



## Manual of Operations

Title: Board Meetings	Number: MO-02-01
Source: WGHA Board	
Approved By: WGHA Board	Date Approved: March 2016 Date Last Reviewed: February 2024

The WGHA Board of Directors is responsible and accountable for carrying out the affairs of the Association in a manner that ensures compliance with the WGHA By-laws, regulations, policies and procedures and OWA By-laws, regulations, policies and procedures.

WGHA Board meetings are held a minimum of ten (10) times each year. WGHA Board meetings may be held in person, teleconference or other electronic means.

### **Quorum**

A quorum must be present before the WGHA Board may transact business at a Board Meeting. A quorum for a Board Meeting is fifty (50) percent plus one of the Officers and Directors. If a Board Meeting is held electronically, the President will periodically do a roll call to ensure that a quorum remains in effect.

No decisions may be made in the absence of a quorum. A meeting at which a quorum is initially present may continue to transact business. In the event of the withdrawal of members from the meeting resulting in a loss of quorum, the meeting chair will continue the meeting for purposes of discussion and record. All matters requiring a vote will be deferred to the next meeting of the WGHA Board.

### **Agenda**

The agenda, including copies of any supplementary material to be discussed or considered at the Board Meeting will be distributed to the Directors two (2) days prior to each Board Meeting. The agenda will identify the date, time and location of the Board Meeting and, where applicable, the dial-in number or other means by which Directors may participate.

Unless otherwise agreed by the Directors present at the Board Meeting, business will be conducted in the order set out in the agenda. A proposal to change the order of agenda items may be made at the beginning of a Board Meeting and will require a majority vote to approve.



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In order to be placed on the agenda, an item requiring a decision by the Board must be submitted to the Secretary at least seven business days before the Board Meeting.

If a Board Meeting is adjourned prior to the consideration of all items on the agenda, then the items shall be placed on the agenda for the next Board Meeting.

### **Chairing the Board Meeting**

The President, or in the absence of the President, the Vice-President, will preside as Chair of the Board Meeting. If neither the President, nor the Vice-President is present, then the Directors present shall choose among themselves someone to be the Chair for the meeting.

It is the responsibility of the Chair of the Board Meeting to:

- preserve order and decorum and decide all questions of order;
- appropriately manage, in accordance with the Conflict of Interest policy, any conflict of interest issue that is raised during the Board Meeting;
- receive and submit, in the proper manner, all motions presented by the Directors;
- put to vote all questions which are properly brought before the Board or necessarily arise in the course of proceedings, and to announce the results;
- request that any Director persisting in breach of the rules of order leave the meeting; and
- ensure that the decisions of the Directors are in conformity with the laws and by-laws governing the activities of the Board and its members.

Each Director (excluding the meeting Chair) has one vote. Every question before the Board shall be decided by a majority of the votes cast on a motion. In the event of a tie, the meeting Chair does have a deciding vote.



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### **Abstention**

All Directors present will vote on all motions put to the WGHA Board except in the following circumstances:

- they have declared a conflict of interest; or
- the matter calls for the approval of minutes of a Board Meeting at which they were not present; or
- they are prohibited by law.

With the exception of Directors in the above circumstances, Directors present who do not vote shall be deemed to have voted against the motion in question.

### **Outcome of the vote**

The meeting Chair shall declare the outcome of the vote on all questions. Should the outcome be disputed, the vote shall be retaken.

### **Recording of results**

Any Director may ask that the outcome of a vote to be recorded. A request for a recorded vote may be made before or after the vote. Where a recorded vote is not requested, the minutes will simply reflect that a motion was carried or not carried.

### **Voting during electronic Board Meetings**

When a vote is called, the meeting Chair will first ask for those opposed to the motion. If no one is opposed, the motion will be considered to be carried. If there is opposition a roll call vote will be held and the Chair will declare the number of votes cast in favour, the number of votes cast against and whether the motion is carried.

### **Minutes of the WGHA Board Meeting**

The minutes of Board Meetings, as taken by the Secretary or designate consist of a record of all proceedings taken by the Directors.

Minutes of a Board Meeting will be prepared by the Secretary and provided to the Directors at seven (7) calendar days after the Board Meeting. Minutes will be approved by the Directors at the next subsequent Board Meeting.



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### Meeting Code of Conduct

#### Directors will

- conduct themselves professionally and in a manner consistent with all applicable law, codes of conduct, guidelines and directives;
- come to Board Meetings thoroughly prepared and will, at a minimum, have read all materials provided in advance;
- confine their remarks to the motion or other question, be, and be seen to be, impartial and objective during Board Meetings;
- participate fully in Board Meetings;
- not disclose the content of confidential proceedings or materials;
- recognize that authority resides with the Board as a whole and not with individual Directors. Directors will be bound by the majority