



## **MEETING POLICY**

### **Agenda Development**

1. Effective agenda development ensures the board members understand the process for the development of, and have an opportunity to have input into, the board's agenda.
2. It is the responsibility of the Chair , in consultation with the Chief Executive Officer, to develop the agenda for board meetings.
3. Board agendas for regular meetings of the board are usually determined 10 days before a meeting.
4. A board member who wishes to add an item to the board's agenda or to be provided with additional information with respect to a board matter (such as a legal opinion addressed to the board) should speak with the board chair.
5. If the board member and the Chair are not in agreement, then the board member may, on notice to the Chair , raise the request during the call for other business or approval of the agenda at the opening of the board meeting, and the matter shall be determined by the board.

### **Location and Frequency**

6. The board of directors shall meet at a location and at a time and day as the Board may from time to time determine.
7. Meetings of the board are called by the secretary on the request of the chair of the board. The secretary shall give at least three (3) days notice in writing of each meeting to all directors.
8. A meeting of the board of directors shall be held immediately following each annual meeting of members and no notice of such meeting is required if the only business to be transacted is the election or appointments of such officers set out in the by-laws.
9. In addition to the meeting of directors to be held immediately following each annual meeting of members, there shall be at least nine other meetings of the board of directors in each year
10. At the discretion of the chair, meetings of the board may be held by telephone or any other means which enables all participants to communicate with each other adequately and simultaneously. Persons participating in a meeting by telephone or

by any other means of communication are deemed to have attended that meeting.

11. Minutes of board meetings shall be recorded and maintained by the Secretary.
12. The Chief Executive Officer shall determine when invitations will be issued to the following person(s) to attend meetings of the board of directors and, if requested, to report to the board of directors:
  - The Director of Operations
  - Director of Finance
  - Director of Human Resources
  - Director of Communications and Community Engagement

### **Quorum**

13. A quorum for a meeting of the board of directors shall consist of a majority of the directors, which is 50% plus one.

### **Open Meetings**

14. Members and the public may attend meetings of the board of directors subject to board policy on closed sessions of meetings of the board.
15. Members of the public will be permitted to attend board meetings unless the board makes a determination that the public should not be permitted to attend, based on the criteria set out in this policy.
16. Members of the public and media will be asked to contact the corporate secretary of CMHA Lambton Kent if they plan to attend a meeting of the board of directors.
17. Members of the public and media attending meetings will be asked to identify themselves and if they have any formal affiliations (i.e. name of media outlet or health agency) by registering their name and address.
18. The chair of the meeting may exclude members of the public for improper conduct.
19. Members of the public and media may attend board meetings as observers but may not participate in the meeting discussions.
20. The board of directors will permit presentations at board meetings by members of the public in accordance with the following procedures:
21. Persons wishing to address the board of directors at an upcoming board meeting must submit written notice of the request to the corporate secretary of Canadian Mental Health Association Lambton Kent Branch. The request shall include a brief description of the specific matter to be addressed.
  - Requests to address the board of directors will be considered generally in the order of receipt of the requests.

- In order for the request to be considered at an upcoming meeting, the request must be submitted to the corporate secretary not later than ten calendar days prior to the meeting date.
- Persons who do not receive approval to address the board will be so notified and will be advised of the reasons for the decision.
- Persons addressing the board will be required to limit their remarks to five minutes.
- No more than three presentations will be heard at any meeting of the board. The presentations will be heard at the beginning of the agenda. In no case is the board obligated to respond to a presentation.
- No person or group may address the board concerning an agenda or non-agenda matter if the person or group has addressed the board concerning that matter during the previous twelve months.
- Members of the public may also address the board by providing a letter or memorandum addressed to the chair of the board or president and chief executive officer, c/o the corporate secretary of CMHA Lambton Kent. While the board may consider matters raised in any correspondence, it will not have any obligation to respond to any correspondence provided to it.
- In some case, it may determine that it would be more appropriate for an individual or group to address their comments to a specific board standing committee. In these situations, arrangements for presentations will be facilitated by the corporate secretary.

### **Closed Sessions**

22. The board may move in-camera or hold special meetings that are not open to the public where it determines it is in the best interest of the organization to do so.
23. Closed sessions may be held at the end of the public segment of each board of directors meeting.
24. Closed or in-camera sessions will be held to discuss items of a confidential nature, such as:
  - Assessing, rewarding or disciplining individuals;
  - Dealings and discussions with other entities or persons where the information being discussed may compromise the relationship of the organization with them or its relationship with its stakeholders;
  - Labour relations or human resources issues;
  - Matters relating to civil or criminal proceedings;
  - Personal health information related to an individual;

- Financial, personal, contractual and/or other matters for which a decision must be made in which premature disclosure will be prejudicial; and
  - Deliberations to decide whether a matter warrants being dealt within a closed session of the board.
25. Move #27 up, so can follow # 24. During a closed session, all persons who are not directors shall be excluded from the meeting; provided, however, the organization's personnel and others may be permitted to attend all or a portion of the closed session upon the invitation of the Chair or the invitation of the CEO with the approval of the Chair.
26. A board motion is required to move into and to rise from a closed session.
27. All matters brought before a closed session remains confidential until they are moved by the board to an open session; the board shall pass a resolution with respect to those items that are to be moved to an open session.
28. A separate agenda shall be prepared for closed sessions indicating the items to be considered during the session. The agenda and any supporting materials shall be clearly marked confidential and shall be handled and secured in a manner that respects the nature of the material.
29. Voting during a closed session shall take place according to the regular provisions governing Board meetings.
30. Minutes of closed sessions shall be recorded and shall be marked confidential and shall be secured in a manner that respects the nature of the material.
31. Minutes of a closed session shall be presented for approval at a subsequent closed session.

#### **Meeting without Management**

32. The directors shall meet without management from time to time, as determined by the Chair, for the purpose of evaluating the board's relationship with management, as well as its oversight of, and the quality of, information provided by management.
33. Such meetings shall not be considered to be meetings of the board but rather will be information meetings only.
34. The Chair shall immediately communicate with the CEO any relevant matters raised during the meeting.