



NUMBER **GP 130**

TITLE **MEETINGS OF THE BOARD**

## **BOARD OF GOVERNORS POLICY**

APPROVAL DATE June 27, 2023

NEXT REVIEW June 15, 2026

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The Board shall establish and publicize a schedule and determine the structure and operational procedures for its meetings. Meetings may be held in person or virtually.

### **1. Annual Meeting**

The Annual Meeting of the Board shall take place on the fourth (4<sup>th</sup>) Tuesday of June. At this meeting, the President shall act as Chair until a Chair has been duly elected.

### **2. Regular Monthly Meeting**

- a. The regular monthly open meeting of the Board shall take place on the fourth (4<sup>th</sup>) Tuesday of the month at 4:30 pm unless otherwise communicated. Exceptions to this time can be made by the Chair and President, provided notice is given.
- b. The place of the regular monthly meeting of the Board shall normally be the Castlegar Campus of Selkirk College or in such other college facilities as the Chair of the Board may direct. Every effort shall be made to hold meetings occasionally at other campuses/centres of the college region each year.
- c. Unless extended by a motion of the Board, open meetings shall adjourn at no later than 8:30pm.
- d. Where a quorum as defined in the Bylaws is lacking, the members present may consider urgent items providing a quorum can be established with virtual attendance (phone or video).

### **3. Open Sessions**

- a. The college community and the public are invited to the Open Session and may make a presentation if prior notice is given and approval of the Chair or the President is obtained. Presenters may be advised that they will be limited to ten minutes and that the Board reserves the right to seek opposing views. Written briefs are to be made available at least one week prior to the meeting.

### **4. Closed Sessions**

- a. The closed sessions of the Board may be held prior to and/or following the open Board meeting.
- b. Attendance at closed sessions of the Board shall be restricted to Board members, members of Leadership Team, Executive Assistant and other persons appropriate to the business of the of the meeting on the invitation of the Chair, such invitation subject to the approval of the Board. From time to time, the Board may exclude specific employees from the closed sessions.
- c. Consideration of the following matters will be restricted to closed sessions unless otherwise directed by the Board:
  - i. The conduct, discipline, suspension, and all other matters relating to individual students.
  - ii. Matters relating to the acquisition, disposition, or security of real property, where it is in the interest of the college to maintain confidentiality or to protect the privacy of an individual.

- iii. Matters of a contractual or financial nature where it is in the interest of the college to maintain confidentiality.
- iv. All personnel matters relating to salaries, conditions of employment, discipline, grievances and collective bargaining.
- v. Matters where Board liability may arise and legal opinions respecting the liability or interest of the Board.
- vi. Matters dealing with the performance of the President.
- vii. Matters dealing with Board performance or Board members.
- viii. All matters other than those noted in c. above, shall be dealt with through open sessions unless otherwise determined by resolution of the Board.

## 5. **Special Meetings**

- a. Special meetings of the Board may be called to deal with a particular issue. Only that business for which the special meeting has been called may be dealt with at the special meeting. Such meetings may be called by the Board Chair, or following 24 hours notice of the meeting to all Board members by at least three members of the Board. Each member shall be advised of the time and place of the meeting as soon as the special meeting can be constituted.
- b. The definitions for open and closed sessions shall apply to special meetings.
- c. A meeting of the Board may be convened by virtual means as directed by the Board Chair. A quorum, as defined in the College Bylaw shall apply to such virtual meetings. A virtual meeting resolution requires a two-thirds majority of the members present. The minutes of a virtual meeting shall be adopted at a regular meeting of the Board. Board members, the President and any other required senior administrator shall constitute the membership for a virtual meeting.
- d. When necessary voting is permitted by Selkirk College email addresses only.

## 6. **In-Camera Meetings**

The Board may conduct meetings in-camera with only Board members present for the purposes of conducting confidential or generative topic discussions. In-camera meetings are typically scheduled for immediately following the open session.

In-camera meetings of the Board are characterized by the strictest confidentiality. No minutes are kept, and no observers are allowed. An in-camera session of the Board is a meeting of only those persons who are members.

The President will be present at all In-Camera Sessions with the following exceptions:

- a. When the terms of employment and/or performance of the President are being discussed.
- b. When the Audit Committee is reporting on incidents of potential financial wrongdoing in which the President may be involved.
- c. When the Board is dealing with its internal personnel and/or governance issues.
- d. During discussions of concerns that the President's conduct may be unethical or unlawful or may violate regulations, policies or laws to which the college must adhere.

The Board Chair will, as far as is appropriate under the circumstances, inform the President of the outcome, but not necessarily the details, of any in-camera Session held in their absence.

In the interests of transparency and sound human relations, in-camera meetings will be used sparingly and only when matters require confidentiality such as (but not limited to) the following:

- a. Matters related to civil or criminal proceedings, whether or not such proceedings are in progress or being contemplated.
- b. Labour Relations or Human Resource issues including negotiations and matters pertaining to the salary or benefits of employees or the terms of employment of the President.
- c. Personal health information related to an individual board or staff member.
- d. Audit Committee reports about financial situations which may have material effects on the college's well-being.
- e. Concerns about Board member, President, staff, volunteer, or member conduct of an unethical or unlawful nature.
- f. Financial, contractual, and other matters for which a decision must be made in which premature disclosure would be prejudicial.
- g. The security, acquisition, sale, lease or exchange of property.
- h. Discussions about relationships or transactions with other entities or persons where the information under discussion may compromise the relationship of the college with them or its relationships with its stakeholders.
- i. Information that would reveal trade secrets or other protected information of a commercial, financial, labour relations, scientific or technical nature belonging to an individual or company.
- j. Information that is subject to solicitor client privilege

In-Camera meeting proceedings will take place as follows:

- a. The Board will require a resolved motion to move into and arise from an unscheduled in-camera session. Any Board member may propose such a motion.
- b. A separate agenda for scheduled in-camera sessions will be prepared and its circulation will be restricted to the participants of the in-camera session. The first item of business at the in-camera meeting will be to approve this agenda. The in-camera discussion will be restricted to items on this approved agenda. Any Board member may request the Board Chair to schedule an in-camera Session. The board as a whole will decide whether or not to grant the request for an in-Camera Session.
- c. When the Board moves to move into an unscheduled in-camera meeting, the first item of business will be to approve an agenda for the unscheduled meeting. The in-camera discussion will be restricted to items on this approved agenda.
- d. When an in-camera agenda item relates to concerns about the behaviour of a Board member or the President, the person whose behaviour is being discussed will be present to hear the concerns and respond to them. Only then may the person whose behaviour is being discussed be asked to leave the room. In extraordinary situations, such as when a person's knowledge of the Board's concern may compromise a Board investigation, the Board may permit itself to discuss a concern without the person of interest's knowledge. The Board, through the Chair, must take great care to ensure

that such a person is informed of a concern, and given an opportunity to respond to it, as early as possible.

- e. Voting on items before an in-camera session of the Board will take place according to the regular provisions governing Board meetings.

## 7. **Community Meetings**

The Board will determine its advocacy and communications plan at the beginning of each year, including its responsibility to provide outreach to the communities that it serves. The President will be responsible with the Executive Assistant to work with the Board to determine and implement the format of any community meetings.

## 8. **Board Agenda**

The format shall be set by the Chair.

Board documents will be circulated at the President's discretion.