



Policies & Procedures Manual

Policy No. 19-2020 (BP – Virtual Board Meetings)

Virtual Board Meetings Policy

In response to Ministerial Order M139/COVID-19 Pandemic

Date	Version #
April 22, 2020	1
May 25, 2020	2

Electronic Meetings Policy No. 1.12 is suspended during the period of time that Ministerial Order M139 is in effect, and this policy will apply in its place.

This policy is of an iterative nature due to the expedited introduction of virtual meeting computer software for the purpose of convening meetings of the Board (and Committees of the Board) as a result of the evolving provincial and local government response to the COVID-19 pandemic.

Use of Virtual Meeting Software Application

The virtual meeting software application (the “Application”) is a remote, virtual, electronic meeting platform that is being implemented in response to the COVID-19 pandemic. The intention is that the Board meeting will be convened virtually, with modifications to meeting procedures as may be required. The Application also has a phone-in option for those Directors wishing to attend in this way.

Meeting participants will be provided with meeting login credentials, consisting of separate, unique meeting IDs and meeting passwords for the Closed portion and Open portion of each meeting.

The meeting login credentials will not be shared with or forwarded to anyone, and must be kept private and confidential. All meeting participants will enter a virtual waiting room prior to being admitted to the virtual meeting room. This will serve as a security measure and will allow the presiding Chair or staff to screen meeting participants and confirm their identity prior to being admitted to the virtual meeting room.

For security reasons, meeting participants will not access the Application through versions of the software Application installed on their mobile phones or mobile tablets.

The presiding Chair will virtually chair the meeting by managing the mute, volume and notification functionality of the Application as required, and with such technical assistance from staff as may be required.

A roll-call will be conducted by the presiding Chair immediately following the meeting being called to order so as to confirm that each meeting participant’s microphone is working and to ensure there are no other technical complications with each meeting participant’s use of the Application.

Directors may turn off the video feed and use only the audio feed if circumstances warrant this.

Statement

While this policy is in effect, at the beginning of the Board or Committee meeting (the “Meeting”), the following statement will be read by the presiding Chair:



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This Meeting of the Board (or Committee of the Board) is being held virtually, with all Meeting participants attending via electronic communications in order to adhere to the Provincial Health Officer’s orders respecting physical distancing requirements as a measure to prevent the transmission of COVID-19.

- a. *Directors will be involved in, and participate in, the Meeting;*
- b. *For the Closed portion of the Meeting, Directors confirm that they are alone and that the meeting can only be heard and seen by them. If available, Directors will wear headphones for the Closed portion of the Meeting;*
- c. *Directors are to identify themselves when advising the Chair that they wish to be placed on the speaker’s list and this will be done by raising their hands. The Chair will record the order in which the hands are raised and will allow the Directors to speak in the order in which they are recorded. If Directors are unable to raise their hands due to being in audio mode, they will verbally advise the Chair of their intention to speak;*
- d. *Directors will mute their device unless they wish to speak. The Chair may also choose to mute the microphones and the Directors may unmute the microphones on their own accord, when required;*
- e. *With respect to a vote, Directors are only required to state a nay vote (i.e. Directors are not required to voice a yea vote);*
- f. *Directors attending the Meeting are required to verbally advise the Chair of when they leave the Meeting and return to the Meeting (so that this can be recorded in the minutes of the Meeting). For clarity, if a Director does not verbally advise the Chair but is observed to be absent from their video feed and their video feed remains turned on, and it is unclear to staff whether they are present in the Meeting, the Director will be marked absent from the Meeting until such time as staff observes the Director to re-appear in the video feed;*
- g. *Directors will text-message the Chief Administrative Officer (“CAO”) if they have a technical difficulty with their computer or telephone (i.e. they need to be reconnected to the Meeting). If Directors are unable to text the CAO, the Directors will email the Chair.*

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Policy Name: Virtual Board Meetings Policy	Policy No: 19-2020
Date of Approval: April 22, 2020	Dates of Amendment:
Policies Superseded: Electronic Meetings Policy 1.12 (on a temporary basis)	Related Enactments: Ministerial Order M139



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- h. If a technical difficulty occurs and it becomes apparent that a Director has become disconnected from the Meeting, the Meeting will be recessed until the connection status of the Director has been determined at which time the Meeting will be reconvened with or without the Director present provided the Meeting's quorum is maintained.*
- i. Directors who declare a conflict of interest in respect of an agenda item will be directed to the virtual waiting room while the Board considers the agenda item. Once the Board completes its consideration of such agenda item, the Director will be readmitted to the virtual meeting room.*
- j. Directors who are present within the virtual waiting room are asked to stay at their computer or otherwise remain present and connected to their computer if possible for the entire duration of their time in the waiting room so as not to miss their re-admittance into the virtual meeting room.*
- k. If possible, any chat functionality of the Application will be disabled and if it is not possible to be disabled, Directors will not use this chat functionality during the meeting.*

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