



ENGINEERS &
GEOSCIENTISTS
BRITISH COLUMBIA

POLICY

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ENGINEERS &
GEOSCIENTISTS
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Policy on Board Meetings

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Engineers and Geoscientists BC Policy on Board Meetings

Introduction

Board meetings serve as the primary forum for Board discussions and decision-making, where the Board convenes to conduct business and focus on fulfilling the mandate of Engineers and Geoscientists BC, as set out in the *Professional Governance Act* (the Act).

The Board seek to foster meetings that are effective and inclusive, where Board members are supported to meaningfully engage in their work and make well informed decisions. This policy sets out rules, practices and guidelines for how Board meetings are structured and planned and how decisions are made. It also provides guidance on practices to support effective and inclusive meetings, to support the Board in fulfilling the mandate of Engineers and Geoscientists BC.

This policy supplements and should be read in conjunction with the Bylaws of Engineers and Geoscientists BC (Bylaws) and other Board Governance policies.¹

The policy reflects leading practices in governance with particular consideration for regulatory governance.

The policy does not apply to committee meetings, or to general meetings such as the annual general meeting. Separate policies and procedural rules govern those types of meetings.

Board Meetings

Annual Schedule of Board Meetings

Over the course of a year, the Board normally holds a series of regularly scheduled meetings and may hold special meetings and other sessions, such as Board forums and education sessions.

Typically, six regular Board meetings are scheduled in a year – an inaugural meeting and five full day meetings. The meetings are scheduled one year in advance, and the schedule (including the date, time and location, as applicable) is provided to Board members and published on the Engineers and Geoscientists BC website.²

Types of Meetings

Board meetings are normally comprised of:³

- An open session
- A closed session
- An *in camera* session

The meeting agenda will indicate the type of meeting or session and, depending on the nature of the discussion, items can be moved between open and closed agendas.

¹ Board Governance policies include, for example, CG-3 Board Terms of Reference; CG-4 Position Description and Role Profiles; CG-6 Code of Conduct for Board Members.

² See: <https://www.egbc.ca/About/About-Us/Council/Council-Schedule-and-Agendas>

³ Bylaws sections 2.4(4) and (5)

Open Sessions

Staff and registrants of Engineers and Geoscientists BC, and members of the public are welcome to attend open sessions as observers. Engineers and Geoscientists BC's representatives to the Engineers Canada Board, the Geoscientists Canada Board, and the Vancouver Airport Authority Board of Directors are considered standing observers. The list of standing observers may be modified from time to time by the Board. Open session meeting dates and materials are posted on the Engineers and Geoscientists BC website.

Interested individuals are required to register in advance, although space may be limited. Requests to attend open sessions should be directed to the Executive Assistant to the Board and to the CEO at least three business days prior to the meeting.

Participation, Requests to Present, and Decorum in Open Sessions

Individuals may request to present at an upcoming Board meeting. All requests are required to be submitted at least six weeks prior to the Board meeting date and will be considered by the Board Chair, in consultation with the CEO and Sub-committee Chairs for approval, prior to going before the Board.⁴ Requests to present should be relevant to registrants, the public, and to the mandate of Engineers and Geoscientists BC and consideration is given to the currency of requests as they relate to matters before the Board.

Standing observers may be permitted to speak at the discretion of the Board Chair, on matters pertaining to their respective role as a representative to an external board.

All persons attending the open session of a Board meeting are expected to behave in a respectful and civil manner. The Board Chair may remove any person in attendance for improper conduct.

Minutes of open sessions are published on the website after they have been approved by the Board.

Board meeting summaries are also available in *Innovation* magazine under the Board Report section following each Board meeting for the information of registrants.

Closed Sessions

Closed sessions of Board meetings are attended by Board members, the CEO, and management, but are closed to registrants and the public. Minutes are recorded for these meetings but are not published.

Policy CO-21-27 – Transparency of Board Meetings provides guidelines for matters that are typically considered in closed sessions.⁵

⁴ Interested individuals must submit a formal request to present at Board meeting: <https://www.egbc.ca/getmedia/18a494b2-7afa-4496-a4aa-42a03f3beff6/Request-to-Present-at-Council-updated-2021.pdf.aspx>

⁵ Policy CO-21-27 – Transparency of Board Meetings: <https://www.egbc.ca/getmedia/8eebb274-057c-4121-9014-93176236a09f/CO-21-27-Policy-Transparency-of-EGBC-Council-Meetings.pdf.aspx>

***In camera* Sessions**

In addition to open and closed sessions, the Board may hold *in camera* sessions. *In camera* sessions are a subset of a closed session. The Board has established a policy to provide additional guidelines for *in camera* sessions, Policy CO-15-51.⁶

In camera sessions are attended by Board members only, except that the CEO attends the initial portion of the meeting to participate in discussions pertaining to staff and/or to follow up on requests for information from Board members. *In camera* sessions may be attended by staff or others, such as advisors, when specifically invited by the Board Chair.

Without limiting the full scope of matters that are typically considered *in camera*, a primary purpose of *in camera* sessions is for Board reflection. For example, the Board may wish to use this time to evaluate its own effectiveness or the effectiveness of meetings, to foster Board culture by having an open discussion about behaviours, examine its relationship with management, or reinforce good practices and to carry out a self-assessment of the Board's effectiveness.

Business is not generally conducted during *in camera* sessions and minutes are not taken of the *in camera* portion of meetings. However, follow up requests are noted by the Board Chair and subsequently conveyed to the CEO.

Confidentiality of Closed and *In camera* Sessions

Deliberations and materials considered in closed and *in camera* sessions are confidential. All participants and attendees must respect this confidentiality.

2.7 Strategy Sessions

Strategy sessions, also known as Board Forums, are Closed Sessions typically held the day before a Board meeting. These sessions provide an opportunity for the Board to have more focused discussions on strategic or future-facing issues that may affect or guide the organization's business. Attendance is routinely limited to the Board and management, as well as external facilitators where required. Any decisions coming out of a strategy session must be brought forward to the subsequent meeting of the Board. No formal minutes are kept for these types of meetings.

Education Sessions

The purpose of an education session is to ensure that Board members have the knowledge, information, and tools to be most effective in their roles. No minutes are recorded for this type of meeting, but educational support materials are kept for future reference.

Meeting Logistics

How and where a meeting takes place are important considerations. Technology provides greater flexibility than ever, so multiple channels can be made available to Board members wherever possible to help manage time, availability, cost, and quorum.

Board meetings may be held in person or by electronic means.

⁶ Policy CO-15-51 – Guidelines for Board In Camera Sessions after the Regular Closed and Open Board Meeting: <https://www.egbc.ca/getmedia/7df9a81c-42f6-4ee4-b9c2-222858cb0940/CO-15-51-CG-8-Guidelines-for-Council-In-Camera-Sessions-after-the-Regular-Closed-and-Open-Council-Meeting.pdf.aspx>

In person Meetings

In person meetings have been a preferred type of meeting, predominantly because Board meetings involve significant discussion, planning, problem solving and decision-making. In person meetings help to foster shared understanding, collegiality and trust.

Meetings by Electronic Means

Board meetings may be held by electronic means which includes teleconferencing and/or videoconferencing.

Annual Workplan/Calendar, Agendas and Meeting Materials

Annual Calendar/Workplan and Agendas

An annual calendar/work plan is drawn up at the beginning of the Board year, setting out the various decisions the Board must make at its meetings throughout the year (for example, approval of the budget or financial statements).

Agendas are prepared by staff and reviewed by the Board Chair, based upon the annual work plan for the Board and emerging issues.

A videoconference is typically held the week of a Board meeting and usually on a Wednesday. The purpose of this session is to provide an opportunity for Board members to receive clarification on any material or content on the agenda for the upcoming Board meeting. By allowing Board members to raise questions for clarification ahead of a meeting, this practice helps to ensure that the Board meeting time can be focused on discussion and decisions. Board members are strongly encouraged to attend this pre-meeting session.

Any Board member may propose an agenda item for consideration in advance of the meeting by contacting the Board Chair. The Board Chair, in consultation with the CEO and sub-committee Chairs, will consider the request and may decide to either add the item to the agenda or to address the item in another way, in which case the Board Chair will typically follow up with the Board member to discuss options. Board members are strongly encouraged to propose agenda items in advance using the established process, in order to ensure that items are supported with appropriate background information and that informed discussion can occur. In special cases where an emerging issue may warrant a new agenda item to be considered at the meeting, the Board Chair, in consultation with the Board and management, will determine whether the item will be added.

Agendas follow a standard format, which includes the use of a consent agenda (see also below). The agenda will typically list each matter that will be brought forward to the Board, the time estimated for each discussion, whether the Board is receiving the item for information, discussion, or decision, and the material that will be provided to the Board to support its consideration of a matter. The Board Chair, at their discretion, may modify the agenda order if needed to accommodate certain circumstances such as a guest or speaker being late or if a member of the Board must leave early.

At the commencement of each meeting, there is a formal acknowledgment of the unceded First Nations territory on which the meeting is taking place.

When developing agendas, staff and the Board Chair need to be confident that:

- The Board is spending the most amount of time on the most important issues
- The Board will have the information and time to have an appropriate discussion for each agenda item
- The agenda is not too ambitious for the time allocated
- The right people will be in the room for each discussion
- Staff are making the best use of the time they have with the Board when face-to-face
- Staff are sure the topics under discussion during a closed or *in camera* meeting are appropriately flagged as confidential
- Staff ensure the design of the meeting aligns with Board members' level of engagement and capacity (e.g., deep discussion is not happening at a time when the Board members might be tired or distracted)

Note that from time to time there may be items brought forward in an open or closed session where, due to the nature of the matter, the Board Chair may request that certain participants (for example staff or standing observers) be excused for that portion of the meeting.

Consent Agenda

A consent agenda is used to address multiple decision requests as a single agenda item so the Board can manage its meeting time. Items that are routine or non-controversial in nature will appear on a consent agenda, or an item that requires perfunctory approval because the Board has already reached a decision in previous discussions. The consent agenda may also include reports that are for the information of the Board (see also discussion above – some items/reports may be presented for information only).

Board members are expected to have carefully reviewed the items on a consent agenda prior to the meeting. The Board Chair will ask at the outset of the meeting if any items from the consent agenda need to be moved to the regular agenda for further discussion. If a Board member has a question for clarification, Board members are encouraged to raise that in advance of the meeting, for example with the author of the report. However, if a Board member feels the items warrants discussion or will vote against it, then they may request for the item to be removed from the consent agenda.

If an item is moved but other matters remain on the consent agenda, the Board Chair will ask for a motion for the consent agenda to be approved as amended. The Board Chair will subsequently ask for a motion for the regular agenda to be approved as amended (as it will include the new matter for discussion). If no items are moved from the consent agenda, the Board Chair will ask for a motion for the consent agenda as a whole to be approved. Whenever the consent agenda is approved, each item appearing on it will have its resolution recorded separately in the minutes.

Meeting Package

Briefing notes, with supplemental documents, form the basis of the meeting package. Along with the agenda, the meeting package provides Board members with the information they need to understand the goal of each discussion, as well as background information, context, and analysis. Management will also be present during the meeting or on call to address any questions that arise.

The agenda and meeting package are posted on the secure document management system at least seven days prior to the meeting, or as soon as practicable. The agenda and meeting packages for open meetings are posted on the website for any registrants and members of the public that wish to attend.

Any changes made to the agenda or meeting package will be communicated to Board members either by email in advance of the meeting, or in person by the Board Chair at the beginning of the meeting.

Upon notification that the meeting package has been posted, and prior to the actual meeting, Board members should:

- Check they can access the meeting package
- Review the agenda and notify the Board Chair if a conflict of interest is identified (the Board Chair will also ask Board members to declare potential conflicts at the outset of each meeting)
- Come prepared, having read the material carefully in order to allow greater time for discussion at the meeting itself
- Submit significant concerns or questions to the Board Chair ahead of the meeting so that a response can be formulated in time for the meeting

Meeting Expectations

Meetings are the time that the Board comes together for formal deliberations and decision-making. Effective meetings are underpinned by a shared commitment to positive and constructive dynamics, respect for all perspectives, openness, active engagement and a willingness to engage in robust dialogue.

Meeting Expectations

Key expectations of Board members in relation to Board activity and Board meetings include that each Board member:⁷

- Be prepared and well-informed on relevant issues (through pre-read materials or otherwise)
- Contribute their own experience, wisdom, judgment on issues
- Interact with fellow Board members and management in a respectful and constructive manner
- Express independent opinions in a clear and respectful manner
- Express points of view for the Board's consideration even if they may seem contrary to other opinions previously expressed
- Listen to, and exercise tolerance for, others' perspectives
- Understand the difference between governing and managing, focusing inquiries on issues related to strategy, policy, implementation, and results rather than issues relating to the day-to-day management
- Devote the necessary time and attention to be able to make informed decisions on issues that come before the Board

In addition, and in the spirit of supporting meeting effectiveness, Board members are advised to:

- Notify staff in advance if they are unable to attend a meeting or, if the meeting is being held in-person, plan to attend remotely
- Inform the Executive Assistant to the Board in advance if they plan to join the meeting late or leave early
- Test equipment ahead of time to make sure internet access is available and working and, if possible, to have a contingency in place in the event of system glitches
- Arrive on time, with materials and notes ready to participate in the meeting

⁷ See Board Governance Policy CG-4, Position Descriptions and Role Profiles for Board Chair, Board Vice-Chair and Board members: <https://www.egbc.ca/getmedia/4a0dcf3f-b003-4cd5-9057-05d7647dcb5c/CO-20-67-CG-4-Position-Descriptions-and-Role-Profiles.pdf.aspx>.

Turn off any notifications and put away any devices not in use or explain at the outset to the group that an interruption might occur during the meeting

When attending by electronic means (video- or teleconference), Board members are further advised to:

Consider how they might appear on camera, for example, avoiding stripes or bold patterns which can be visually distracting, adjusting lighting to minimize shadows, and reducing background noise

Have the dial-in number, access codes, or log-in details ready and join the meeting at least 10 minutes early to resolve technical issues

Give full attention to the meeting as they would if in the same room

Identify themselves if they wish to be placed on the speaker's list

Wait to be acknowledged by the Board Chair before speaking

Speak clearly and address Board members by name if asking clarifying questions

Ask for clarity if any part of the discussion is unclear

Be patient if there is a slight delay in transmission

Mute the line when not speaking and not place the call on hold to avoid silence fillers (i.e., news or music) being broadcast to the room

When the meeting concludes, Board members must remember to end the call or connection and ensure that any copies of meeting material that may have been printed by a Board member is disposed of securely and in accordance with records management practices, as applicable.

If there have been any logistical problems with the meeting, Board members should provide feedback to staff as soon as possible so these can be addressed.

Procedure at Board Meetings and Decision-Making

Board Chair

The Board Chair presides at Board meetings and in the event that the Board Chair is unable to attend a specific meeting, the Board Vice-Chair will act as chair for that meeting. If neither the Board Chair nor Vice-Chair are present, the Board will choose one of the Board members to act as chair for that meeting.

The Board Chair is responsible for the meeting, including to make sure that it runs on time. The Vice-Chair supports the Board Chair in this role..

The Board Chair and Vice-Chair actively participate in Board meetings. They facilitate discussion by supporting Board members to express views, ensuring those who wish to share their perspective have an opportunity to be heard, by asking for alternative or contrasting perspectives, and asking questions to help ensure there are no gaps in understanding that may need to be addressed.

Quorum

A majority of voting Board members constitutes quorum for Board meetings and, subject to the requirement that at least one lay Board member must be present (unless there is no lay Board member appointed).⁸

⁸ PGA section 29(1).

Staff/Committee Recommendations

Depending on the nature of the decision, staff or committees may include a recommendation in the briefing note. Sometimes a draft resolution will also be provided to support the Board's deliberations. However, at times, staff may lay out the various options without a recommendation or draft resolution if they feel this is more appropriately left to the Board.

Briefing notes will typically provide a sufficient level of background to support decision-making, including references to previous discussions, analysis of strategic priorities, consideration of external factors, consultation with stakeholders, and previous Board discussions. Where a review of the issues may have already been completed by committees, sub-committees or advisory groups, the Board will get a summary of the process the group engaged in and a recommendation.

Types of Decisions

Board members can expect to see four types of decision in their work, each triggering a different decision-making process intended to support strong outcomes and meet the public interest mandate. These types of decision are:

Standard Decisions

- Where information is static, the context is well understood, less background information is required, and minimal discussion is necessary

New Decisions

- Where an issue has never been addressed, more information may be necessary, and greater discussion and context is required in order for the Board to understand why it is being asked to make a decision at all

Significant Decisions

- Where issues involve major transactions or commitment to a long-term plan or an action with far-reaching effects that may require longer timeframes for deliberation

Crisis Decisions

- Where an emergency or significant issue arises, which has a very short timeframe in which to act or respond, and often requires concise information to support efficient decision-making

Decision-Making Process

The standard process for moving through discussion to decision includes the following:

Each item on the agenda will be introduced by an identified member of staff, a chair of a Board sub-committee, statutory committee or advisory group, or anyone else invited by the Board Chair to introduce the topic

The Board Chair will open the floor for any questions and discussion arising from the briefing note and background materials

The Board Chair will ensure that every Board member has had an opportunity to share their perspective; generally every Board member will have the opportunity to speak once before speaking a second time and Board members are expected to limit comments/questions to about 3 minutes

For the sake of efficiency and effectiveness, the Board Chair will ensure that discussion is confined to issues that fall within the Board's authority and are relevant to the issue being discussed

Throughout the discussion, the Board Chair will highlight important points, clarify misunderstandings, and keep the discussion focused on the matters at hand

When Board members believe they have received the information necessary to consider the issue fully and are ready to move to a decision on the matter, the Board Chair will request a motion for resolution on which the Board will vote (see also below)

Voting

The Board strives to ensure that meetings are inclusive and that Board members are meaningfully engaged in decision making. Prior to taking a vote, the Board seeks to ensure Board members have had an opportunity to share their perspective, that there has been robust dialogue and an opportunity to work towards consensus. After due deliberation, all decisions and motions are decided by simple majority of votes cast by Board members present and entitled to vote. When the meeting technology permits, the votes of individual Board members may be made visible at the meeting but only the decision of the Board will be recorded.

Key Considerations

For a regulatory board, a key consideration for any decision will be whether the outcome serves and protects the public. Board members should keep the mandate and objects of Engineers and Geoscientists BC foremost in mind, and may wish to ask themselves the following questions:

Why are we having this discussion/making this decision?

- Is it in our mandate?
- Is it tied to our strategic priorities?

Do we trust the decision-making process in light of the importance of the decision (risk implications, strategic importance, budget implications, and impact on stakeholders)? If not, what needs to change?

Are the right people with the right experience and knowledge in the room to support a good decision?

Have we understood all the necessary facts and information?

Is there additional information we need to make a good decision?

Are the assumptions made reasonable?

Is there more than one possible course of action?

Do we have agreement on the outcome?

Would it be better to defer making a decision now, until we have further information or additional time to continue the discussion?

When possible, staff will bring items to the Board incrementally, with information, education sessions and smaller decisions leading up to the final request for a decision. This ensures the Board is fully informed and comfortable with the subject matter before a decision is required. Therefore, when the Board decides to defer a decision, it is best practice to think about what the unintended consequences of that deferment might be.

Resolutions

A resolution is a written statement of an action approved by the Board. It usually deals only with single or directly related issues.

Once a decision has been reached, the Board Chair will call for a motion for resolution. If a draft resolution has been set out in the briefing note, the Board Chair or member of staff will read it to

the Board, making any adjustments, as necessary. Following any further discussion, the Board Chair will ask the Board to indicate, either by electronic means, a show of hands, or verbal acknowledgment for Board members attending remotely, acceptance of the resolution. For the sake of clarity, the Board Chair will then restate the decision that has been approved, so it can be captured correctly for the minutes.

Resolutions proposed at a Board meeting do not need to be seconded.

However, any resolution proposed by a Board member that (i) has not been considered by staff, (ii) is not supported with a briefing note, and (iii) is not placed on the written agenda, must be supported by a seconder. Under such circumstances, the Board Chair will determine how best to deal with the proposed resolution, by:

- Allocating time at the meeting for the discussion

- Deferring the discussion to a future meeting and directing staff to prepare a briefing note with respect to the issue

- Deferring the discussion to a committee, with a recommendation for decision to come to the Board as appropriate

Consent Resolutions

The Board may pass consent resolutions outside of a formal meeting. A consent resolution is a resolution in writing (on paper, electronically or via email) consented to by all Board members entitled to vote on that resolution – which is as effective as if it had been passed at a Board meeting. If a Board member wishes to discuss a proposed consent resolution, they should inform the Board Chair. The results of consent resolutions will be communicated to the Board and included in the subsequent meeting for information.

Recording Decisions and Minutes

Minutes of the proceedings of the Board and of decisions made outside of a meeting serve as the official record of the Board meeting and of decisions made.

All minutes set out the date, time and location of the Board meeting, the attendance of participants, and a record of the formal actions, recommendations, and resolutions of the Board taken. Individual votes are not recorded unless a Board member specifically requests to have their dissent recorded. Abstentions are recorded. Opinions or views expressed by participants at Board meetings are not recorded in the minutes.

The draft minutes are added to the next meeting agenda for review and approval by the Board. The minutes do not need to be signed once approved. Minutes of open sessions are published; minutes of closed are not published and are distributed only to those authorized to attend such sessions.

A log of all resolutions is kept by staff and is a resource to the Board if required.

Amendments and Review

These rules, practices and guidelines have been adopted by the Board⁹ and will be reviewed regularly by the Governance Sub-Committee to ensure they are kept current and remain relevant to the work of the Board.

The rules, practices and guidelines may be amended by the Board.

REVISION AND APPROVAL LOG

September 15, 2023 (CO-23-68) – Revisions authorized by the Board

June 25, 2021 (CO-21-85) – Approved by Council

⁹ Bylaw section 2.4(2) provides that the Board may adopt or establish policies, procedures or rules of order, consistent with the PGA, applicable regulations, and the Bylaws, for the purpose of

conducting a meeting of the Council.