

## POLICY

### 1. AGENDAS

- 1.1. Given that the New Brunswick Community College (NBCC) Board of Governors (Board) makes decisions collectively, it is critically important to make the best use of the time the Governors spend together at meetings. For this reason, agenda planning will occur at two levels: (a) the “*macro*” level through the development of an annual work plan and meeting calendar for the Board; and (b) the “*micro*” level through the fine-tuning of an agenda for each meeting of the Board. The Board Chair, in consultation with the President and the Executive Assistant to the Board of Governors (EA), develops the Board’s annual work plan for approval by the Board.
- 1.2. The Board Chair, in consultation with the President and the EA, plans the agenda for each meeting of the Board. The meeting agenda normally includes:
  - 1.2.1. An education session as part of the Board’s ongoing education program
  - 1.2.2. Decision items
  - 1.2.3. Reports from the Board Chair; President; and Committee Chairs
  - 1.2.4. Information items
- 1.3. Governors who have suggestions for agenda items are encouraged to communicate these to the Board Chair for consideration.
- 1.4. A draft agenda is included in the pre-meeting package and presented for approval at the meeting itself.
- 1.5. Formal approval of the agenda is recorded in the minutes, the draft line is removed and the word “FINAL” inserted in both the footer and the name of the document.
- 1.6. The final approved agenda is the official record of the Board.

### 2. MEETINGS

- 2.1. Basic rules of procedure are used for the conduct of Board meetings.
- 2.2. All meeting materials are made available on the NBCC’s intranet, NBCC@work, with restricted access limited to the Senior Executive Team. In addition, all meeting materials are made available on the Board’s private website, access which is restricted to the incumbent Board of Governors and the Senior Executive Team.
- 2.3. Decision items are handled as follows:
  - 2.3.1. Where possible, options are presented to the Board for review and consideration
  - 2.3.2. A motion is made

- 2.3.3. The motion is seconded
- 2.3.4. The Board Chair opens the floor for discussion and recognizes Governors who wish to speak to the motion
- 2.3.5. If the discussion gets repetitive, the Board Chair may invite Governors to speak only if they have new or different perspectives to offer
- 2.3.6. After discussion, the Board Chair asks if the Board is ready for the question, or a Governor may call for the question
- 2.3.7. The Board Chair calls for a show of hands for those voting in favour of the motion, those who are contrary minded, and abstentions
- 2.3.8. The outcome of the vote is then noted by the Board Chair – i.e. *“the motion is carried”*
- 2.3.9. A motion is adopted by consensus if there is no opposition
- 2.3.10. A secret ballot is only used in the annual election of the Board Chair and Vice-Chair
- 2.4. If amendments to a motion are proposed:
  - 2.4.1. In some cases, the Board will be in general agreement with a suggested amendment; in that case, the Board Chair asks the mover/seconded of the original motion if they would be prepared to consider a friendly amendment to their original motion, and the revised original motion will be considered by the Board according to the procedure described above
  - 2.4.2. Where it is less obvious that a suggestion has broad appeal, the following steps apply:
    - 2.4.2.1. Each amendment needs a mover and a seconder
    - 2.4.2.2. A discussion takes place on the amendment only
    - 2.4.2.3. The Board Chair calls for the question on the amendment only
    - 2.4.2.4. The Board votes on the amendment only, one amendment at a time (in layers) and if the motion(s) to amend is carried, the original motion on the floor is amended accordingly
    - 2.4.2.5. Once all the amendments are processed in turn, the *“overall amended”* motion is debated and voted upon as above
- 2.5. A motion to adjourn is only required when the Board has not completely finished the agenda for the meeting; when the Board has completed all the items, the Board Chair simply declares the meeting adjourned.
- 2.6. Procedures for minute taking are clearly set out in the Board approved Minute Taking Standards.
- 2.7. For additional guidance on rules of procedure for meetings, the Board refers to:
  - 2.7.1. M. Kaye Kerr, Hubert W. King, Procedures for Meetings and Organizations, 1996, Carswell; and
  - 2.7.2. its companion publication, Hubert W. King, M. Kaye Kerr, Concise Procedures for Meetings, 1996, Carswell.

### 3. IN CAMERA SESSIONS

- 3.1. In addition to regular Board meetings, current governance norms recommend the regular use of in camera meetings, also referred to as executive sessions, by governing boards. The Board and its Committees have adopted the practice of holding in camera sessions at the end and/or beginning of Board and Committee meetings.
- 3.2. In camera sessions are not “*secret*” sessions; rather, they are simply an opportunity for some Board-only discussion of matters relating to the Board’s work.
- 3.3. Normal rules relating to Board confidentiality apply to in camera sessions.
- 3.4. In camera sessions are normally only attended by Governors, but may involve others (e.g. President, external advisors, etc.) by invitation. They provide an opportunity for Governors to raise and discuss with each other any concerns that they may have. Through discussion, the concerns may be alleviated or validated; in the latter case, the Board will formulate specific follow-up requests of management.
- 3.5. In terms of the process used by the Board, the President is invited to join the Board for the first segment of the in camera session. The Board Chair will invite Governors to ask any questions of the President that they may have been reluctant to ask in the regular Board meeting. Once any discussion between the Board and President is concluded, the President leaves the in camera session.
- 3.6. In camera sessions promote Board independence and also serve as a helpful “*early warning system*” for the Board Chair and the President.
- 3.7. In camera discussions often enable a Board to better air its concerns about proposed directions. Having had the chance to do so, the Board is better able to fully support management’s direction.
- 3.8. The Board Chair then asks the Governors whether anyone has anything they would like to discuss in camera. In some instances, there will be nothing identified. In other instances, a Governor or Governors may identify questions or concerns relating to areas such as:
  - 3.8.1. Clarification of other Governors who may feel reluctant to ask management
  - 3.8.2. The Board’s own functioning
  - 3.8.3. The quality and timeliness of information provided to the Board
  - 3.8.4. The NBCC’s direction or performance
  - 3.8.5. The NBCC’s relationship with key stakeholders
- 3.9. An in camera session is not an appropriate forum for:
  - 3.9.1. Micromanaging - by discussing operational issues that fall within the President’s purview
  - 3.9.2. Dealing with issues that the Board should have the courage and capacity to deal with in regular Board meetings
  - 3.9.3. Drawing conclusions without providing management with the opportunity to respond to any questions or concerns

- 3.10. Immediately following an in camera session, the Board or Committee Chair meets with the President to share with him/her, on a non-attribution basis, a summary of all matters discussed during the in camera session and any specific requests for research, further discussion or formal follow-up from the Board flowing from the in camera discussion.
- 3.11.
- 3.12. In some instances, it may be appropriate to exclude some Governors from a portion of the Board's in camera meeting. The Board Chair will use his/her discretion in this regard.
- 3.13. There are no minutes kept of in camera sessions; any significant topics considered during in camera sessions may be brought forward by the Board Chair for brief notation in the regular meeting minutes. In the unusual circumstance where a motion(s) is(are) passed by the Board in camera, the Board Chair will bring them to the attention of the President and the EA for inclusion in the minutes of the meeting at which the in camera session was held.
- 3.14. It is important to properly manage the Board's or Committees' use of in camera sessions. Suggestions for "*doing it right*" include:
  - 3.14.1. Treat in camera sessions like a normal part of the Board's work – no "*surprises*"
  - 3.14.2. Share, through the Board Chair, the key points of discussion with the President immediately following the session – there should be no "*surprises*"
  - 3.14.3. Include the President in the initial part of the in camera session unless they concern his/her performance evaluation or compensation
  - 3.14.4. Bear in mind the notion of "*walking a mile in the President's shoes*" and focus on governance responsibility
  - 3.14.5. Invite a focus on current issues or concerns – in camera sessions are not intended to rehash ancient history or chronic pet peeves
  - 3.14.6. Allow a sufficiently full discussion of issues or concerns to either dispel the concerns or develop the Board's next steps in dealing with them (which would typically involve seeking more information and analysis from management)
- 3.15. The Board Chair's ability to facilitate and manage in camera meetings is an important factor. The success of in camera meetings often depends upon the trust relationship between the Board Chair and the President – where there is a healthy, trusting relationship, the President will have confidence the Board Chair will ensure a fair and honest discussion and will bring back all the issues to the President.