

**5.0 BOARD SELF GOVERNANCE****5.6 BOARD AND COMMITTEE MEETINGS****INTENT:**

The Association recognizes that its work is best carried out through regular Board and committee meetings, as frequent as is consistent with effective governance and decision-making. **This policy applies to the Board and to all LICA committees with the exception of the Airshed Zone and the Beaver River Watershed Alliance.**

**5.6.1 GUIDELINES:**

- 5.6.1.1** Since the Association is a public body, meetings must be open to the general public and news media.
- 5.6.1.2** Regular Board of Directors and Committee meetings shall be held as required to conduct the business of the Association.
- 5.6.1.3** Board and Committee Chairs will work together with the Administrator to develop agendas for proposed meetings.
- 5.6.1.4** Concise minutes of all meetings of the Board and its committees must be kept.
- 5.6.1.5** The Action List (attached at the end of this policy) can be used at any LICA meeting to facilitate participants' ability to carry out the decisions made at the meeting. The recorder shall list required actions, responsibility, and time frame, and supply a copy to each participant at the end of the meeting.

**5.6.2 IMPLEMENTATION:****5.6.2.1 Regular Meetings:**

- 5.6.2.1.1** Prior to all meetings, the Board or Committee Chair will get together with the Administrator to prepare the agenda and notice of the meeting. The notice of meeting and agenda shall be provided to the members of the Board/committee at least five working days prior to the meeting date.
- 5.6.2.1.2** All regular Board meetings will be open to the public, who may participate as observers only.
- 5.6.2.1.3** Committee meetings are open to everyone. All may participate in discussion; decisions shall be made only by the designated decision-makers.
- 5.6.2.1.4** The presiding Chair may expel and exclude from a meeting any person whose conduct is inappropriate.
- 5.6.2.1.5** Elected and appointed members of the Board of Directors are each entitled to one **voice/vote**, which may be made in person, or by

facsimile, telephone, or email, under circumstances where a decision is required and the Board is unable to meet.

- 5.6.2.1.6** Proxy voting will not be allowed.
- 5.6.2.1.7** Any member in good standing who has not withdrawn nor been suspended or expelled from membership is entitled to vote at any general or special meeting of the Society, as set out in the Bylaws.
- 5.6.2.1.8** When the Board cannot meet or a quorum of Board members cannot be reached for a decision, the Table Officers (Chair, Vice-Chair, and Secretary-Treasurer) may act on behalf of the Board. Any such decisions must be reported to the Board at the next regular meeting.
- 5.6.2.1.9** Board and committee Alternates do not participate in decisions unless appointed by the Chair to stand in for an absent member.
- 5.6.2.1.10** Board Observers do not have a decision-making voice, but are welcome to contribute to discussion
- 5.6.2.1.11** The order of business at all regular meetings will generally be:
- Approval of agenda
  - Approval of minutes of previous meeting(s)
  - Delegation(s), if any
  - Matters arising from the minutes
  - New business
  - Committee reports
  - Chair's report
  - Administrator's report
  - Correspondence
- 5.6.2.1.12** Before starting a Board meeting, the presiding Chair will ensure that a quorum is present, as per LICA's Bylaws. If a quorum has not been made, the meeting may continue, but decisions do not come into effect until approved at the next duly-constituted regular Board meeting.
- 5.6.2.1.13** A change to the agenda may be proposed by any member and will require consensus.
- 5.6.2.1.14** All meetings will be adjourned within the advertised time, unless there is consensus to extend the time of adjournment.

#### **5.6.2.2 Annual General Meeting:**

- 5.6.2.2.1** The Annual General Meeting will be conducted as described in the Association Bylaws, Articles 10.1
- 5.6.2.2.2** Any revisions to the Association's Bylaws must be ratified at the Annual General Meeting or at a special general meeting called for the purpose.

- 5.6.2.2.3** Elections of Community members and Alternates for the Association's Board of Directors shall be held at the Annual General Meeting

**5.6.2.3 Special Meetings**

- 5.6.2.3.1** The Board, upon at least eight days' written, emailed, faxed, or verbal notice to all Directors, may call special Board meetings.
- 5.6.2.3.2** Special General Meetings may be called by the Board or upon the written request of at least 25 members. Such a request shall contain the reason for the meeting and notice of intended motions. At least 21 days' written notice of such a meeting shall be given to all members. Quorum for a Special General Meeting is 25 members in good standing plus seven Board Directors.

**5.6.2.4 Organizational Meeting**

- 5.6.2.4.1** The organizational meeting of the new Board of Directors will be held within 14 days of each Annual General Meeting.
- 5.6.2.4.2** The Administrator will call the meeting to order and sit as the interim Chair until the Board Chair has been elected.
- 5.6.2.4.3** The interim Chair will call for nominations for Board Chair and, if necessary, conduct a vote by secret ballot. The person who receives a simple majority will be elected Board Chair. If no person receives a simple majority, further ballots will be conducted until a simple majority is achieved. If the ballot results in a tie, the election will be decided by a coin toss.
- 5.6.2.4.4** Following the election of the Board Chair, s/he shall assume the Chair, and the Vice-Chair will be elected in the same way the Chair was elected.
- 5.6.2.4.5** Following the election the Vice-Chair, the Secretary/Treasurer will be elected in the same way the Chair was elected.
- 5.6.2.4.6** A time and place for regular meetings may be appointed.
- 5.6.2.4.7** A regular Board meeting shall follow the organizational meeting.

