

# LABRADOR INNU ROUND TABLE SECRETARIAT INC.

## BOARD MEETING PROCEDURE POLICY

The Board of Directors of the Labrador Innu Round Table Secretariat Inc. enacts as follows:

### PART 1 – INTRODUCTION

#### Title

1. This Policy shall be called the Board Meeting Procedure Policy.
2. The Board of Directors recognizes its fundamental accountability is to its members, the Innu people of Labrador.
3. The Board commits to the highest standards of transparency and accountability to its members, through enactment of this policy governing its decision making procedures and its reporting on results.

#### Definitions

“**Board**” means the board of directors of Labrador Innu Round Table Secretariat Inc.

“**Chief and Council**” means the chief and council of either the Sheshatshiu Innu First Nation or the Mushuau Innu First Nation, as applicable

“**Community Member**” means individuals nineteen (19) years or older who are ordinarily resident in Natuashish or Sheshatshiu, Labrador and who are members of the First Nations or eligible to be members of Mushuau Innu First Nation or Sheshatshiu Innu First Nation (“Community Members”).

“**Corporation**” means Labrador Innu Round Table Secretariat Inc., a corporation incorporated pursuant to the Act;

“**Director**” means an individual of the board of directors of the Corporation;

“**First Nation**” means Mushuau Innu First Nation or Sheshatshiu Innu First Nation, as applicable;

“**Innu Nation**” means the corporation registered under the laws of Canada or any successor corporation known as Innu Nation.

“**Member**” means collectively, the “Regular Members” and “Community Members”, each as defined in By-Law #1 of the Corporation.

“**Regular Member**” means each of Sheshatshiu Innu First Nation and Mushuau Innu First Nation.

### **Application of rules of procedure**

4. It is recognized that the **Board** is the decision making body of the corporation. Decisions cannot be made by individual Board members, but must be made by the Board as a whole at a regular or special meeting of the Board, except where authority is delegated to a single Board member or group of Board members, or to an employee of the Corporation.
5. On each and every question to be decided by the Board, the Chair of the meeting shall call for a vote on the matter, which shall be done by a show of hands and the results shall be recorded in the minutes.
6. If any Director calls for a ballot, the Chair of the meeting shall conduct a vote by secret ballot, and the results recorded in the minutes.

### **PART 2 – BOARD MEETINGS**

7. Board decisions shall be made in regular or special meetings, unless the Executive Committee makes a decision pursuant to the By-Law #1 of the Corporation.
8. Regular meetings take place at least four times a year on the dates as determined by the Board of Directors.
9. A special or Executive meeting may be called if it is critical that a resolution be adopted before the regularly scheduled meeting. The agenda shall deal only with the special item(s) requiring urgent attention.
10. Provided the conditions set out above are met, either a Regular or Special meeting may be conducted by audio, or audio/ visual electronic communication means if all members can communicate with one another and cast a vote.

11. With only the exceptions noted below, all Board Regular and Special meetings are open to in-person attendance by Members. The Board is not, however, required to fund the attendance at meetings of Members.
12. Meetings may be closed to observers (*“in camera”*) only when issues falling under the following categories are discussed:
- Confidential information protected by the law
  - Personnel and Human Resources information
  - Information that could cause financial loss or gain to the corporation
  - Commercially sensitive information
  - Land transfers
  - • Information obtained from other governments or corporations that could violate confidentiality agreements
  - Legal opinions, privileged information, or advice provided by a solicitor
  - Litigation or potential litigation affecting the corporation
  - Access to, or security of, particular buildings, structures or systems, including computer or communication systems
  - Information gathered by police or other investigative agencies
  - Labour and employment matters
  - Matters protected by applicable privacy legislation
13. The Board shall not make decisions in a closed session unless they are decisions about the matters in paragraph 12. There shall be no Board decisions made in a closed session of the Board except for decisions related to those matters provided for in paragraph 12. If a meeting or a portion of a meeting is held *in camera*, the record of the meeting made available for examination by the members shall indicate that the meeting was *In Camera* and the general subject matter of that discussion.

### **Notice of Regular Meetings**

14. When the Board of Directors sets the meeting dates of the Board, the Board shall publicize the meeting date, location, and time on the website of the Corporation.

### **Notice of Special meetings**

15. When a Special Board meeting is called, a notice of the date, hour, place and topic of the Special Board meeting must be posted on the web site 24 hours before the time of meeting. As well there shall be:
- (a) a copy of the notice posted at the head office;

- (b) a copy of the notice shall be sent to each Board member by electronic mail.

16. The notice under section 15 must describe in general terms the purpose of the meeting and be signed by the Chair or the Corporate Officer, or Executive Director.

## **PART 4 – MEETING PROCEEDINGS**

### **General Provisions**

17. The Vice President (also known as Deputy Grand Chief ) of Innu Nation shall normally be the Chair of the meetings of the Board of Directors, and the meeting Chair shall not cast a vote except in case of a tie.
18. In a case where the Deputy Grand Chief is unavailable to act as the Chair of a Board Meeting, the Board shall select a Chair of the meeting at the commencement of the meeting. The Chair of the meeting shall not have a vote.
19. In the minutes of a Board of Directors meeting, the following shall be recorded:
- the attendance of Board members,
  - all motions and resolutions, except those on In Camera matters;
  - decisions and proceedings of the Board, except those on In Camera matters and,
  - if required, the name and vote of every member voting on a question.
20. Minutes of the proceedings of the Board meeting must be legibly recorded and signed by the Chair, or in the Chair's absence, the Director presiding at the meeting at which the minutes are adopted
21. Adopted minutes shall be posted on the web site and a file copy must be available for public inspection at the head office during its regular office hours.

### **Behaviour at Meetings**

22. While meetings are open to Members, participation during a Board meeting is not a right and is available only to the extent allowed by the Chair. Any member of the audience, the Board, or staff can be expelled or excluded from the meeting by the Chair if their behavior is disruptive to proceedings.

## **Agenda**

23. Prior to each meeting, the Secretary or individual delegated by the Secretary must prepare an Agenda setting out all the items for consideration at that meeting.
24. The Secretary or individual delegated by the Secretary must e-mail the agenda to Board members at least three days before the meeting. The agenda will be posted on the corporate web site prior to the meeting.
25. Late items may be brought forward at the meeting by a Board member and included on the agenda, only if a majority of members present agree.

## **Order of proceedings and business**

26. The agenda for all regular meetings shall contain at least the following items:
  - (a) Approval of agenda;
  - (b) Declaration of conflicts of interest;
  - (c) Adoption of minutes;
  - (d) Introduction of late items;
  - (e) Adoption of bylaws where applicable;
  - (f) Public presentations, delegations, requests to address Board;
  - (g) Report of Executive Director;
  - (h) Business Arising from the minutes;
  - (i) Reports of committees;
  - (j) Resolutions;
  - (k) Question Period;
  - (l) New business;
  - (m) Adjournment.

## **Calling meeting to order**

27. The Each Board meeting may only proceed where there is a quorum of Board Directors in office , including at least one Director from each First Nation-- present in order to make decisions.
28. If there is no quorum present within one hour of the scheduled start time for a meeting, the Secretary or person delegated by the Secretary must record the names of the members present, and those absent, and close the meeting.

### **Voting at meetings**

29. The Chair of the Board meeting may not vote on any proposed resolution except in case of a tie.
30. When debate on a matter is closed the Chair of the meeting must put the matter to a vote of members by canvassing their support or opposition to the matter and the Chair of the meeting must declare the result by stating that the question is decided in either the affirmative or the negative;

### **Delegations**

31. The Board may allow an individual or a delegation to address a meeting, provided that the individual or delegate requesting to address a meeting has notified the Secretary or Executive Director within one week prior to the meeting. The time allowed for such individual or delegation's presentation will normally be limited to 10 minutes.
32. The Secretary or individual delegated by the Secretary may schedule delegations to another meeting as deemed appropriate according to the subject matter of the delegation.
33. The Secretary or individual delegated by the Secretary may refuse to place an individual or delegation on the agenda if the issue is not considered to fall within the jurisdiction of the Board. If the delegation wishes to appeal the decision to refuse to hear the individual or delegation, the information proposed to be discussed must be distributed under separate cover to Board members for their consideration whether it will be placed on the agenda.

### **Minutes of meetings to be maintained and available to the public**

34. Adopted Minutes of Board proceedings must be
  - (a) legible,
  - (b) open for public inspection in the head office and posted on the Corporate web site .

ADOPTED AS A POLICY OF THE BOARD OF DIRECTORS

DATE:

CORPORATE OFFICER

CHAIR