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## 2.9 LAPP Sponsor Board Meeting Procedures

<b>EFFECTIVE DATE AND REVISION DATES:</b>
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February 6, 2019
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### **APPLICATION**

This rule applies to the LAPP Sponsor Board (**Board**).

The Board hereby establishes the following rules for the order and conduct of business for all Board meetings:

#### **2.9.1 ADDITIONS / APPROVAL OF AGENDAS**

1. The agenda for each regular and special Board meeting shall be prepared by the Board Secretary, or anyone designated by the LAPP Corporation Chief Executive Officer (**CEO**) to act in the Board Secretary's absence ("Board Secretary"), in consultation with the Chair, Vice-Chair and CEO and shall be submitted, together with the Notice of Meeting, copies of all pertinent correspondence, statements and reports to each Board member, so it is available to each member at least (2) days prior to the meeting. Agendas will normally be distributed to Board members one week before the meeting. Notice of a meeting may be waived by unanimous consent at a meeting at which all Board members are present.
2. Only items of an emergent nature may be added to the agenda. "Emergent" is defined as "where time is of the essence." The unanimous consent of all those present is required to add an emergent item to the agenda. Any other matter that arises after the agenda is sent out will be dealt with at the next scheduled meeting.

#### **2.9.2 MEETINGS**

1. All regular Board meetings are to be held at the LAPP Corporation office, unless by resolution of the Board a decision is made to use a location other than the LAPP Corporation office.
2. The Board approves a schedule for the following year approximately midway through the year.
3. Special meetings of the Board are at the call of the Board Chair or Vice-Chair, or as requested by any three members of the Board.
4. Persons other than Board and LAPP Corporation staff members may attend with the consent of the Chair or by Board resolution.

#### **2.9.3 GENERAL RULES OF THE BOARD**

1. Regular meetings of the LAPP Sponsor Board shall generally commence at the hour of 9:00 a.m.

2. As soon as a quorum is present after the time at which the meeting is to start, the Chair shall call the meeting to Order.
3. (a) The quorum at a meeting of the Board is five members appointed by employee sponsor organizations and five members appointed by employer sponsor organizations.
  - (b) In the event that the Chair and/or Vice-Chair are not in attendance within 15 minutes after the time appointed for a meeting, and a quorum is present, the Board Secretary shall call the meeting to order and a Chair, who shall preside during the meeting or until the arrival of the Chair or Vice-Chair, shall be elected by the members present.
  - (c) If there is no quorum present within a half hour after the time appointed for a regular meeting of the Board, the meeting shall be a meeting of the Committee of the Whole. The Committee's recommendations shall be presented to the Board at the next subsequent meeting for decision.
  - (d) Board members are required to notify the Board Secretary if they will be absent from a Board meeting.
4. If a member of the Board arrives late, leaves before the meeting is adjourned, or is temporarily absent from the meeting, it shall be so recorded in the minutes.
5. All action shall be initiated by the introduction of a motion; disposition of each item shall be determined by the results of a vote on the motion.
6. A motion requires a seconder.
7. At the request of any member, a motion shall be repeated by the Chair or Board Secretary before being debated or voted on.
8. Each member wishing to speak to a motion shall speak only when recognized by the Chair. In the event that the Chair wishes to speak to the matter, the Chair shall so indicate and will take his/her turn after the last member who was recognized has spoken.
9. When a motion has been made and is being considered, no other motion may be made, except a motion to:
  - a. refer the main motion,
  - b. amend the main motion,
  - c. table the main motion,
  - d. postpone debate on the main motion to some future time,
  - e. adjourn/recess the meeting.
10. The Chair shall have authority to set a time limit for members speaking on a motion, having due regard to the importance of the matter.
11. The Chair may not move or second a motion, but may exercise his/her privilege as a Board member to move a motion by vacating the chair and asking the Vice-Chair to preside while he/she takes the floor.
12. The member who originated the motion has the opportunity to close debate.
13. When the debate is closed, the Chair shall call for the vote.

14. After the Chair has called for the vote, no member shall speak to the motion, nor shall any other motion be made until after the result of the vote has been declared.
15. Each member present shall vote on every motion unless a conflict of interest has been declared.
16. The Board Secretary shall, immediately after the vote is taken and upon the request of a Board member to the Chair, record in the minutes the name of that Board member and whether he/she voted for or against.
17. Voting on all matters shall be done by raising of the hand. On any motion, any member may request a recorded vote after the motion has been made, and at any time during the discussion of the motion, but such request must be made prior to the calling for the vote on the motion.
18. A resolution, subject to clause 19, is passed if it is passed at least 2/3 of the members appointed by employee sponsor organizations who are present at the meeting and at least 2/3 of the members appointed by employer sponsor organizations who are present at the meeting.
19. If a matter involves a resolution or decision to terminate the Plan or convert it wholly or in part from a defined benefit plan to a defined contribution plan or target benefit plan, the resolution must be approved unanimously by the members present at the meeting.
20. The Chair shall enforce the observance of order and decorum among members, and shall decide all questions of order without debate or delay; whenever the Chair decides on a question of order, he/she shall state the reasons for his/her decision. On appeal by any member, the decision of the Chair is then either reversed or sustained by a majority vote of the members.
21. In situations where a decision of the Chair has been appealed by the members present, the Chair shall not vote on the matter of the appeal.
22. The Board may recess, from time to time to a fixed future date, any regular or special meeting of the Board which has been duly convened but not terminated.
23. Board members may add items to future agendas by giving notice of motion at any regular meeting of the Board. A notice of motion may be introduced by any Board member, and shall state the motion to be introduced and at which future Board meeting the Board member intends to introduce the motion. A vote is not required to accept a notice of motion.
24. In Camera sessions are provided at the end of each Board meeting. The Guidelines for In Camera sessions are included as **Appendix 1**.
25. When the meeting adjourns, the time and number of members present is to be recorded.
26. Any matter pertaining to conduct/procedures at a meeting which is not herein provided for shall be determined in accordance with "*Robert's Rules of Order*".
27. Notwithstanding this Meeting Procedures rule, the Board, by resolution, may waive procedural rules.
28. A Board member may participate in a meeting of the Board by means of such telephone or other communication facilities as permit all persons participating in

- the meeting to hear each other. A Board member participating in a meeting by such means is deemed to be present at the meeting. A Board member participating in a meeting by such means, shall verbally express a vote against any motion, failing which such Board member shall have voted in favour of the motion.
29. The Chair may call a teleconference meeting, other than a regular Board meeting, for Board business that is deemed “emergent.” In such situations, the following procedure will apply:
- The Chair may use his/her discretion in determining if the item is of an emergent nature.
  - The Board Secretary will provide the conference call details for the meeting.
  - The Chair will proceed by announcing the purpose of the meeting and stating the Agenda item(s). The Chair will introduce the item or first item of business.
  - The meeting will be conducted as per Board meeting Procedures with the exception of voting. All voting shall be by recorded vote.
33. Minutes of meetings shall be signed by the Board Chair and the Board Secretary after being approved by the Board at its next regularly scheduled meeting.

## Appendix 1

### **GUIDELINES FOR IN CAMERA SESSIONS**

Currently accepted principles of good governance provide that all boards and committees should regularly hold scheduled in camera sessions for Board members only.

#### **Definitions**

In camera sessions are sessions involving only independent members of the Board (i.e. those who are not members of the senior administration).

The secretary is the Board Secretary, who reports to the Board through the CEO.

The purpose of in camera and Board-only sessions is:

- to provide an opportunity for the Board to discuss particularly sensitive matters within the jurisdiction of the Board;
- to provide an opportunity for the Board to discuss sensitive internal Board governance matters; and
- to provide a forum in which Board members who are reticent or reluctant to speak may indicate this and seek advice on the appropriate way to raise issues of concern.

At the end of a meeting, an in camera session provides an opportunity to assess the success of the meeting and the materials provided in support of the meeting, what could have been improved, whether the time was used productively, and to address any issues of dissent or Chair or Board member performance.

Not all matters that individual Board members wish to raise are appropriate to discuss in an in camera session. In camera sessions are designed to address specific sensitive matters that are better initially discussed without notes being taken.

In camera sessions are not designed as a forum to raise personal agendas or special interests, nor to alter a decision that has been presented and approved.

#### **Participation**

All members of the Sponsor Board are full voting members and should not be excluded from discussions of the Board except where a conflict of interest is declared or is identified by the Chair.

#### **Making in camera meetings routine:**

Boards should not wait until there is a crisis before calling in camera or Board-only sessions; opportunities for discussions without resource officers present should be built into regular meetings.

### **Records**

Board decisions should always be recorded in formal minutes in order to provide a legal record and audit trail. Separate notes taken by the Chair or a Board member do not constitute a legal record as they are not approved, though they may be discoverable by opposition counsel in litigation. Board members, other than the Chair, should not maintain personal notes of in camera sessions. If, as occasionally happens, it is necessary to record the notes and/or decisions from an in camera session, the Board Secretary should be present to record them, and a separate addendum to the minutes which includes the in camera or Board-only items should be approved and maintained. The separate in camera minutes would need to be approved in another in camera session. Alternatively, after the discussion, the Board could exit the in camera session and all motions could be recorded during the regular business of the meeting.

### **Board Agenda**

At each regular meeting of the Board, the agenda should include provision for a session for Board members only. This item may be waived if no member identifies a need for a Board-only session.

### **Role of the Chair and Vice Chair**

Care must be exercised by the Chair to ensure that in camera sessions remain focused on appropriate items and do not digress into areas that should be discussed in the presence of management. The Board Chair must exercise his/her authority as chair to determine the appropriateness and relevance of issues raised in camera, and to provide opportunities for all Board members to contribute meaningfully to the discussion.