



Policy Section 1: GOVERNANCE

Policy #: 1.3

Policy: Board Meetings and Voting Procedures

Revision: Rev 2

Approval: August 10, 2022

1. Purpose:

- 1.1 To provide guidance for all Flower Cart Board of Directors meetings and to define meeting and voting procedures.

2. Definitions:

- 2.1 Board: The Flower Cart Board of Directors
- 2.2 Observers: The Chairperson may invite an observer to report on any matter of interest to the Board. An observer may not vote on any matter.
- 2.3 Motion: A motion is a proposal that the Board take certain action, or that. it expresses itself as holding certain views.
- 2.4 Quorum: No business is transacted at any meeting of the Board of Directors unless 50% plus 1 of the Directors, reduced to the lower integer in the case of a decimal in the calculations, are physically present at the commencement of such business excluding ex-officio members.
- 2.5 Consent agenda: A Board meeting practice that groups routine non-contentious business and reports into one agenda item thus saving valuable time in the Board meeting.
- 2.6 Ex-officio: By virtue of office as stated in the By-Laws, the Chief Executive Officer is an ex-officio member of the Board who participates in all meetings and activities of the Board with a voice and no voting privileges.

3. Detailed Policy Statement:

- 3.1 Articles 4.10, 4.11, 7.0 and 7.1 of The Flower Cart By-Laws provide direction to Directors regarding voting protocols, the keeping of records and procedures at

Board meetings. This policy complements and adds to the By-Law provisions regarding the same.

4. Implementation:

- 4.1 Meetings of the Board are held as often as the business of the Society requires. No less than eight meetings are held between annual general meetings.
- 4.2 The Chairperson and Chief Executive Officer determine the Agenda and include it in a Monthly Board Package which includes a Monthly Financial Dashboard and Statements, Chief Executive Officer Report, Chairperson Report, any other agenda supporting documents available. The Package is normally posted on the Board's Secure Login Webpage one week prior to the Board meeting. The Board will normally be informed by email when the Package is posted or if there are any late additions or changes.
- 4.3 In accordance with By-Law 7.1, the Board uses the most current authority on parliamentary procedures as it's Rules of Order. When required, the Board of Directors determines the most current authority.
- 4.4 The Board agrees to abide by provisions of Policy 2.2 – Directors Code of Conduct, Policy 2.3 – Conflict of Interest, and Policy 2.4 – Confidentiality of Information in all Board meetings and in-camera sessions.
- 4.5 The Secretary will record the Minutes of all Board Meetings. At a minimum, the minutes will include:
 - a. Meeting date,
 - b. Time the meeting is called to order and adjourned,
 - c. Directors in Attendance,
 - d. Observers in attendance,
 - e. Reports to the Board including a list of documents presented in
 - f. All motions, including who moved and seconded them, any discussions, and the outcome of any vote as determined by the Chairperson.
- 4.6 Only the Secretary may electronically or digitally record Board meetings and those recordings will be destroyed in a timely manner.
- 4.7 At the appointed time of the meeting the Chairperson will determine that a quorum exists and call the meeting to order.
- 4.8 The Chairperson will ask for any Conflict of Interest with the meeting's agenda.
- 4.9 The Board uses a consent agenda to approve the meeting's agenda, Minutes of the last meeting, and the monthly Chairperson and the Chief Executive Officer reports.

- 4.10 Mission Moment – the Chief Executive Officer provides a feel-good story about someone in the organization. It reminds us why we do what we do!
- 4.11 The Monthly Financial Reports are reviewed and approved.
- 4.12 The Agenda continues with reports and discussion until the agenda is completed and the motion to adjourned is made, seconded, and voted on.
- 4.13 Voting at Board meetings:
- a. All matters shall be decided by a simple majority of the votes cast except as otherwise required by the By-Laws.
 - b. The Chairperson of the meeting has no vote except in the case of a tie vote. In the case of a tie vote, the Chairperson of the meeting may cast the deciding vote.
- 4.14 The Chief Executive Officer is a member of the Board and participates in all meetings and activities of the Board and is an ex-officio member with voice and no vote.
- 4.15 An off-site Director may attend and vote at a Board meeting by using electronic media as approved by the Board and detailed Policy 1.3.1 – Off-Site Electronic Board Meeting Attendance.
- 4.16 Remote meetings may be called from time to time as detailed in Policy 1.3.2 – Board Remote Meetings and Voting Procedures.
- 4.17 In-camera meetings may occur at a Board meeting as detailed in Policy 1.3.3 – In-Camera Procedures During a Board Meeting.
- 4.18 The Board shall ensure that all books and records of the Society required by the Societies Act or By-Laws are regularly and properly maintained.
- a. Minutes are kept of all the meetings of the Society and of the Board of Directors.
 - b. The Chairperson and the Secretary sign the approved minutes of the Society and of the Board of Directors.
 - c. Minutes, books and records of the Society and Board of Directors are stored at the registered office of the Society.

5. Applicability:

- 5.1 Board of Directors

6. Policy Authority:

- 6.1 Board of Directors

7. Related Policies, Procedures and Documents:

- 7.1 Policy 1.3.1 – Off-Site Electronic Board Meeting Attendance
- 7.2 Policy 1.3.2 – Board Remote Meetings and Voting Procedures
- 7.3 Policy 1.3.3 – In-Camera Procedures During a Board Meeting
- 7.4 Policy 1.6 – Risk Management Policy
- 7.5 Policy 2.2 – Directors Code of Conduct
- 7.6 Policy 2.2.1 – Procedural Guidance for Directors Code of Conduct
- 7.7 Policy 2.3 – Conflict of Interest
- 7.8 Policy 2.3.1 – Procedural Guidance for Conflict of Interest
- 7.9 Policy 2.3.2 – Director’s Acknowledgement for Conflict of Interest
- 7.10 Policy 2.4 – Confidentiality of Information
- 7.11 Policy 2.4.1 – Director’s Agreement for Confidentiality of Information
- 7.12 Societies Act
- 7.13 The Flower Cart By-Laws
- 7.14 The Flower Cart Risk Management Plan

8. Record of Amendments:

Revision #	Summary of Revision	Date Approved
Rev 0	Original Issue	May 26, 2020
Rev 1	Reviewed and Updated	April 27, 2021
Rev 2	Changed Executive Director to Chief Executive Officer	August 10, 2022