

COMMUNITY LIVING DURHAM NORTH
MEETINGS OF THE BOARD OF DIRECTORS

Policy No: A-5 (Governance)

Effective Date: September 27, 2010
Last Revision/Review: July 25, 2016

Rationale:

Protocols that are clear and consistent are necessary in order to ensure that the governing body of Community Living Durham North deliberates in a transparent and effective manner and is able to demonstrate due diligence.

Policy Statement:

Section 9.0 in the Association's by-laws speaks to Board Meetings in a very general way and it shall be scrupulously observed. However, an appointed Board may, from time to time, wish to elaborate more detailed protocols in order to promote clarity, or keep pace with evolving best practices in not-for-profit governance, or even in order to optimize our use of available technology. As such protocols are developed; they shall be added, as procedural addenda, to this policy.

Neither Board meetings nor their record of proceedings are open to the public. Board members and their staff advisors need to be able to deliberate in settings that promote a full and frank exchange of views. Persons or groups that want to attend a particular board meeting, perhaps a delegation wishing to make a presentation, must submit a written request to the Chair, via the CEO.

Approved by: _____ for the Board of Directors	Date: _____
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COMMUNITY LIVING DURHAM NORTH

MEETINGS OF THE BOARD OF DIRECTORS

Procedure No: A-5-1
In Camera Sessions

Effective Date: September 27, 2010

- Board meetings will typically include, in addition to board members, the C.E.O., a staff person in attendance to assist the board's self advocate, and perhaps an additional staff to assist with minute taking. From time to time, the Board may also request, through the C.E.O., the presence of another senior staff to report on an area of operations within his or her purview.
- An *in camera* session is simply a session of the board where only board members and, possibly, specifically chosen others may attend. All other staff and guests are excused.
- In other words, *in camera* refers to a closed session of the Board. An entire meeting can be held *in camera*, or only a part(s) of a meeting.
- As CLDN board meetings are not open to the public, the frequency of *in camera* sessions can be held to a minimum and they will occur for only a few very specific reasons. For example, when the board or a committee is discussing the C.E.O.'s performance or salary, he or she may be excused. In some cases of conflict of interest, it might be a board member who asks (or is asked) to be excused, so that no possible perception of impropriety can result.
- Except for the absence of an individual or several individuals, there is no difference between an *in camera* session and an open session. There is an agenda. The same decision-making process takes place. Decisions are made and recorded in minutes. And, the Board has the same fiduciary responsibility it has at any other time.
- Any Director may make a request to the Chair for an *in camera* meeting. Requests may be made prior to setting the Board meeting agenda, at the beginning of a Board meeting when the agenda is put forward for Board approval or, in exceptional circumstances, during a Board meeting. The Chair will determine whether, in the context of this policy, the request is appropriate. If he or she decides in the affirmative, the Chair will call for a motion to go *in camera*.
- The minutes of the meeting will record the motion to go *in camera*, and will report on the topic of the discussion, although the specifics may be confidential.
- At the conclusion of the *in camera* discussion, the Chair will call for a motion to go out *of camera*.
- In some situations, the Board may vote on the matter discussed while still *in camera*. Where possible, it is preferable to hold its vote after coming out *of camera*.

- If neither the C.E.O. nor another staff designated to take minutes are included in the *in camera* session, the Chair will assign someone in the Board meeting to take minutes of the *in camera* session.
- It will be that person's responsibility to prepare and distribute a separate set of confidential-to-the-board minutes – unless the Chair deems it appropriate for the C.E.O., or another staff that the C.E.O. may designate, to, after the fact, be party to the Board's deliberations and prepare the record of those proceedings.
- If confidential-to-the-board minutes are necessary, the original copy for the corporate minute book will be maintained in a separate, sealed file, with limited access at the approval of the President.
- CLDN's external auditors have full access to the minutes of all Board and Board Committee meetings, including *in camera* sessions, or meetings.

Procedure No: A-5-2

Effective Date: March 1, 2009

Motions, Discussions and Voting Procedures via E-mail

- Motions can be made, discussed and voted upon via e-mail.
- Preliminary discussion of the issue can precede a motion or the motion, worded as a motion, can be made and seconded, and then discussion can follow. In either case, all necessary background information should also be circulated, via e-mail, to all board members.
- All recipients should confirm receipt by return e-mail to all of the other Board members (i.e. "Reply All").
- Motions must be seconded via e-mail prior to any votes being cast.
- Board members must clearly understand which messages have been submitted as discussion of the issue under consideration. Therefore, the Chair, or the C.E.O., as Board Secretary, will ask in advance that all comments be labeled in a pre-arranged fashion, such as "Re: Correspondence with the Minister."
- The Chair shall determine when discussion must conclude, and shall set the period during which votes must be cast (typically, one to two days). These decisions will be communicated to all board members via e-mail, and the recipients will be expected to confirm, by return e-mail, that they understand the motion under consideration and are aware of the stipulated time frame(s).

- On the start date specified, the Chair will reiterate the motion, including any friendly amendments, and send a message to everyone asking that votes now be cast. Each person will respond with a single word: either YES or NO or ABSTAIN. With the discussion phase having been concluded, further commentary serves only to create confusion.
- The C.E.O., as Secretary of the Board, will make and keep a record of the discussion and upon the conclusion of the voting period he will count the ballots and report the outcome to the full Board.
- All votes completed by e-mail will be reconfirmed at the next meeting of the Board and recorded in the minutes of that meeting.
- A single association e-mail address (“Board”) will be used for all messages related to the motion, discussion and voting process. Messages sent to this address will be automatically forwarded to all Board members.
- If any Board member wishes to request that voting on a particular issue be at a regular meeting and not via e-mail, they should inform the Chair.

Procedure No: A-5-3

**Board and Committee Minutes; Secretary
to the Board**

Effective Date: March 1, 2009

Last Revision/Review: July 25/16

- Maintaining accurate minutes of all Board and Committee meetings, including *in camera* sessions, is required by law. They are the formal record of the Board’s discussion and serve as evidence that CLDN has exercised an appropriate level of due diligence. From a liability perspective, the protection of the Board and of individual Directors relies on demonstrable due diligence in the fulfillment of their governance obligations.
- The C.E.O. shall act as the corporate secretary. Certain tasks may be delegated to other staff, but the C.E.O. will be responsible for the distribution of Board meeting agendas and information packages, and for taking and maintaining the minutes of Board meetings.
- All Board Minutes will be signed by the Chair (or by another designated Board member) to verify acceptance.
- The Corporate Minute Book shall be kept in the office of the C.E.O. and shall not be removed except for the purpose of audits and other formal inquiries. It is not literally a book; it is a collection of documents extending over decades that are organized and maintained by the CEO/Board Secretary.

Procedure No: A-5-4
Annual General Meetings

Effective Date: September 29, 2015
Last Revision/Review:

- As required by law, and in keeping with CLDN's by-laws, the Board will convene a meeting of the Association's full membership each year. This Annual General Meeting will occur within ninety (90) days of our fiscal year end (i.e. before the end of June).
- Minutes of the Annual General Meeting will be sent to Durham Region's Housing Services on an annual basis.

Approved by: _____ Date: _____
for the Board of Directors