



Policy Section 1: GOVERNANCE
Policy # 1.3
Policy Title: Board Remote Meeting and Voting Protocols
Date of Origin: September 2006

1. Purpose:

To detail remote meeting and voting protocols to be used by The Flower Cart Group Board of Directors.

2. Definitions:

- 2.1 Remote Meeting – a non-assembled meeting of the Board of Directors outside the boardroom usually convened to address a limited agenda.
- 2.1 Remote Vote – a vote by non-assembled Board members taken during a remote meeting.

3. Detailed Policy Statement:

- 3.1 Articles 4.10 and 4.11 of The Flower Cart Group Bylaws provide direction to Directors regarding voting protocols at Board meetings. Article 4.10 (d) allows for remote voting. This policy complements and adds to the bylaw provisions regarding remote meetings and remote voting.
- 3.2 When the Board is unable to meet together but is required to address an issue(s) in a timely manner, a meeting of Directors may be called either through a conference call or on-line. The Accompanying Procedure to this policy also addresses in-camera sessions by the Board.

4. Implementation:

- 4.1 The requirements of a non-assembled Board meeting with respect to quorum are the same as a regular meeting.
- 4.2 The Board Chairperson will call for any conflicts of interest with regard to the agenda.

- 4.3 Minutes of a non-assembled Board meeting will be recorded and included in the consent agenda of the next regularly scheduled Board meeting.
- 4.4 During meetings convened by conference call, votes on motions before the Board will be indicated verbally by each member.
- 4.5 During meetings convened on-line, votes on motions before the Board will be indicated either verbally or on screen, depending on the program used.
- 4.6 Motions are passed by a simple majority vote.

5. Applicability: Board of Directors

6. Policy Authority: Board of Directors

7. Related Policies, Procedures and Documents:

Flower Cart Group Bylaws

8. Record of Amendments:

<u>Revision #</u>	<u>Summary of Revision</u>	<u>Date of Approval</u>
1.		September 2011
2.	Updated and Reformat	April 2017