

<p style="text-align: center;">FANSHAWE COLLEGE FOUNDATION BOARD OF DIRECTORS' POLICY MANUAL</p>
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CATEGORY B – BOARD PROCESS

TITLE: Board Meetings

POLICY NUMBER: **B-20**
EFFECTIVE DATE: 2008 12 10
REFERENCE: 902

BACKGROUND INFORMATION:

The following policy is intended to supplement information contained in By-Law No. 1, and document the organization and structure of regular meetings of the Board of Directors.

THE POLICY:

1. General

- 1.1 The Board of Directors normally meets four times a year in September, December, February and June at the call of the Chair.
- 1.2 Except for confidential items as noted in By-Law No. 1, all meetings of the Board of Directors shall be open to the public.
- 1.3 Official observers to all meetings of the Board of Directors shall be as follows:
 - 1.3.1 Fanshawe College Development Office representative
 - 1.3.2 Fanshawe College Alumni Association representative
- 1.4 A resolution is required for the Board of Directors to go in-camera to discuss matters that are considered to be confidential as identified in By-Law No. 1.
- 1.5 In-camera sessions normally include the Officers of the Corporation.
- 1.6 Individuals may be excluded from in-camera sessions in order to:
 - 1.6.1 avoid a conflict of interest associated with collective bargaining
 - 1.6.2 avoid a conflict of interest associated with a legal position
 - 1.6.3 permit a free and open discussion to assess an individual's performance

- 1.7 The rules guiding the procedure at meetings shall be Sturgis Standard Code of Parliamentary Procedure, unless otherwise determined by resolution of the Board.
- 1.8 A recording secretary shall be present at all times to record minutes of all Board meetings.

2. Agendas

- 2.1 Agendas for Board meetings are normally distributed one week before the meeting.
- 2.2 The content and structure of the Board agenda is determined by the Board Chair and approved by the Board at the meeting.
- 2.3 All supporting materials distributed with the agenda shall be held strictly confidential until discussed by the Board in open session. All supporting materials, agenda items and minutes associated with in-camera sessions of the Board are always strictly confidential, unless released by the Board in open session.
- 2.4 Normally the Board agenda includes the following categories:
 - a) Opening Procedures
 - (i) Call to Order
 - (ii) Chair's Welcome
 - (iii) Approval of Agenda
 - (iv) Disclosure of Conflicts of Interest
 - (v) Approval of Minutes
 - (vi) Business Arising from Minutes
 - b) Board Process
 - c) Policy Development and Strategic Issues
 - d) Monitoring
 - e) Linkages
 - f) Orientation
 - (i) Chair's Report
 - (ii) Executive Director's Report
 - g) Committee of the Whole In-Camera
 - h) Report from the Committee of the Whole
 - i) Adjournment

2.5 The distribution of the Board agenda and supporting materials is as follows:

	<i>Agenda</i>	<i>Minutes</i>	<i>In-Camera Minutes and supporting materials</i>	<i>Other Supporting Materials</i>
Board Members	√	√	√	√
Executive Director	√	√	√	√
Secretary/Treasurer	√	√	√	√
Official Observers	√	√		√

3. Communications

3.1 Draft minutes of previous Board meetings are normally distributed with the agenda as noted above except where there may be a conflict of interest.

3.2 Approved Board minutes are distributed as follows:

- 3.2.1 main college library
- 3.2.2 external auditors
- 3.2.3 the College's web site
- 3.2.4 Fanshawe College's senior management team

3.3 As the only spokesperson for the Board, the Chair may issue a communication to keep the college community informed about Board issues. The format and distribution of this communication will be left to the discretion of the Chair; however, all such communications will be distributed to all Directors.

4. Monitoring Reports

4.1 Monitoring reports shall be in writing and provided to the Board with the agenda. Each monitoring report shall include a summary of the key monitoring measures identified in Board policy accompanied by a brief description of performance.

4.2 Resolutions relating to the section of the Board agenda pertaining to 'Monitoring Reports' should follow one of the following formats:

- 4.2.1 The monitoring report is accepted – which means the monitoring report meets the Board's expectations as outlined in the applicable policy.

4.2.2 The monitoring report is not accepted – which means the monitoring report does not meet the Board's expectations as outlined in the applicable policy.

4.3 Upon review of each monitoring report the Board may also determine that a Board policy may need to be improved, which should not impact the assessment of the monitoring report in accordance with existing Board policy.