



**Policy Section 1: GOVERNANCE**

**Policy #: 1.3.1**

**Policy: Off-Site Electronic Board Meeting Attendance**

**Revision: Rev 2**

**Approval: August 10, 2022**

**1. Purpose:**

- 1.1 To detail off-site attendance and voting protocols for Directors participating by electronic means at regularly scheduled Board meetings or Committee meetings of The Flower Cart Board of Directors.

**2. Definitions:**

- 2.1 Electronic means – Board approved audio or audio and visual means of real time participation in meeting business. Non-real time methods are not permitted.
- 2.2 Off-site Director – a Director who is unable to physically attend but participates in a meeting via electronic means.

**3. Detailed Policy Statement:**

- 3.1 Article 4.10 of The Flower Cart By-Laws provides direction to Directors regarding voting protocols at Board meetings. This policy complements and adds to the By-Law provisions regarding electronic meetings, electronic attendance and voting, and quorums at an electronic meeting.
- 3.2 This policy also addresses electronic attendance and voting at an in-camera meeting of the Board.
- 3.3 A Director may request to call in to a meeting if their presence at the meeting is prevented due to:
  - a. Personal illness or disability,
  - b. Employment purposes or business of the Board, or
  - c. Family or another emergency taking them out of the local area.
- 3.4 The Flower Cart can only facilitate electronic attendance using equipment and resources already present in the meeting location. The off-site Director bears full

responsibility for providing their own device and establishing and maintaining the electronic access at their location. If access is lost during the meeting, the Director will be deemed to have left the meeting at the time access failed unless they were able to reconnect.

#### **4. Implementation:**

- 4.1 The requirements of a Board meeting when there is planned electronic participation with respect to quorum are:
  - a. That a quorum must physically exist in the room, and
  - b. The Chairperson of the Board or designate, the Secretary of the Board or designate, and the Chief Executive Officer or designate must physically be in the room to facilitate the meeting.
- 4.2 Directors who wish to attend the meeting by electronic means must notify the Chairperson at least one day prior to the meeting. When available any hand outs or slides not part of the Board Package may be sent to that Director prior to the Board meeting. If that Director is making a presentation or making a motion copies of same should be sent to the Chairperson and the Chief Executive Officer no less than one day in advance for sharing at the meeting.
- 4.3 The Chairperson will inform the Board that a Director will be attending by electronic means. When using any means where there is only audio there may be a limit of two callers in order to not impede the progress of the meeting.
- 4.4 The Board shall ensure that the electronic means shall permit the Director calling in to hear and be heard by all the other participants in the meeting. If the Chairperson determines this is not the case, then the connection may be terminated, and this will be appropriately reflected in the minutes by the Secretary.
- 4.5 The off-site Director is included in the attendance at the meeting and is entitled to vote. If the Director is unable to view information pertinent to the decision presented at the meeting, said Director will abstain from voting on the matter. The Secretary will record in the minutes those attending electronically.
- 4.6 For security reasons, the Chairperson may provide the off-site Director with a passcode at the time of the request and confirm with the Director at the start of the meeting.
- 4.7 The Chairperson shall ask for any conflict of interests and ensure that the Director participating by electronic means has an opportunity to respond.
- 4.8 Votes by an off-site Director on motions before the Board will be indicated verbally by the Director. The Secretary will record that the Director voted by electronic means.

- 4.9 The Chairperson shall ensure that Directors using electronic means are periodically called upon by name to ensure they are given the opportunity to address each topic.
- 4.10 When there is more than one off-site Director, those Directors should identify themselves before commenting in order to assist the Secretary.
- 4.11 The off-site Director shall attempt to select a remote location that is free from background noise and where the confidentiality of the call can be maintained. Off-site Directors are expected to use the mute button when not speaking.
- 4.12 The off-site Director will participate in the entire meeting but if unable to commit to attending the whole meeting the caller shall inform the Chairperson at the time of the initial request or at the commencement of the meeting.
- 4.13 Off-site Directors shall notify the Chairperson of their departure (either temporary or permanent) from the meeting, before absenting themselves, in order to ensure the Secretary is able to keep track of attendance.
- 4.14 An off-site Director may participate in an in-camera session of the Board by verbally confirming to the Board that they will comply with The Flower Cart Board of Directors in-camera procedures, particularly in respect to ensuring confidentiality of the discussion. If unable to provide that confirmation, the off-site director will not participate in the session and the Secretary will record this in the minutes.
- 4.15 Calling in while driving is prohibited unless the caller is using a handsfree device.
- 4.16 Under normal circumstances no expenses to The Flower Cart will be incurred by a Director attending by electronic means. Extenuating circumstances should be identified at the time of the initial meeting request.
- 4.17 It is not intended that electronic Board meeting attendance will be regularly used or used at every meeting and will only be used by a Director meeting the criteria listed in para 3.3. Unless agreed to by the Chairperson, a Director is limited to calling in three meetings per year.
- 4.18 This document should be reviewed periodically as technology advances and the needs of our Directors may change.

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

**8. Record of Amendments:**

<b>Revision #</b>	<b>Summary of Revision</b>	<b>Date Approved</b>
Rev 0	Original Issue	April 28, 2020
Rev 1	Reviewed and Updated	April 27, 2021
Rev 2	Changed Executive Director to Chief Executive Officer	August 10, 2022