



ENGINEERS &
GEOSCIENTISTS
BRITISH COLUMBIA

POLICY

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GEOSCIENTISTS
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Policy on Council Meetings

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Engineers and Geoscientists BC Policy on Council Meetings

Introduction

Council meetings serve as the primary forum for Council discussions and decision-making, where Council 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 Council seek to foster meetings that are effective and inclusive, where Councillors are supported to meaningfully engage in their work and make well informed decisions. This policy sets out rules, practices and guidelines for how Council 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 Council 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 Council 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.

Council Meetings

Annual Schedule of Council Meetings

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

Typically, six regular Council 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 Councillors and published on the Engineers and Geoscientists BC website.²

Types of Meetings

Council 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 Council Governance policies include, for example, CG-3 Council Terms of Reference; CG-4 Position Description and Role Profiles; CG-6 Code of Conduct for Council 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 Council. 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 Council 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 Council meeting. All requests are required to be submitted at least six weeks prior to the Council meeting date and will be considered by the Executive Sub-committee for approval, prior to going before the Council.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 Council.

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

All persons attending the open session of a Council meeting are expected to behave in a respectful and civil manner. The President/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 Council.

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

Closed Sessions

Closed sessions of Council meetings are attended by Councillors, 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 Council Meetings provides guidelines for matters that are typically considered in closed sessions.⁵

⁴ Interested individuals must submit a formal request to present at Council 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 Council 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 Council may hold *in camera* sessions. *In camera* sessions are a subset of a closed session. The Council has established a policy to provide additional guidelines for *in camera* sessions, Policy CO-15-51.⁶

In camera sessions are attended by Councillors 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 Councillors. *In camera* sessions may be attended by staff or others, such as advisors, when specifically invited by the President/Chair.

Without limiting the full scope of matters that are typically considered *in camera*, a primary purpose of *in camera* sessions is for Council reflection. For example, the Council may wish to use this time to evaluate its own effectiveness or the effectiveness of meetings, to foster Council 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 Council'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 President/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 Council Forums, are Closed Sessions typically held the day before a Council meeting. These sessions provide an opportunity for the Council 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 Council 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 Council. No formal minutes are kept for these types of meetings.

Education Sessions

The purpose of an education session is to ensure that Councillors 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 Councillors wherever possible to help manage time, availability, cost, and quorum.

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

⁶ Policy CO-15-51 – Guidelines for Council In Camera Sessions after the Regular Closed and Open Council 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 Council 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

Council meetings may be held by electronic means which includes teleconferencing and/or videoconferencing. This form of meeting has become the norm for Council during the Covid-19 pandemic.

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 Council year, setting out the various decisions the Council 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 President/Chair, based upon the annual work plan for the Council and emerging issues.

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

Any Councillor may propose an agenda item for consideration in advance of the meeting by completing the Agenda Item Request Form. The Executive Sub-Committee considers requests and may decide to either add the item to the agenda or to address the item in another way, in which case the President will typically follow up with the Councillor to discuss options. Councillors 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 President/Chair, in consultation with Council 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 Council, the time estimated for each discussion, whether the Council is receiving the item for information, discussion, or decision, and the material that will be provided to the Council to support its consideration of a matter. The President/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 Council 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 President/Chair need to be confident that:

- The Council is spending the most amount of time on the most important issues
- The Council 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 Council 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 Councillors' level of engagement and capacity (e.g., deep discussion is not happening at a time when the Councillors 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 President/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 Council 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 Council has already reached a decision in previous discussions. The consent agenda may also include reports that are for the information of Council (see also discussion above – some items/reports may be presented for information only).

Councillors are expected to have carefully reviewed the items on a consent agenda prior to the meeting. The President/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 Councillor has a question for clarification, Councillors are encouraged to raise that in advance of the meeting, for example with the author of the report. However, if a Councillor 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 President/Chair will ask for a motion for the consent agenda to be approved as amended. The President/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 President/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 Councillors 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 Councillors either by email in advance of the meeting, or in person by the President/Chair at the beginning of the meeting.

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

- Check they can access the meeting package
- Review the agenda and notify the President/Chair if a conflict of interest is identified (the President/Chair will also ask Councillors 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 President/Chair ahead of the meeting so that a response can be formulated in time for the meeting

Meeting Expectations

Meetings are the time that Council 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 Councillors in relation to Council activity and Council meetings include that each Councillor: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 Councillors and management in a respectful and constructive manner
- Express independent opinions in a clear and respectful manner
- Express points of view for the Council'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 Council

In addition, and in the spirit of supporting meeting effectiveness, Councillors 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 Council 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 Council Governance Policy CG-4, Position Descriptions and Role Profiles for President, Vice President and Councillors: <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), Councillors 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 President/Chair before speaking

Speak clearly and address Councillors 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, Councillors must remember to end the call or connection and ensure that any copies of meeting material that may have been printed by a Councillor is disposed of securely and in accordance with records management practices, as applicable.

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

Procedure at Council Meetings and Decision-Making

President/Chair

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

The President/Chair is responsible for the meeting, including to make sure that it runs on time. The Vice-President supports the President in this role, including managing the speaker's list.

The President/Chair and Vice-President actively participate in Council meetings. They facilitate discussion by supporting Councillors 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 Councillors constitutes quorum for Council meetings and, subject to the requirement that at least one lay Councillor must be present (unless there is no lay Councillor 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 Council'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 Council.

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 Council discussions. Where a review of the issues may have already been completed by committees, sub-committees or advisory groups, the Council will get a summary of the process the group engaged in and a recommendation.

Types of Decisions

Councillors 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 Council 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 Council sub-committee, statutory committee or advisory group, or anyone else invited by the President/Chair to introduce the topic

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

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

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

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

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

Voting

The Council strives to ensure that meetings are inclusive and that Councillors are meaningfully engaged in decision making. Prior to taking a vote, the Council seeks to ensure Councillors 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 Councillors present and entitled to vote. When the meeting technology permits, the votes of individual Councillors may be made visible at the meeting but only the decision of Council will be recorded.

Key Considerations

For a regulatory council, a key consideration for any decision will be whether the outcome serves and protects the public. Councillors 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 Council incrementally, with information, education sessions and smaller decisions leading up to the final request for a decision. This ensures the Council is fully informed and comfortable with the subject matter before a decision is required. Therefore, when the Council 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 Council. It usually deals only with single or directly related issues.

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

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

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

However, any resolution proposed by a Councillor 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 President/ 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 Council as appropriate

Consent Resolutions

The Council 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 Councillors entitled to vote on that resolution – which is as effective as if it had been passed at a Council meeting. If a Councillor wishes to discuss a proposed consent resolution, they should inform the President/Chair. The results of consent resolutions will be communicated to Council and included in the subsequent meeting for information.

Recording Decisions and Minutes

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

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

The draft minutes are added to the next meeting agenda for review and approval by the Council. 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 Council if required.

Amendments and Review

These rules, practices and guidelines have been adopted by the Council⁹ and will be reviewed regularly by the Governance Sub-Committee to ensure they are kept current and remain relevant to the work of the Council.

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

REVIEW DATES

September 9, 2022 (CO-22-88) – Amended by Council

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

⁹ Bylaw section 2.4(2) provides that the Council 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.