


Policy Name:	BOARD MEETINGS		
Policy Number:	GOV-203	Formerly	BG 214,217
 West Elgin Community Health Centre	Creation Date: June 2004	Reviewed Date: March 2021	Approved by: Board of Directors

SUMMARY

The West Elgin Community Health Centre (the “Centre”) recognizes the value and expertise that each Director brings to the meetings of the Centre’s Board of Directors (the “Board”). As such, the Board strives for the attendance of all Directors at each Board meeting to fully benefit from each individual Director’s contribution.

POLICY

Directors are expected to attend all Board meetings throughout the year including those that are not regularly scheduled.

PROCEDURES

To facilitate attendance an annual schedule of regular Board meetings will be provided to the Board. Except in exceptional circumstances regular Board meetings will not be rescheduled.

The Board shall meet regularly at a time and place determined by the Board and in no event less than five times per year. Meeting of the Board may be called by the Chair, the Secretary or by the written request of any two (2) Directors.

In the event that any matter requires the immediate attention of the Board that cannot be completed by written resolution, the Chair shall ensure that Directors are provided with as much advance notice of such meeting as is possible in the circumstances.

It is recognized that a Director’s other responsibilities may take precedence over a scheduled Board meeting. In such cases, the Director will send his or her regrets for the meeting to the Chair or the Secretary with as much advance notice as possible.

Minutes of all Board meetings will indicate “present”, “regrets”, and “absent” when recording attendance.

Directors who are absent from any three (3) meetings throughout the year, with regrets, will be reminded by letter that they have missed three (3) meetings. They will be asked to contact the Chair or the Executive Director to discuss if there are any issues pertaining to their ability to attend Board meetings or otherwise continue to fulfill his or her responsibilities as a Director.

If all the Directors consent a meeting of the Directors may be held by telephone or other electronic means that permit all persons participating in the meeting to communicate by means of a conference call. A Director participating in a meeting by such means is deemed to be present at that meeting.

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VOTING

Unless otherwise specified in the bylaws, any resolution of the Board may be passed by a simple majority of the votes cast assuming that quorum is met.

The Board shall vote by show of hands. Dissenting votes and abstentions shall be recorded in the minutes of the meeting if that Director so requests.

The Chair of a meeting of Directors shall not be entitled to vote on any resolution except in the case of a tie in which case the Chair shall cast the deciding vote.

IN-CAMERA MEETINGS

Discussions and resolutions recorded in meeting minutes of the Board and its Committees are made available to Members and other stakeholders of the Centre in most circumstances. It is acknowledged that in certain circumstances some discussion will have to be held in-camera to protect the confidentiality of the matter being discussed. The use of in-camera discussions should be limited to only those instances where confidentiality is required and then only to the extent of such requirement.

The following areas have been identified as potentially requiring confidential treatment, however, the actual nature of the discussion may influence whether an in-camera discussion is in fact required:

- Protection of Physical and Intellectual Property Assets including their acquisition, disposition, custody or control.
- Personnel Matters and Privacy Matters meaning those matters relating to an identifiable person(s) employed or contracted with the Centre or a client thereof.
- Personal or private information relating to any identifiable person(s).
- Matters of Law including any discussions with legal counsel, including such counsel's advice or opinion, relating to any pending, current or potential litigation or claim which involves or may involve the Centre, a Director, a Member, an employee or a volunteer in their capacity as such with the Centre.
- Any other matter that comes before the Board that requires confidentiality either by agreement or under the law.

Where in the reasonable opinion of the Chair of the Board or the Chair of a Committee, a matter that is related to the exceptional matters listed above, it shall be identified appropriately on the agenda for such meeting so as not to disclose any confidential information.

It shall be for the Board or the Committee to consider whether any matters to be discussed at the meeting are required to be held in-camera. A motion to proceed to an in-camera discussion shall be made and passed by the Directors present that are entitled to vote on such a matter. When the in-camera discussion is completed the Chair shall ask for a motion to resume its public discussions.

All discussions held and resolutions passed during the in-camera portion of any meeting shall be kept confidential unless or until, by resolution of the Board, it is determined the matter should otherwise be made available to the public.

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The Executive Director and/or any other non-Director may attend in-camera sessions only by invitation by the Board.

The Chair of the meeting shall appoint a Director or designate to record the minutes of the in-camera session. Such minutes should reflect the general discussion, major decisions, recommendations and motions of the in-camera meetings. In-camera minutes will be stored in a secure location which may be accessed by the Chair and Vice Chair.