

1.5.4 Board of Directors Meetings

The purpose of this policy is to ensure the association is meeting its record keeping obligations and following best practices of good governance. For transparency and accountability, the FSA membership should have a clear understanding of how the board conducts its meetings. Mechanisms to ensure transparency and accountability are codified in this policy. Other than when confidentiality is required as set out in Article 6, it is understood that board meetings shall normally be in open session.

1. In order that the business of the Society can be handled in a regular manner, FSA staff will, prior to the January meeting of the Board, draft the schedule of board meetings for the period June 1st to the following May 31st for approval by the Board.
 - 1.1. Normally, board meetings will be held on the third Wednesday of the month, with a minimum of eight meetings each year, usually scheduled between August and June.
 - 1.2. The schedule shall normally contain inclusion of two workshops each year, one in the Fall and one in the Spring.
 - 1.3. The schedule will take into account term breaks, holidays, and regularly scheduled conferences/conventions/meetings (CAUT, BC Federation of Labour, FPSE, etc.) as required.
2. If calling a board meeting is not possible or practical, a motion of the Board may be decided by e-mail or other form of electronic polling as per bylaw 7.5.
 - 2.1. To allow for reasonable consideration of a motion being voted on electronically, the motion will first be circulated for comment, with no vote, and the opportunity for comment will be open for a minimum of 48 hours.
 - 2.2. Once comments have been heard, the President may request a decision from the Board. As per bylaw 7.5, if all Directors currently in office agree electronically to the resolution, the resolution can be entered into the minutes of the Board.
3. Attendance at board meetings is restricted to Board members, with guests invited by way of a motion or consensus. Any guests shall be added to the agenda circulated ahead of the meeting.
 - 3.1. FSA Management, including both the Executive Director and the Operations & Human Resources Director, are standing invitees of all meetings and workshops of the Board, with the exception of those discussions deemed as closed/Board-only and identified in Article 5.2 of this policy.
 - 3.2. Other FSA staff may also attend by invitation of the President; often at the recommendation of the Executive Director.

- 3.3. Board members and FSA Staff who require financial support in order to remove barriers to attend board meetings may access appropriate and reasonable funds according to the FSA's Reimbursement of Expenses Policy (3.1.7). Board members should contact the President and Staff should contact the Operations and HR Director, for pre-approval prior to incurring such expenses to confirm their eligibility.
4. A quorum of the Board shall be the majority of all its members, and must not be less than three, present in person or via teleconference.
5. Board meetings will typically consist of open, closed, and closed/Board-only sessions.
 - 5.1. Open session are matters open to the FSA.
 - 5.2. Closed session are matters confidential to Board members, FSA Management, and staff as appropriate by position/role.
 - 5.3. Closed/Board-only are matters confidential to Board members.
6. The board meeting agenda shall be set by the President, in consultation with FSA Management, prior to the meeting. During the meeting, the Board may move to refer an appropriate item to closed session, with or without staff.
 - 6.1. Closed sessions of Board meetings are confidential to the Board, FSA Management, and staff as appropriate by position/role, with subject matter relating to one or more of the following:
 - 6.1.1. Confidential labour relations strategy including, but not limited to, grievances, arbitrations, and settlements;
 - 6.1.2. Collective bargaining strategies;
 - 6.1.3. Human resources issues, including, but not limited to, compensation, hiring, performance management, staff development, and succession planning;
 - 6.1.4. Process, roles, responsibilities, and expectations of the Board and FSA management;
 - 6.1.5. Conflict of interest situations;
 - 6.1.6. Strategic business decisions;
 - 6.1.7. Litigation or potential litigation affecting the FSA; and,
 - 6.1.8. Crisis management.
 - 6.2. Closed/Board-only sessions of board meetings are confidential to the Board with subject matter relating to one or more of the following:

- 6.2.1. Executive Director performance;
 - 6.2.2. Executive Director compensation;
 - 6.2.3. Legal issues involving the Executive Director; and,
 - 6.2.4. Board conduct and behaviour.
7. Per by-law 9.6.2, the Secretary delegates minute taking at board meetings to FSA Management except in the case of closed/board-only sessions of board meetings, in which case, the Secretary is responsible for the confidential minute taking and may delegate to another board member in attendance.
- 7.1. Board business should not be transacted unless it is minuted. At minimum, minutes will include:
 - 7.1.1. The place, date and start time of the meeting;
 - 7.1.2. The persons present, including their arrival and departure times if vary from meeting start and end time;
 - 7.1.3. Who served as chair and minute taker;
 - 7.1.4. The text of all resolutions;
 - 7.1.5. The results of votes on all resolutions;
 - 7.1.6. Any formal objections of directors; and
 - 7.1.7. The time of adjournment.
 - 7.2. All minutes of board meetings will be brought forward for approval at subsequent board meetings.
 - 7.3. Minutes will be filed as official record of the association's business with open session minutes accessible to members and staff, closed session minutes accessible to Board and FSA Management, and closed/board-only session minutes accessible only to Board.
8. Subject to the Societies Act and FSA by-laws, the Board may adopt rules of order for its Board meetings, but if does not do so, then the most recent edition of Robert's Rules of Order must be used.

Revision History

Date	Revision (Brief description)
June 3, 2020	Revisions Approved
June 2020	<ul style="list-style-type: none"> • Minor edits to Articles 1&2 • Article 3 – new language introduced to reflect current practice around attendance at board meetings • Article 4 – new language introduced on quorum • Article 5 – new language introduced on open, closed, and closed/Board-only sessions • Article 6 – new language introduced on agenda and items discussed in closed and closed/Board-only sessions • Article 7 – new language introduced on minute taking to reflect current practice • Article 8 – new language introduced on rules of order • Deletion of ‘old’ Article 4 – re: Directors Agreement and Code of Conduct – this should be a stand-alone document as it doesn’t just pertain to board meetings
April 18, 2018	Minor housekeeping revisions and added FSA Director Agreement as an Appendix.
November 24, 2014	Minor housekeeping revisions and formatted in branded policy template
April 17, 2013	Updated to reflect revised bylaws.
May 11, 2011	Revised and Approved
Nov 31/01, Nov 15/03, Apr 19/06	Revisions
Mar 22, 1995	Approved