

## Board meetings

Board meetings provide the structure for members of the board to formally meet to make decisions regarding the direction of the organization. Board meetings are critical to good governance and they need to occur as often as necessary for the board and directors to fulfill their duties, and as stated in the Division's bylaws.

Board meetings will focus on high-level governance issues rather than operational or administrative issues. Ground rules for meetings, effective policies and agendas, good minutes and follow-up all contribute to creating productive board meetings.

## Standard of conduct

The standard of conduct described below guides group behaviour and helps directors to work more effectively with each other. These standards will be met at each and every board meeting:

- Meetings start and stop on time
- Honour opinions: focus on issues not personalities; soft on people, hard on ideas
- Participate: everyone contributes to conversation
- Be prepared: read meeting materials in advance
- Let evidence drive practice: make decisions and have conversations based on evidence at hand
- Engage in respectful, open and honest communication: give benefits first, share all relevant information
- Discuss seemingly un-discussable issues: Explain reasoning and intent
- One speaker at a time – hear from everyone who wants to speak
- No side conversations
- Evaluate – 10 minutes at end of meeting: did we achieve our objective? What did we do well this meeting, what could we do better? Be constructive in the spirit of continuous improvement
- Use a “parking lot” to keep issues in focus for future meetings
- Identify when items are moved from the “parking lot” back on to the agenda
- Action item list

## Agendas

Agendas are a tool used by the chair to manage meetings effectively. They provide structure in the form of discussion content, required action from discussion and timelines.

The Victoria Division board utilizes a consent agenda to maximize efficiency at board meetings. The consent agenda enables the board to vote on a bundle of items, without discussion, as a package.<sup>1</sup>

Agendas are developed according to the following process:

- Discussion at the previous board or executive meeting may include agenda-setting, enabling directors to decide collectively on items for subsequent meeting agendas.
- The executive director issues a call to directors by e-mail at least ten days prior to the meeting requesting agenda items, and setting a cut-off date for inclusion.
- The co-chairs and executive director collaborate to prioritize potential agenda items.
- The executive director develops a draft agenda and circulates it to the co-chairs for approval.
- The agenda and supporting documents are distributed to board members at least one week in advance of the meeting.
- Board members identify concerns with the agenda, including items they wish removed from the consent agenda, during the week prior to the meeting. Board members may also request to remove items from the consent agenda at the beginning of the meeting, before the agenda is accepted/approved.

Additional guidelines for developing board meeting agendas:

- The agenda will include the topic, required action and allotted time, as well as a reference to relevant supporting documentation.
- The chair will begin the meeting by asking for the agenda to be accepted. At this point items may be added to or removed from the agenda.
- If new business arises, put new items in the 'parking lot' to be discussed at the end of the meeting, or put them on the agenda for the next meeting.

All board members are expected to have read materials in advance of the meeting, particularly those that appear on the consent agenda. This ensures that board members are informed and prepared to ask questions or to make decisions.

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<sup>1</sup> This policy is based on information contained in, *The Consent Agenda: A Tool for Improving Governance* (Board Source, 2006).

## Minutes

Minutes are a legal document and permanent record of meetings and decisions and need to be approved in a board meeting. A copy of board minutes will be kept on file.

A draft of board minutes will be completed within one week of the meeting and sent via e-mail to board members. Action items will be identified clearly in a separate list so that members can follow up between board meetings, and/or agenda items can be added for the next meeting.

All acronyms will be spelled out in full the first time they are used in each set of meeting minutes.

The following will be documented in the board minutes:

- Date, time and attendance
- Name of recorder
- Key discussion points (just the facts, not the dialogue) and decisions
- All resolutions made
- Any conflicts of interest
- Action points to be followed up and by whom (a separate action items list will also be provided)

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