

	<p><b>Policy Section 1: GOVERNANCE</b></p> <p><b>Policy #: 1.3.2</b></p> <p><b>Policy Title: Board Remote Meeting and Voting Procedures</b></p> <p><b>Revision: Rev 3</b></p> <p><b>Approval: 26/05/2020</b></p>
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**1. Purpose:**

To provide guidance to the Flower Cart Group Board of Directors for remote meeting and voting procedures.

**2. Definitions:**

2.1 Remote Meeting – a meeting of the Board of Directors outside the boardroom usually convened to address a limited agenda. Under special circumstances, a regularly scheduled meeting may be held remotely.

2.1 Remote Vote – a vote by 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 by electronic means.

**4. Implementation:**

4.1 The requirements of a Remote 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 Remote 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 by electronic means, 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:**

- 7.1 1.3 Board Meeting and Voting Procedures
- 7.2 2.2 – Policy 2.2 Code of Conduct
- 7.3 2.2.1 – Procedure to Board Policy #2.2 – Code of Conduct
- 7.4 2.3 – Policy 2.3 Conflict of Interest
- 7.5 2.3.1 – Procedure to Board Policy #2.3 – Conflict of Interest
- 7.6 2.3.2 – Addendum to Board Policy #2.3 – Conflict of Interest
- 7.7 2.4 – Policy 2.4 Confidentiality of Information
- 7.8 2.4.1 – Addendum to Board Policy #2.4 – Confidentiality of Information
- 7.9 Flower Cart Group Bylaws
- 7.10 Flower Cart Group Risk Management Plan

**8. Record of Amendments:**

<u>Revision #</u>	<u>Summary of Revision</u>	<u>Date of Approval</u>
1.		September
2.	Updated and Reformat	April 2017
3.	Updated and reformatted	May 2020