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| Policy:         | G005 – Board meeting procedures |
| Effective Date: | April 11, 2013                  |
| Approved by:    | Board                           |

## PURPOSE

To regulate the proceedings of Board meetings.

## POLICY

The Board shall conduct Board Meetings efficiently, effectively and in an orderly manner in accordance with approved guidelines.

## GUIDELINES

### 1. DEFINITIONS IN THIS POLICY:

- a. "Act" means the *Municipal Government Act, R.S.A. 2000, c.M-26*, any regulations thereunder, and any amendments or successor legislation thereto;
- b. "adjourn" used in relation to any meeting means to terminate the meeting;
- c. "amend a motion previously adopted" means to bring forward to a later meeting an amendment to a previously successful motion;
- d. "Board" means Edmonton Metropolitan Region Board
- e. "Board Member" means a representative of a municipality on the Board;
- f. "Chief Executive Officer" means the Chief Executive Officer of the Board or the designate of the Chief Executive Officer;
- g. "EMRB" means the Edmonton Metropolitan Region Board;
- h. "in camera" means the portion of a meeting at which only Board Members and other persons specified by the Board may attend;
- i. "orders of the day" means a requirement that the Chair or Interim Chair return to the pre-determined agenda, including adjourning at the pre-determined time, unless a motion to extend the discussion occurring at that time or a motion to extend the meeting is adopted;
- j. "participating municipality" means a municipality listed in the schedule of the Board Regulation.
- k. "point of order" means a demand by a Board Member that the Chair or Interim Chair enforce the rules of procedure;
- l. "point of privilege" means a request made to the Chair or Interim Chair by a Board Member on any matter related to the rights and privileges of Board Members and includes:
  - i. the comfort of Board Members
  - ii. the conduct of Board Employees or members of the public in attendance at the meeting;
  - iii. the accuracy of the reports of the Board's proceedings; and
  - iv. the reputation of the Board and the Board Members;



- m. "postpone" means to delay the consideration of any matter, either:
  - i. to later in the meeting;
  - ii. a specified time and/or date;
  - iii. until the occurrence of an event;
  - iv. or indefinitely
- n. "public meeting" means a meeting of the Board at which members of the public may attend and may be invited to make verbal and/or written submissions to the Board;
- o. "recess" means to take a short break in the order of business or an agenda item of a meeting with the intent of returning to that order of business or agenda item at the same meeting;
- p. "reconsider" means to bring forward for consideration of the Board a motion that has already been brought before, and voted upon by the Board, earlier in the same meeting.
- q. "refer" means to send a pending motion or agenda item to a Board committee or administration for investigation and report;
- r. "renew" means to bring forward to a later meeting a previously defeated motion;
- s. "table" means to lay the impending question aside temporarily when something else of immediate urgency has arisen.

## 2. APPLICATION AND INTERPRETATION

- a. This policy shall apply to all meetings of the Board.
- b. To the extent that a matter is not dealt with in this policy, the Board shall have regard to Robert's Rules of Order Newly Revised.
- c. The precedence of the rules governing the procedures of the Board is:
  - i. the *Municipal Government Act*;
  - ii. *Edmonton Metropolitan Region Board Regulation*;
  - iii. this policy; and
  - iv. *Robert's Rules of Order Newly Revised*.
- d. The Board may waive all or part of the provisions of this policy for a meeting if the Board Members approve by motion.

## 3. REGULAR AND SPECIAL MEETINGS

- a. Date and time for meetings of the Board will be determined by the Chair or Interim Chair and the Chief Executive Officer.
- b. All meetings will be open to members of the public except for the in camera portion of the meeting.
- c. The Board has the authority to move in camera if a matter to be discussed is within one of the exceptions to disclosure in Division 2 of Part 1 of the *Freedom of Information and Protection of Privacy Act*.
- d. During the in camera portion of a meeting, the Board may not pass a motion, except to revert to a meeting held in public.

## 4. BOARD SEATING

- a. The Chair or Interim Chair shall occupy the seat at the head of the board table.
- b. The seats of the Board Members shall be chosen by Board administration.

## 5. QUORUM

- a. No quorum is required.



6. DUTIES OF OFFICIALS

a. Duties of the Chair or Interim Chair

- i. The Chair or Interim Chair shall:
  - I. open and adjourn Board meetings;
  - II. chair Board meetings;
  - III. preserve order and decorum in Board meetings;
  - IV. rule on all questions of procedure;
  - V. ensure that each member of the Board who wishes to speak on a debatable motion is granted the opportunity to do so;
  - VI. determine the speaking order when two or more members of the Board or others wish to speak; and
  - VII. decides who, aside from members of the Board, may address the Board.
- ii. The Interim Chair does not have voting rights.
- iii. The Chair does have voting rights as a member on the Board representing their municipality.

b. Duties of the Vice Chair or Vice Interim Chair

- I. The Vice Chair or Vice Interim Chair shall chair Board meetings when the Chair or Interim Chair is absent or unable to act as Chair or Interim Chair and shall have all the powers and responsibilities of the Chair or Interim Chair under this policy during the absence or incapacity of the Chair or Interim Chair.
- II. The Vice Chair/Vice Interim Chair does have voting rights as a member on the Board representing their municipality.

c. Duties of the Chief Executive Officer

- i. The Chief Executive Officer shall, subject to the *Municipal Government Act* and the Board Regulation:
  - I. provide the Board with information and advice with respect to the operation of the Board;
  - II. when requested, provide information and advice to the Chair or Interim Chair and Board on procedural matters in Board Meetings;
  - III. ensure all minutes of the meetings of the Board are recorded and provide secretariat functions for Board Meetings;
  - IV. receive recommendations for resolutions and make them available to each Board Member; and
  - V. review proposed policies to ensure compliance with this policy and to advise the proponent and the Board of the existence of complementary and conflicting provisions in other policies.

7. THE CONDUCT OF A BOARD MEETING

a. Agenda

- i. The proposed agenda for each Board Meeting shall be established by the Chair or Interim Chair and the Chief Executive Officer.
- ii. The proposed agenda shall include:
  - I. all recommendations for resolutions received in accordance with 9.a.i; 9.a.ii; and 9.a.iii;
  - II. all matters scheduled to that Board Meeting by prior resolution of the Board; and



- III. such other items of business as determined by the Chair or Interim Chair and Chief Executive Officer.
- iii. In establishing the agenda, the Chair or Interim Chair and Chief Executive Officer may establish a specific time for the introduction of and debate on any agenda item.
- iv. The first order of business at any Board Meeting shall be consideration of the proposed agenda and adoption of it, subject to any amendment that the Board may approve.
- v. The order of business at a Board Meeting shall be the order of the items on the adopted agenda.
- vi. After adoption of the agenda, the Board may alter the order of the items on the agenda, by vote, for convenience of the meeting.

b. Rules Governing Debate

- i. A motion must be made by a Board Member before the Board can debate an item before the Board.
- ii. A seconder to a motion is not required.
- iii. All discussion at a meeting of the Board shall be directed through the Chair or Interim Chair.
- iv. A Board Member who has made a motion may speak either in favour of, or in opposition to, the motion.
- v. Notwithstanding 7.b.iv:
  - I. a Board Member may ask questions of administration or other Board Members on any motion or amendment to a motion;
  - II. a Board Member may speak to answer questions put by other Board Members; and
  - III. a Board Member who has made a motion may speak last to close the debate.
- vi. The Chair may participate in debate on any matter before the Board by relinquishing the chair.
- vii. The Chair may make a motion on any matter on the agenda but before doing so the Chair must relinquish the chair to the Vice Chair until the vote on the motion has been taken.
- viii. A member of the Board who is speaking may be interrupted by the Chair or Interim Chair if:
  - I. the member speaking is out of order; or
  - II. the matter being addressed by the Board Member speaking is outside the jurisdiction of the Board.
- ix. A Member of the Board who is speaking may only be interrupted by another Board Member on:
  - x. a point of privilege; or
  - xi. a point of order.
- xii. The Board Member who is speaking when a point of order or privilege is raised shall cease speaking immediately.
- xiii. The Chair or Interim Chair may grant permission:
  - I. to the Board Member raising the point to explain the point briefly; and



- II. to the Board Member who was speaking to respond briefly; but otherwise a point of order or privilege is not debatable or amendable.
- xiv. The Chair or Interim Chair must rule on a point of order or privilege and no vote will be taken unless there is a challenge by a member of the Board to the ruling.
- xv. The Chair or Interim Chair may seek advice from the Chief Executive Officer on a point of order or privilege or to determine whether a matter is within the jurisdiction of the Board.
- xvi. Items that are on the agenda and do not have a recommended motion may be discussed by the Board at the discretion of the Chair/Interim Chair.

c. Challenging the Ruling of the Chair or Interim Chair

- i. Any member of the Board may challenge the ruling of the Chair or Interim Chair on a point of order or privilege and state the terms of the challenge.
- ii. When there is a challenge to the ruling of the Chair or Interim Chair, all further debate shall cease until the challenge has been dealt with by the Board.
- iii. If a ruling of the Chair or Interim Chair is challenged, the Chair or Interim Chair shall briefly state the reasons for the Chair's or Interim Chair's ruling and then put the question to the Board.
- iv. The Board shall decide the challenge, by vote, without debate.
- v. The decision of the Board on the challenge is final.
- vi. If the Chair or Interim Chair refuses to put the challenge to the Board, the Board may request the Vice Chair or Vice Interim Chair to assume the chair in order that the challenge to the Chair's or Interim Chair's ruling can be put to the Board in accordance with the provisions of 7.c.iii to 7.c.v. The result of the vote is as binding as if conducted under the Chair or Interim Chair and the Chair or Interim Chair shall abide by the result.

8. MAINTAINING ORDER IN BOARD MEETINGS

a. Order in Board Meetings – Board Members

- i. The Chair or Interim Chair may call to order any member of the Board who is out of order.
- ii. A member of the Board who is called to order must cease talking or otherwise engaging in the activity specified by the Chair or Interim Chair in the call to order.
- iii. When a Board Member has been called to order but persists in breaching the order of the Board, the Chair or Interim Chair may name the member and declare the offence.
- iv. The Chief Executive Officer shall ensure the offence is noted in the minutes.
- v. If a member of the Board who has been named apologizes to the Board and withdraws the offensive statement or action, then the Chair or Interim Chair may direct that the notation of the offence be removed from the minutes.
- vi. A Board Member who is called to order or named may immediately thereafter challenge the ruling of the Chair or Interim Chair and state the terms of the challenge.
- vii. When there is a challenge to the ruling of the Chair or Interim Chair, all further debate shall cease until the challenge has been dealt with by the Board.
- viii. A challenge of the Chair's or Interim Chair's ruling shall follow those procedures outlined in 7.c.iii to 7.c.v.



b. Order in Board Meetings – The Public

- i. Only Board Members, the Chief Executive Officer, and those individuals authorized by the Chief Executive Officer may be present on the floor of the Board Meeting.
- ii. A person not listed in section 8.b.i may be present on the floor of the Board Meeting if that person has first received the approval of the Chair or Interim Chair.
- iii. The Chief Executive Officer, an employee or consultant authorized by the Chief Executive Officer may address the Board from the floor of the Board Meeting, if recognized by the Chair or Interim Chair.
- iv. A person not listed in 8.b.i may address the Board from the public gallery with permission of the Chair or Interim Chair. A Board Member may, through the Chair or Interim Chair, request permission for an employee of that municipality to address the Board.
- v. No person present in the public gallery or on the floor of the Board Meeting shall cause any disturbance, interrupt any speaker or interfere with the action of the Board.
- vi. The Chair or Interim Chair may call to order any person on the floor or in the public gallery who has created a disturbance and may expel that person from the Board Meeting.

9. RULES FOR MOTIONS

a. Motions

- i. Unless the Board agrees otherwise by vote or the motion is a recommendation from a Board Committee, a motion to be made at a Board Meeting must be given to the Chief Executive Officer in writing at least seven days before the Board Meeting at which the motion is to be considered.
- ii. The Chief Executive Officer shall make all motions filed under 9.a.i available to the Board Members at the earliest possible time.
- iii. 9.a.i does not apply to any of the motions set out in 9.a.ix.
- iv. A motion must be made prior to a vote occurring.
- v. A recommendation in a report is not a motion until a Board Member moves it.
- vi. The Board shall consider only one motion at a time.
- vii. After a motion has been moved, it may not be withdrawn without the consent of the Board.
- viii. The following motions are not debatable by the Board:
  - I. to raise a point of privilege;
  - II. to call for orders of the day;
  - III. to raise a point of order;
  - IV. to withdraw a motion;
  - V. to recess or adjourn the meeting;
  - VI. to challenge a ruling of the chair; or
  - VII. to table a motion.
- ix. When a motion has been made and is being considered, no Board Member may make any other motion except:
  - I. as set out in 9.a.viii;



- II. to amend the motion;
  - III. to refer the main motion to administration, a Board Committee or some other person or group for consideration; or
  - IV. to postpone consideration of the motion.
  - x. Motions shall have precedence in accordance with the order that they are listed in 9.a.viii and then in 9.a.ix(2), 9.a.ix(3) and 9.a.ix(4).
  - xi. If a motion is voted on by the Board, a Board Member who voted on the prevailing side may move, at the same meeting or continuation thereof, that the vote be reconsidered, provided that the vote has not caused an irrevocable action.
  - xii. If a motion fails, the same motion shall not be renewed unless one year has passed since the date that the motion was defeated.
  - xiii. Notwithstanding 9.a.xi, if a motion is defeated, a Board Member may introduce a motion calling on the Board to renew the motion if:
    - I. the Board Member who wishes to have the Board renew a motion provides previous notice by setting out in writing what special or exceptional circumstances warrant further debate; and
    - II. the Board grants leave to a Board Member to introduce a motion calling on the Board to renew the motion.
  - xiv. If a motion succeeds, a Board Member may introduce a motion calling on the Board to rescind the motion or amend a motion previously adopted provided that the Board Member sets out in writing what special or exceptional circumstances warrant further debate.
  - xv. A motion to rescind, renew or amend a motion previously adopted may not be introduced where the vote on the original motion has caused an irrevocable action.
  - xvi. The Board may consider in camera only matters outlined in 3.c of this policy.
  - xvii. The Board may not vote on motions in camera except a motion to revert to a meeting held in public.
- a. Amendments to Motions
- i. A Board Member who moved a motion may not move an amendment to it.
  - ii. Any Board Member, other than the Board Member who moved the main motion, may move to amend a motion.
  - iii. The Board Member who moved the main motion may move an amendment to the amendment.
  - iv. The Chair or Interim Chair shall allow only:
    - I. one amendment to the main motion; and
    - II. one amendment to the amendment to be advanced and considered at a time.
  - v. The Board must vote:
    - I. on an amendment to the amendment, if any, before voting on the amendment; and
    - II. on any amendment before voting on the main motion.
  - vi. When an amendment is on the floor, the Board may debate only the merits of the amendment and shall not debate the merits of the motion to which it is applied.



- vii. The Chair or Interim Chair shall not put the main motion under debate to a vote until all amendments to it have been put to a vote of the Board.
  - viii. Once all amendments to the main motion have been voted on, the Chair or Interim Chair shall put forth the main motion under debate to the Board for a vote, incorporating the amendments that have been passed by the Board.
  - ix. Notwithstanding anything in this section, a Board Member who has moved a motion may restate the motion to include a proposed amendment if no other Board Member objects.
- b. Motions to Refer
- i. Any Board Member may move to refer any main motion, and any pending amendments, to a Board Committee or administration for investigation and report.
  - ii. A motion to refer:
    - I. is debatable;
    - II. precludes any further amendment to the main motion, until the motion to refer has been addressed by the Board; and
    - III. shall include instructions indicating, who the receiving body is, what the receiving body is to do and the date by which the Board requires a response.
  - iii. The Chair or Interim Chair shall refuse to accept a motion to refer that would have the effect of defeating the motion to which it applies.
  - iv. Once the receiving body commences its deliberations, the receiving body may recommend for adoption any amendment to the resolution so referred without regard to any amendments considered by the Board prior to the referral. The resolution proposed by the receiving body shall be as if introduced to the Board for the first time and the Board shall be free to consider any amendment to it.
- c. Splitting a Motion
- i. When a motion is lengthy, complicated or contains a series of independent issues dealing with different subjects, a Board Member may request that the motion be split into parts so that each part may be voted upon individually.
  - ii. A Board Member who requests that a motion be split into parts may reword the parts so that the syntactical integrity of each part is maintained, but in doing so shall not change the intent of each part.
  - iii. The Chief Executive Officer may, on the request of the Chair or Interim Chair, assist with phrasing the motions that would result from a motion being split so that the motions may be dealt with most effectively by the Board.
- d. Tabling Motions
- i. A motion may be tabled by a vote of the Board, with the exception of a Regional Evaluation Framework (REF) application.
  - ii. A motion to table:
  - iii. includes all other motions; and
  - iv. takes precedence over any other motion connected with the motion being tabled.
  - v. A motion that has been tabled may be raised from the table at any time by a vote of the Board.





- vi. If a motion to raise a motion from the table is defeated, it may only be made again after the Board has addressed some other matter or business.
  - vii. When a tabled motion is raised from the table, it is brought back with all motions connected with it, exactly as it was when laid on the table.
  - viii. A motion fails if it is not raised from the table within one year of being tabled.
  - ix. Section 5.1 of the Framework, a motion to table such determination to another meeting is not permitted. If the Board is unable to make a determination and additional information is necessary to duly make the decision, the Board has the capacity to refer the matter to Administration to bring forward additional information to assist with making the decision.
- e. Postponing Motions
- i. A motion may be postponed, with the exception of a Regional Evaluation Framework (REF) application.:
    - I. to later in the meeting to enable the Board to deal with other more pressing matters; or
    - II. to a specified time and/or date; or
    - III. until the occurrence of an event; or
    - IV. indefinitely.
  - ii. A motion to postpone:
    - I. includes the motion being postponed and all connected amendments; and
    - II. takes precedence over any other motion connected with the motion being postponed.
  - iii. A motion that has been postponed under 9.f.i(1) or 9.f.i(4) may be considered at any time by a vote of the Board.
  - iv. If a motion to consider a postponed motion is defeated, it may only be made again after the Board has addressed some other matter or business.
  - v. When a motion that has been postponed is brought back to the Board, it is brought back with all motions connected with it, exactly as it was when postponed.
  - vi. If a motion has been postponed to a specified time and/or date or until the occurrence of an event, the motion is automatically placed on an agenda for consideration at that time and date or upon the occurrence of the event.
  - vii. Section 5.1 of the Framework, a motion to postpone such determination to another meeting is not permitted. If the Board is unable to make a determination and additional information is necessary to duly make the decision, the Board has the capacity to refer the matter to Administration to bring forward additional information to assist with making the decision.
- f. Notice of Motion
- i. Prior to the Board adjourning a regular Board Meeting, Board Members will be given an opportunity to bring a notice of motion by reading into the minutes the notice of motion and by providing the Chief Executive Officer with a written copy of the notice.
  - ii. A notice of motion given at one regular Board Meeting will automatically appear on the agenda of the next regular Board Meeting unless otherwise



directed or agreed upon by the Chair/Interim Chair or Chief Executive Officer or the Notice Provider.

- iii. A notice of motion cannot be made at a special Board Meeting.
- iv. A motion on notice is not debatable until a Board Member moves the motion.

#### 10. RECORDED VOTES

- a. Any time before a vote is taken by the Board, a Board Member may request that the vote be recorded.
- b. When a vote is recorded, the minutes must indicate which Board Member requested the recorded vote and list the municipalities voting for or against the motion. Additionally, those municipalities that are absent will be recorded in the minutes even though their vote is recorded in favour as per 11.d.

#### 11. VOTING

- a. Subject to 6.a.ii each Board Member has one vote.
- b. A motion will be carried when a motion is supported by not fewer than 2/3 Board Members from participating municipalities that collectively have at least 2/3 of the population of the Region.
- c. If the representative of a participating municipality that is a town is unable to attend a meeting of the Board, the Board, on request of the participating municipality, shall provide for an alternative method of representation for the participating municipality at that meeting.
- d. Subject to 11.c, if a Board Member is not present when a vote of the Board is taken, or abstains from voting, the Board Member is deemed to have voted in the affirmative.

#### 12. INFORMATION REQUESTS

- a. A Board Member wishing to make an information request of administration shall present it to the Board at the appropriate time on the agenda of a regular Board Meeting.
- b. If the Chief Executive Officer is unable to answer the information request at the meeting, the Chief Executive Officer will forward the request to the appropriate entity for a response.
- c. Unless the information request specifies that the Board Member wishes the information to appear on a subsequent agenda, the information will be forwarded directly to all Board Members.
- d. If the Chief Executive Officer determines that the requested information should not be supplied, as the corporation has an obligation to keep it private under the provisions of the *Freedom of Information and Protection of Privacy Act*, the Chief Executive Officer shall file a response with the Board stating the reasons for withholding the information.
- e. If the Chief Executive Officer determines that the time and cost of compiling the information will be considerable, the Chief Executive Officer shall request a resolution of the Board to approve the request either at the same meeting or a future meeting.
- f. If a Board Member who has made an information request wishes to withdraw the request at the appropriate time on the agenda, that Board Member shall so inform the Board.

#### 13. ADJOURNING THE MEETING



- a. When the Chair or Interim Chair is satisfied that all the business and purposes of a meeting have been addressed, the Chair or Interim Chair may adjourn the meeting or request a motion to adjourn the meeting.
- b. Any Board Member may move to adjourn the meeting at any time.

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Nolan Crouse, Board Chair

| Revisions        |        |   |
|------------------|--------|---|
| Date             | Status | Comments  |
| October 31, 2017 | Amend  | Non-substantive changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure |