeting of the Board as soon as possible after each meeting. The minutes, once approved by the Board, serve as the official record of the Board meeting.

9. Board Deliberations and Confidentiality

The Board recognizes that certain materials for deliberations by the Board must remain in confidence with the Board. Directors will respect the provision that the official record of the Board's deliberations is provided through the approved minutes of the Board meeting. The views or opinions of individual Directors in attendance at an *in camera* portion of a meeting will be treated with an appropriate level of respect and confidence.

10. Special Meetings of the Board

A meeting can be convened by the Board Chair or at the request of any other three Directors.

11. Non-Directors at Board Meetings

The Board appreciates the value of having members of management, employees or others attend Board meetings to provide information and opinions to assist the Directors in their deliberations. The Board, through the Board Chair and CEO, will determine such attendees.

12. Attendance

Board members are expected to attend all meetings.