

Webinar: Speedy Board Meetings & Minutes July 28, 2020

If someone has reported a bylaw infraction, should the complaint and the Board response be recorded in the Minutes? Or is it permissible to omit it entirely?

It may depend on the type of bylaw infraction that is being dealt with. Not all infractions need to be recorded. However, severe infractions would be brought forward, placed on the agenda, and recorded into the minutes.

When minuting the transgression clearly indicate:

- What bylaw infraction is, which bylaw is affected
- What the determinant solution was

Do abstained votes or someone who has recused themselves from discussion need to be recorded?

Abstaining from votes should be resisted as much as possible. Board members are on the board to make decisions. Abstentions, where persons chose not to vote, does not need to be noted in the minutes. In fact, you could simply note that the motion was adopted or rejected. If wanted or by bylaw the vote count could be included without the identifying who or the number of abstained. (E.g.: if there are 10 people at the meeting and two abstained you could record 5 for, 3 against)

If someone is recusing themselves based on a conflict of interest then it does need to be recorded in the minutes.

Are virtual meetings (Zoom, GoToMeeting, Microsoft Meetings) a valid way to have meetings given the pandemic times?

Virtual meetings are a valid way to have meetings. You do want to sure your bylaws allow for video conferencing and electric voting in your minutes. However, there has been an exception provided (the Government of Alberta) given the pandemic.

Are Annual General Meeting allowed to be held by virtual meetings given the Province of Alberta's Ministerial Order?

Currently given the parameters around social distancing, if you are a smaller corporation and you will not have any more than 50 individuals attending the AGM and you are able to provide the appropriate spacing parameters within that space when it comes to social distancing you can move ahead with your meeting. You need to abide by the government regulations with respect to Covid-19, what the gathering regulations are. An AGM is a gathering. If you can abide by the regulations, the PPE regulations then the AGM can take place.

If the meeting environment cannot be control as outlined by the government, then you are not permitted to have an in-person AGM. You should seek legal council given your specific bylaws and circumstances regarding virtual AGM's. Virtual meetings can work well, as they provide chat boxes which can be used, discussion can take place, motions can be made and raising of hands counting for votes.

When considering an extension of when to hold the AGM takes place, look at your bylaw, ministerial order parameters etc.

One of the fundamental principles of an electronic meeting is to ensure that everyone can hear each other at all times. For those who are looking needing to conduct electronic meetings the National Association of Parliamentarians website offers resource links on how to plan electronic meetings. <https://www.parliamentarians.org/>

When a board is meeting virtually, they are making decisions, do the motions being passed at that meeting need to wait until the board meets in person to ratify the motions as they do when motions are made when emailing?

Emailed decisions are required to be ratified at the next Board meeting and must be recorded in the minutes. Virtual board meetings do not require an

in-person meeting to ratify the decision made but they must be documented appropriately with in the minutes.

It is encouraged boards only make decisions of the utmost importance when not in-person as they can lead to challenges.

A director may have a conflict of interest with an agenda item. Should the board deal with the director with the conflict of interest prior?

It is up to the person who has the conflict of interest to declare they feel there is a conflict. It is very seldom, unless there is an unknown legal exception with the Board or specific bylaws, or unusual that other members can say a person has a conflict and request they step away. Sometimes this decision is built into rules regarding discipline or suspension and the suggestion be brought forward to the person, but it is the persons decision to continue or withdraw.

A corporation has one director who does not have internet access. The director who does not have internet access would prefer to have an in-person meeting. The corporation has concerns, for their staff, in providing an in-person meeting.

If the bylaws of the corporation do allow for electronic meetings, ideally the person without internet somehow work with the person to provide internet access to attend the meeting. One person's unwillingness to not have an electronic meeting may not be enough to stop the meeting.

In your experience what is the optimum number of people on a board?

The number of directors on a board is outlined in the bylaws. (The opinion expressed) There isn't a specific number which is optimal as the number of units and the make-up/culture of the group.

Can a Board Chair make a motion?

In large assemblies where there are 12 or more people it is considered wrong for the Board Chair to enter into debate or make motions. However,

on small Boards Robert's Rules of Order indicates it is acceptable and even suggests it is valuable for the Chair to make motions.

If a person abstains, does this mean you no longer have quorum?

If a person abstains, it does not affect your quorum as they have not left the meeting.

If a person removes themselves from the meeting based on conflict of interest does this affect quorum?

Quorum is indeed lost if that person's absence, even temporary, would bring the meeting attendance below the established requirement for quorum