



Policy Section 1: GOVERNANCE

Policy #: 1.3.2

Policy: Board Remote Meetings and Voting Procedures

Revision: Rev 3

Approval: April 27, 2021

1. Purpose:

- 1.1 To provide guidance to The Flower Cart Board of Directors for remote meeting and voting procedures.

2. Definitions:

- 2.1 Remote Meeting – a meeting of the Board of Directors outside the board room usually convened to address a limited agenda. Under special circumstances, a regularly scheduled meeting may be held remotely.
- 2.2 Remote Vote – a vote by Directors taken during a remote meeting.

3. Detailed Policy Statement:

- 3.1 Articles 4.10 and 4.11 of The Flower Cart By-Laws 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 By-Law provisions regarding remote meetings and remote voting.
- 3.2 When the Board is unable to meet 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 regards 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 Director.
- 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:

- 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 1.6 – Risk Management Policy
- 7.3 Policy 2.2 – Directors Code of Conduct
- 7.3 Policy 2.2.1 – Procedural Guidance for Directors Code of Conduct
- 7.4 Policy 2.3 – Conflict of Interest
- 7.5 Policy 2.3.1 – Procedural Guidance for Conflict of Interest
- 7.6 Policy 2.3.2 – Director’s Acknowledgement for Conflict of Interest
- 7.7 Policy 2.4 – Confidentiality of Information
- 7.8 Policy 2.4.1 – Director’s Agreement for Confidentiality of Information
- 7.9 The Flower Cart By-Laws
- 7.10 The Flower Cart Risk Management Plan

8. Record of Amendments:

Revision #	Summary of Revision	Date Approved
Rev 0	Original Issue	September 27, 2011
Rev 1	Updated and Reformatted	April 25, 2017
Rev 2	Reformatted and Updated	May 26, 2020
Rev 3	Reviewed and Updated	April 27, 2021