

## Remote Participation by Directors Policy

<b>Policy Number</b>	BOH102	<b>Approved Date</b>	September 19, 2018
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### REVISION HISTORY

<b>Reviewed</b>		<b>Amended:</b>	February 20, 2019
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### Purpose

This policy shall enable the remote participation of directors (“**Directors**”) of the Corporation (the “**Board**”) in meetings of the Corporation.

All Directors agree that the physical presence of Directors at meetings enhances the deliberations and discussions of the Board and results in improved high quality decision making. However, in exceptional circumstances, Directors may participate remotely by electronic means in accordance with this policy.

### Scope

Directors shall be permitted to participate in meetings of the Board, Standing Committees, and Special Committees (as such terms are defined in the by-law of the Corporation) by electronic means in accordance with this policy and the *Municipal Act*.

For the purposes of this policy, “electronic” shall mean by way of teleconferencing or videoconferencing or other means which permits the member to hear and be heard by other participants in the meeting simultaneously and instantaneously, including, for example only and without limitation, applications such as Skype.

### Regulation

- a) Meetings at which a Director participates electronically remain subject to the meeting procedures and other requirements of in the Corporation’s By-Law No. 1 (for example, electronic participants are subject to the normal rules governing conflicts of Directors).
- b) All meeting materials shall be provided electronically in advance.
- c) All meeting notices shall include sufficient information to facilitate remote participation by Directors where extraordinary circumstances require.
- d) The onus is on the Director to inform the Board if he/she will be participating remotely by videoconference in advance of the meeting. Requests for videoconference participation (or any other means of electronic participation other than teleconferencing) shall be made at least 24 hours prior to the time of the scheduled meeting. Advanced notice is required to ensure that appropriate staff resources are allocated to enable remote participation. The Board shall endeavour to accommodate requests for remote

participation on less notice, but cannot guarantee that all requests can be accommodated.

- e) A Director who participates in a meeting through electronic means shall be deemed present at the meeting but shall not be counted in determining whether a quorum of the Board is present at any point in time in accordance with the Municipal Act. Accordingly, the majority of the Board shall be required to meet in person to conduct business.
- f) Minutes of the meeting shall include a notation indicating Directors participating by electronic means.
- g) Any Director participating remotely in a meeting shall:
  - i. be permitted to Participate and vote on any matters considered by the Board where the meeting is open but may not participate in any proceedings that are closed to the public in accordance with the *Municipal Act* and with the Board's policies as adopted from time to time;
  - ii. verbalize his/ her vote by stating "In favor" or "Opposed" and giving his/ her name.
  - iii. ensure when participating electronically in a meeting of the Board, that he/she uses a private and secured connection from a private location that ensures the confidentiality of information shared in a meeting is not breached.
  - iv. not disturb, distract or otherwise interfere with the meeting process (for example, the individual should ensure that there is no background noise or poor connection that disrupts the meeting when participating electronically).
  - v. notify the Chair of his/her departure for same to be recorded in the minutes (either temporary or permanent) from the meeting before departing, to the extent possible, or as soon as practicable thereafter.
- h) The meeting room of the Board or a committee of the Board, as the case may be, shall be open to permit physical attendance by Directors or members of the public at every meeting of the Board or a committee of the Board except in circumstances where a meeting is closed to the public in accordance with the Municipal Act, the by-laws of the Corporation and applicable polices, as amended from time to time. For certainty, this remote participation policy shall not permit remote public participation in Board meetings. Any such participation will be addressed in a separate policy. Nothing in this policy restricts or prohibits guests of the Corporation to participate remotely in meetings.
- i) In the event that a Board meeting that is being accessed electronically is encountering interference and/or disruption by remote participants, the Chair shall advise the participant that if the disturbance/interference continues, the participant shall be removed from the meeting. On any further disturbance/interference, the Chair shall maintain the order of the meeting by ordering the participant to leave the

meeting or otherwise terminating electronic access to the meeting to such participant.

***Amendment***

This policy shall be reviewed and approved by the Board every two years, and may be amended from time to time as the Board deems necessary.