

## II. Governance

### Section 11 – Conduct of Meetings

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#### Contents

11.01	Purpose .....	1
11.02	Board Meetings.....	1
11.03	Venue .....	2
11.04	Absenteeism of Board Members .....	2
11.05	Agenda .....	2
11.06	Quorum.....	2
11.07	Voting.....	2
11.08	Decisions of the Board when a meeting is not possible .....	3
11.09	Minutes .....	4
11.10	Confidentiality.....	4
11.11	<i>In Camera</i> Sessions .....	5
11.12	History.....	5

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#### 11.01 Purpose

The purpose of this policy is to provide the rules and procedures regarding the conduct of Board meetings.

#### 11.02 Board Meetings

The Chair shall, in consultation with the Board, determine the frequency of meetings of the Board whenever he or she considers it necessary to ensure the proper administration of the Act. The Executive Secretary will provide each member of the Board with a schedule of meetings in each fiscal year.

Nine Board meetings are currently scheduled in a fiscal year. Board meetings are held on the fourth Wednesday of each month, with the exception of the months of July, August and December. One Strategic Planning meeting is also held annually.

### **11.03 Venue**

The meetings of the Board shall be held at the office of the Public Employees Benefits Agency (PEBA) in Regina, Saskatchewan, or such other place, or in any other manner, as may be determined by the Board.

### **11.04 Absenteeism of Board Members**

Members of the Board are expected to attend all meetings of the Board. Should a member not attend three or more scheduled Board meetings in a fiscal year, such absenteeism will be reported to the organization that nominated the member.

The Board publishes a summary of Board member attendance at meetings of the Board in the PEPP Annual Report.

Board members participating in a meeting via teleconference are deemed to be attending the meeting.

### **11.05 Agenda**

PEBA shall distribute an agenda, for the next scheduled Board meeting, to each member of the Board at least one week prior to such meeting.

### **11.06 Quorum**

Quorum consists of at least four members of the Board, together with either the Chair or Vice-Chair and must include at least two of the Board members appointed on behalf of employees.

Board members participating in the meeting via teleconference are deemed to be attending the meeting for the purposes of meeting quorum.

### **11.07 Voting**

Each member of the Board, including the Chair, shall have one vote. A motion brought forward by a Board member is to be seconded by another Board member. Motions shall be carried by majority vote. In the event of a tie, the motion is defeated.

Where a member of the Board opposes a majority decision of the Board, the member must provide the Supervisor, Governance and Legislation (Supervisor) with a statement of his or her dissent in order to receive an exemption from liability.

The statement must identify the decision to which the dissent refers and the reasons for the dissent. The statement of dissent must be provided to the Supervisor at least 12 calendar days prior to the subsequent meeting of the Board.

#### **11.08 Decisions of the Board when a meeting is not possible**

Where a decision of the Board is required in a timeframe that does not allow for a meeting of the Board, the Associate Deputy Minister, PEBA (ADM) or the ADM's delegate, will recommend that the Chair engage the following process:

##### ***Commencement***

- The Chair will direct the PEBA to commence the process.

##### ***Notification of Board members***

- PEBA will contact all members of the Board at the earliest opportunity to determine whether quorum can be met.
- PEBA will provide no fewer than four days' notice of a required decision, and as much notification as time permits.
- PEBA will distribute the decision materials and recommendation via Diligent Boards and inform Board members when the information is available.
- PEBA will, in consultation with the Chair, communicate a deadline for all Board members to vote on the motion in the Diligent Boards application.

##### ***Teleconference (optional)***

- The Chair will determine whether a tele-conference to discuss the issue is necessary, considering any time constraints. If a conference call is found to be necessary, the Chair and/or the PEBA will schedule and facilitate a conference call with the available Board members.
- If a decision is made during a conference call, PEBA will draft a record of the decision.

### ***Voting***

- PEBA will monitor the voting and notify Board members via email when the decision is made.
- PEBA will draft a record of the decision.

### ***Follow-up and Communication***

- PEBA will communicate the Board's decision to the appropriate parties.
- The Board will review and approve the record of the decision at the first possible opportunity following the decision.

## **11.09 Minutes**

The Supervisor or his/her designate will be the Recording Secretary for Board meetings. The Recording Secretary shall record written minutes of each Board meeting and PEBA will distribute such minutes to each member of the Board at least one week prior to the next scheduled Board meeting.

## **11.10 Confidentiality**

To ensure open and frank deliberation among Board members, all matters discussed at Board meetings and individual positions on any subject matter will be held in strict confidence.

Members of the Board may communicate motions, which have been approved by the Board, to the party or parties involved. Detailed communication of approved motions must be released through the Chair.

Any material of a confidential nature in the possession of Board members must be held in a secure location and out of public view. Any material, provided to Board members on paper, containing the name or names of members of the Plan must be returned to PEBA following the completion of a Board meeting, with the exception of minutes, which may be retained by Board members.

Minutes of Board meetings are exempt from public release under *The Freedom of Information and Protection of Privacy Act*. The Board has decided that it will review any Freedom of Information requests for Board minutes on a case by case basis.

### **11.11 *In Camera* Sessions**

A member of the Board may request an *in camera* session during the course of a Board meeting, providing that such request has the support of a majority of the Board members.

All members of the Board, the Recording Secretary, if requested, and any other participants invited by the Board, shall attend such *in camera* session. Minutes shall be recorded during an *in camera* session if a decision is made or direction is given.

In the event that the Recording Secretary is not present to record the minutes of an *in camera* session, the Chair shall appoint one Board member to record the minutes.

These minutes shall be kept in a secure location separate from the regular meeting minutes.

*In camera* sessions shall be held to discuss items of a confidential nature.

### **11.12 History**

Approval date:	June 27, 2007; November 26, 2008; September 23, 2009; November 28, 2012; October 23, 2013; February 25, 2015; and May 27, 2020
Last review:	May 27, 2020
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