

## UNIVERSITY OF MANITOBA BYLAW

<b>BYLAW:</b>	<b>BOARD OF GOVERNORS MEETING RULES</b>
<b>Effective Date:</b>	
<b>Revised Date:</b>	March 4, 2014
<b>Review Date:</b>	March 4, 2024
<b>Approving Body:</b>	Board of Governors
<b>Authority:</b>	
<b>Responsible Executive Officer:</b>	University Secretary
<b>Delegate:</b>	
<b>Contact:</b>	University Secretary
<b>Application:</b>	Board of Governors Members

### 1. Regular Meetings

- (a) Regular meetings of the Board shall be held at such times and places within Manitoba as the Board determines.
- (b) Regular meetings of the Standing Committees shall be held at such times and places within the City of Winnipeg as the Standing Committees respectively determine.

### 2. Special Meetings

Special meetings of the Board shall be called by the Chair or Vice-chair of the Board:

- (a) and held at such times and places within Manitoba as the Chair or Vice-chair of the Board, or the Board, determines; or
- (b) at the written request of any four members of the Board, and subject to section 3.00, be held at the time set out in the request, and at such place as the Chair or Vice-chair of the Board, or Board, determines.

**3. Special meetings of the Standing Committees shall be called by the Chair thereof**

- (a) and held at such times and places within the City of Winnipeg as the Chair of the Standing Committee, or the Standing Committee, determines; or
- (b) at the written request of any two members of the Standing Committee, and subject to Section 3.00, be held at the time set out in the request, and at such place as the Chair of the Standing Committee, or the Standing Committee, determines.

**4. Chair**

The Chair of the Board, or if absent, the Vice-chair of the Board, or if both are absent, a member of the Board to be appointed by it, shall be Chair of meetings of the Board.

**5. Procedural Rules**

The Board and the Standing Committees may provide for the regulation and conduct of their respective meetings.

**6. Notices of Meetings of Board and Standing Committees**

(a) **Time and Manner of Notice:**

Notice of meetings of the Board and of Standing Committees shall be mailed or otherwise delivered in such a manner that under normal circumstances they will be received by members at least 48 hours before the meeting; provided however, that where, in the opinion of the Chair of the Board or Standing Committee, as the case may be, a matter of urgency has arisen and it is not practicable to mail or deliver the notice as required, then notice may be given orally, or by telephone or by electronic means.

(b) **Waiver of Notice:**

Notice of any meeting of the Board or of a Standing Committee may be waived by any member.

(c) **Failure to Give Notice:**

The accidental omission to give proper notice of any meeting of the Board or of a Standing Committee shall not invalidate any by-law or resolution passed or any business transacted or proceedings taken thereat.

(d) **Content of Notice:**

Wherever practicable, notice of any meeting of the Board or of a Standing Committee shall include an agenda setting out the matters to be considered at the meeting; provided however, that in cases where the notice has not included an agenda, any matter within the jurisdiction of the Board or of the Standing Committee not so included (other than the amendment or revocation of the General Bylaws, or any part thereof) may be considered and determined at any meeting with the consent of the majority of those members present and voting.

**7. Voting**

Unless otherwise determined by the Board or by a Standing Committee, questions arising at a meeting of the Board or of the Standing Committee shall be decided by a majority of votes, upon a show of hands, except that the Chair of the meeting shall not vote unless there is an equality of votes, in which case the Chair of the meeting shall cast a vote.

**8. Quorum**

- (a) Twelve members shall form a quorum for the transaction of business at any meeting of the Board.
- (b) A majority of the members of a Standing Committee shall form a quorum for the transaction of business at any meeting of the committee.

**9. Meeting via Electronic Means**

**Meetings via electronic means**

In the case of an instance where an urgent matter requires resolution by the Board of Governors, or it is deemed expedient not to convene the Board of Governors in person, the Chair of the Board of Governors, or the Chair of any Standing or ad hoc Committee of the Board of Governors, as appropriate, may determine that any item or items be considered by the Board or a Committee of the Board by a) teleconference or b) resolution in writing.

**Teleconferences**

- (a) Any meeting held by means of teleconference or other similar electronic means must be conducted by means of technology that enables all participants in the meeting to hear the deliberations of the meeting at the same time.
- (b) Any member of the Board of Governors or a Standing or ad hoc Committee of the Board of Governors may participate in a meeting of the

Board of Governors or a Standing or ad hoc Committee of the Board to which they are a member by means of a teleconference or other such electronic means. A member participating in a meeting by such means shall be deemed to be present at the meeting. A request to participate in a meeting by telephone link or other electronic means must be made to the Secretary of the Board at least five (5) days prior to the meeting in question.

- (c) In cases where urgent consideration of an item is required, or the nature or quantum of the business before the Board or Committee is deemed by the Chair to warrant it, the Board or Committee may meet by teleconference or other similar electronic means, provided the conditions of section a) above are met.

### **Resolutions in Writing**

- (a) In rare instances, the Chair may request that a resolution be put before the Board of Governors or a Standing or ad hoc Committee of the Board of Governors in writing.
- (b) In placing a resolution in writing before the Board or a Committee, the relevant resolution and appropriate background information shall be distributed to members of the Board. Members shall then indicate their vote in writing to the Secretary within three days.
- (c) A resolution in writing supported in the affirmative by 2/3 of the members of the Board or the Committee shall be as valid as if it had been passed at a meeting of the Board. The results of the vote shall be communicated by the Secretary to the Board or Committee as soon as possible after the all the votes are received.

## **10. Unanimous Consent Agenda**

In preparing the agenda for Board meetings, the Secretary shall identify action and information items that are routine and/or likely non-controversial. In so doing, the Secretary may consult with the Chair of the Board, the relevant committee chair and the principal administrative resource persons. All such items shall be flagged on the agenda as being 'consent agenda' items. Action and information items on the agenda that are not so flagged shall be presented singly for discussion and voting as appropriate.

If any member of the Board wants to ask a question, discuss or oppose an item that is marked for the consent agenda, the member can have an item removed from the consent agenda by contacting the Secretary of the Board prior to the meeting or by asking that it be removed before the Chair calls for a mover and seconder for the motion to approve or receive, by unanimous consent, the items listed.

Before the agenda is presented for approval, the Chair shall:

- (a) Advise the Board of items that are to be removed from the consent agenda, based on prior requests from Board members; and
- (b) Ask if there are any other items that should be removed from the list.

The minutes of the Board meeting shall report matters approved as part of the consent agenda as “carried by unanimous consent”. Information items received as part of the consent agenda will be reported as received.