



College of Physicians and Surgeons
of British Columbia

Board Meeting Guidelines

Board Meeting Guidelines

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Board Meeting Guidelines

Introduction

Board meetings are the primary forum for board decision-making in support of the fulfillment of the College of Physician and Surgeons of BC's (the College) legislated mandate, as set out in the *Health Professions Act* (the Act). These guidelines are intended to help board meetings be efficient, effective, inclusive and result in clear, informed decisions. These guidelines work hand-in-hand with the Oath of Office, prescribed by the minister of health, which sets out the duties and responsibilities of each board member, the College's Bylaws that set out the structure of the College, its Board and how decisions are made within the College, and the code of conduct for board members and committee members, prescribed by the College and intended to clarify the conduct expected of board and committee members.

These guidelines are also informed by agreements that extend beyond the College, notably the Declaration of Commitment to Cultural Safety and Humility, signed by all provincial health regulators in March 2017 that sets out a vital pledge to increase the level of cultural safety, humility, health literacy and relationship-based care to improve health outcomes for First Nations people. The College is committed to creating space that is safe, inclusive, and not intimidating to any individual, and how the Board chooses to conduct itself in meetings must align. These guidelines have also been, and will continue to be, informed by international trends and best practices emerging in regulation and governance.

These guidelines are designed to help board members understand how board meetings are planned, how they work and how decisions are made. The guidelines do not refer to general College meetings, such as the annual general meeting or special general meetings, as defined in the Bylaws. Separate, more formal, procedural rules govern those types of meeting.

A simple definition of an effective meeting is "the assembly of people gathering to discuss ideas and make decisions that produce an outcome of value." Meetings succeed when individuals are well informed and engaged in a culture of trust and respect, empowered to contribute freely, and participate in positive and robust interactions with their peers. This approach, together with alignment behind a clear mandate, strong values, coherent strategic priorities, and a commitment to continuous improvement, grounds the way in which board meetings are conducted at the College.

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Types of Meeting

There are several types of meeting that board members can expect to attend during their tenure. The agenda will indicate the type of meeting and, depending on the nature of the discussion, items can be moved between open and closed agendas.

Open

This type of meeting is open to all staff registrants and the public. The agenda and dossier are published in advance on the website. Minutes are recorded for these meetings and published on the College's website following approval by the Board.

Closed

This type of meeting is open to staff involved in discussion items but closed to registrants and the public. For the purposes of sections 1-21(12) and 1-21(20) of the Bylaws, declaring a meeting to be a closed meeting is sufficient to denote the Board's decision that the topics to be discussed and decided at that meeting meet the criteria of section 1-21(11) of the Bylaws and no further reason will be minuted.

Minutes are recorded for these meetings but are not published on the College's website. Section 1-21(11) of the Bylaws establishes the conditions under which a meeting can be closed, as follows:

- 1-21 (11) The Board may exclude any person who is not a board member from any part of a meeting if it is satisfied that there will be discussion of
- (a) financial, personal or other matters that are of such a nature that avoiding public disclosure of information outweighs adhering to the principle that Board meetings be open to the public,
 - (b) information concerning an application by any individual for registration under section 20 of the Act, which, if disclosed, would be an unreasonable invasion of the applicant's personal privacy,
 - (c) the contents of examinations,
 - (d) information concerning a complaint against, or investigation of, any individual under Part 3 of the Act, which, if disclosed, would be an unreasonable invasion of an individual's personal privacy,
 - (e) information concerning the accreditation of facilities under Part 5,
 - (f) information which, if disclosed, may prejudice the interests of any person involved in
 - (i) a proceeding under the Act, including a disciplinary proceeding under Part 3 of the Act, or a review under Part 4.2 of the Act, or
 - (ii) any other criminal, civil or administrative proceeding,
 - (g) personnel matters,
 - (h) property acquisitions,

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- (i) instructions given to, the opinions of, or advice received from legal counsel, or any other matter which is subject to solicitor-client privilege,
- (j) information which the College would be required or authorized to refuse to disclose to an applicant making a request for records under Part 2 of the *Freedom of Information and Protection of Privacy Act*,
- (k) communications with the Office of the Ombudsman, and
- (l) information which the College is otherwise required by law to keep confidential.

In-camera

This type of meeting is a subset of a closed meeting and therefore must also meet the criteria set out in section 1-21(11) of the Bylaws. While there is no specific section of the Bylaws setting out the criteria for an in-camera meeting of the Board, this being reserved for panels of the Quality Assurance Committee, section 1-21(11) of the Bylaws lists the criteria by which the Board may exclude **any person** who is not a board member from any part of a meeting, including any and all staff. It may be open to certain staff at the invitation of the Board, depending on the matter under discussion, but is always closed to registrants and the public. Often, in-camera meetings include the registrar and CEO, and other members of the senior management team.

Examples of in-camera meetings include:

- An in-camera meeting at the start of the board meeting for the members to discuss which agenda items should be moved to or from the consent agenda, which agenda items should be moved to or from the open and closed sessions of the board meeting, and to review the evaluations of the preceding board meeting.
- An in-camera meeting with the registrar and CEO to discuss matters related to the College that deal with legal, personnel, or similar confidential matters.
- An in-camera meeting of the Board without management.

Minutes are recorded for these meetings by the staff member, or if no staff present, the chair, in the meeting but are secured with limited access. These minutes are not published on the College's website but are available on request to those who attended the in-camera meeting.

- In-camera minutes with the registrar and CEO, and deputy registrar, legal and chief legal counsel should be signed by the deputy registrar, legal and chief legal counsel.
- In-camera minutes with the registrar and CEO are signed by the registrar and CEO.
- In-camera minutes without the registrar and CEO are signed by the board chair.

Strategy session

This type of meeting might be embedded within another scheduled meeting or at a separate time. Its purpose is for the Board to work with management to set the mandate, vision, and strategic direction for the College, and proactively review and assess future-facing issues that may affect or guide College business. Notes are usually kept for this type of meeting to assist management in developing strategy or plans, but no formal minutes are kept.

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Ways to Meet

How and where a meeting takes place are important considerations for staff. Technology provides greater flexibility than ever, so multiple channels can be made available to participants wherever possible to help manage time, availability, cost and quorum.

In-person

In-person meetings are the most usual¹ type of meeting for board members, predominantly because board meetings involve significant discussion, planning, problem solving and decision-making. This is the best type of meeting to hold when it is important to reduce distractions and fully engage participants; being face-to-face with colleagues helps build shared understanding, co-operation and empathy.

Teleconference/video conference

The option to attend a meeting remotely, either by teleconference or video conference, is available to anyone unable to participate in person. If a board member cannot attend in-person, they will be required to seek consent of the board chair to attend virtually and ensure that the staff member organizing the meeting is notified. Remote meetings tend to work best for straightforward discussions, where no group work is taking place or controversial decisions are being made.

Email

Email meetings are convened for one specific purpose only: either when information needs to be disseminated quickly, or an urgent decision is required that cannot wait until the next scheduled board meeting and must comply with section 1-21(16) or (17) of the Bylaws.

¹ Due to COVID-19 all meetings will be held virtually.

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The Meeting: Before, During and After

Before the meeting

Agenda

Agendas are prepared by staff in consultation with the chair, based upon the annual work plan for the Board and emerging issues, and is assisted by the input of the Executive Committee at its meeting prior to the board meeting. Any board member may propose an agenda item for consideration by the board chair and registrar and CEO in advance of the meeting. A call-out for agenda items will be sent by staff prior to the Executive Committee meeting.

Agendas follow a standard template, which includes the time, date, location and type of meeting, the names of participants who have confirmed their attendance or forwarded their regrets, the names of staff and guests attending the meeting, and a formal acknowledgment of the territory on which the meeting is taking place. The agenda will list each matter that will be brought forward to the Board, the time estimated for each discussion, whether the Board is receiving the item for information, discussion or decision, and the material that will be provided to the Board to support its consideration of a matter.

When developing agendas, staff and board leadership need to be confident that:

- the Board is spending the most amount of time on the most important issues
- the Board will have the information and time to have an appropriate discussion for each agenda item
- the agenda is not too ambitious for the time allocated
- the right people will be in the room for each discussion
- staff are making the best use of the time they have with the Board when face to face
- staff are sure the topics under discussion during a closed or in-camera meeting are appropriately flagged as confidential and properly fall under section 1-21(11) of the Bylaws
- staff ensure the design of the meeting aligns with the participants' level of engagement and capacity (e.g. deep discussion is not happening at a time when the participants might be tired or distracted).
- if an agenda item is added the day of the meeting, this must be done during the in-camera session on the first day of the board meeting; if the agenda item added requires additional work from the Board or College staff members, it will be deferred

A consent agenda will be used, and in accordance with the [Consent Agenda Policy](#) established by the Board. This is a technique for receiving multiple information items as a single agenda item so the Board can manage its meeting time. Only items that are routine or non-controversial in nature will appear on a consent agenda. Items that require discussion or action may not be in the consent agenda. Many of the committee reports that are for information only will appear in the consent agenda.

Board members are expected to have carefully reviewed the items on a consent agenda prior to the meeting. The chair will ask at the initial in-camera meeting if any items from the consent agenda need to

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be moved to the regular agenda for further discussion. Any reason provided by a board member is sufficient to have the item moved.

If an item is moved but other matters remain on the consent agenda, the chair will ask for a motion for the consent agenda to be approved as amended. The chair will subsequently ask for a motion for the regular agenda to be approved as amended (as it will include the new matter for discussion). If no items are moved from the consent agenda, the chair will ask for a motion for the consent agenda as a whole to be approved.

Meeting package

Briefing notes, with supplemental documents, form the basis of the meeting package. Along with the agenda, the meeting package provides participants with the information they need to understand the goal of each discussion, as well as the background information, context, and analysis to be able to contribute meaningfully to such discussions. Management will also be present during the meeting or on the call to address any questions that arise.

The meeting package is posted on the College's SharePoint site at least two weeks prior to the meeting in order to give participants time to read and consider the material. This allows greater time for discussion at the meeting itself. Any changes made to the agenda or meeting package will be communicated to participants either by email in advance of the meeting, or in person by the chair at the beginning of the meeting.

Upon notification that the meeting package has been posted, and prior to the actual meeting, participants should:

- check they can access the meeting package,
- review the agenda and notify the chair and registrar and CEO if a conflict of interest is identified,
- read the material carefully,
- notify staff if unable to attend the meeting (if this has not already been done),
- notify staff if they wish to attend an in-person meeting remotely (if this has not already been done),
- arrive on time, having thoroughly reviewed all materials and have notes ready to inform discussion, and
- turn their cell phone on silent/turn off any notifications and put away any devices that are not in use or explain at the outset to the group that an interruption might occur during the meeting; furthermore, if a participant is required to step out of the room during the meeting, the participant should do so quietly.

Logistics for remote participants

To maximize meeting effectiveness for participants joining remotely, they should:

- inform the chair in advance if they plan to join the meeting late or leave early
- test equipment ahead of time

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- make sure internet access is available and working
- have a contingency in place in the event one mode of technology does not work
- if on camera, dress appropriately, avoiding stripes or bold patterns which can be visually distracting
- if on camera, try to have a natural light source in front of the screen and turn off any light sources behind them
- minimize background noise
- try to call from a landline if possible (cell phones are prone to static interference)
- have the dial-in number, codes or login details ready
- keep audio on mute unless speaking
- join the meeting at least 10 minutes early to resolve technical glitches
- not place the call on hold, in case the call plays news or music as part of its hold system
- if the meeting is late to begin, email the meeting organizer first to say they are ready to join the call

During the meeting

Section 3 of the College's [Code of Conduct Policy](#) sets out the requirements for board members' conduct during the meeting, specifically covering:

- accountability, integrity and respect
- active participation
- diversity and inclusion
- cultural safety and humility

In addition to the tenets of the code, participants connected to the meeting remotely are advised to:

- give full attention to the meeting as they would if in the same room
- identify themselves if they wish to speak
- wait to be acknowledged by the chair before speaking
- speak clearly
- address participants by name if asking specific questions
- ask for clarity if any part of the discussion is unclear
- be patient if there is a slight delay in transmission
- mute the line when not speaking

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After the meeting

All board members are required to complete an online evaluation of how the meeting was conducted. The survey link will be sent electronically to each board member and their completed form is due within one week. Survey results will be tabulated and provided to the chair and registrar and CEO. Survey results will also be shared with the Governance Committee as well as the Board itself at its next meeting.

If there have been any problems with the meeting, participants should provide feedback to staff as soon as possible so these can be addressed.

Management will ensure that any action items or communications are attended to following the meeting, consulting with the chair and vice-chair, where necessary. The chair will also follow up with participants separately after the meeting if a commitment to discuss matters offline was made.

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Decision-making

Staff/committee recommendations

Depending on the nature of the decision, staff or committees may include a recommendation in the briefing note. Sometimes a draft resolution will also be provided to support the Board's deliberations; however, at times, staff may lay out the various options without a recommendation or draft resolution if they feel this is more appropriately left to the Board.

Recommendations are never brought forward in isolation; previous discussions, analysis of strategic priorities, consideration of external factors, consultation with stakeholders, and previous Board discussions are considered. Additionally, a full review of the issues may have already been completed by committees delegated with such authority by the Board, in which case, the Board will get a summary of the process the committee engaged in and a recommendation.

Decision-making process

The chair is responsible for the meeting and makes sure that it runs on time. Decisions are made predominantly by consensus with a confirmation vote. Depending on the nature of the discussion and the timelines involved, the chair may consider other processes that support informed decision-making and may hire an external facilitator to support the process.

Currently, the standard process for moving through discussion to decision includes the following:

- Each item on the agenda will be introduced by an identified member of staff, a committee chair or anyone else invited by the chair to introduce the topic.
- The chair will open the floor for any questions and discussion arising from the briefing note and background materials.
- The chair will ensure that every board member has an opportunity to share their perspective.
- For the sake of efficiency and effectiveness, the chair will ensure that discussion is confined to issues that fall within the Board's authority and are relevant to the issue being discussed.
- Throughout the discussion, the chair will highlight important points, clarify misunderstandings, and keep the discussion focused on the matters at hand.
- When the chair believes board members have the information they need to consider the issue fully, they will request that the Board moves to a decision by way of asking for a motion.
- Board members are also free to state that they feel comfortable with the information presented and would be prepared to move to a decision on the matter.
- The chair will check in with board members in turn to ensure they have each had an opportunity to share their opinion, ask any questions, and are comfortable with the decision reached.

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Consensus decision-making

The Board has agreed that its decisions will be achieved through consensus whenever possible; however, all decisions of the Board must be confirmed with a vote.

Process

A consensus process needs to incorporate the following elements:

- clarity of the issue that needs to be resolved
- open, but coordinated discussion where everyone can voice their perspectives
- formation of a proposal based on perspectives and information
- test for agreement and amend proposal if required
- clarity of the decision for the minutes and actions required

The Bylaws require that board decisions must have a specific number of votes in order for a resolution to pass. Ordinary resolutions must pass with a majority of votes as cast by board members. Special resolutions require no less than two-thirds of board members to agree before the resolution is passed.

Special resolutions are used in only two circumstances: in relation to personnel matters, and property acquisitions and disposal.

Important considerations for board members

For a regulatory board, the primary test for any decision will always be whether the outcome serves and protects the public. Board members should keep the scope of the College's mandate and objects uppermost in mind, and may wish to ask themselves the following questions:

1. Why are we having this discussion/making this decision?
 - a. Is it in our mandate?
 - b. Is it tied to our strategic priorities?
2. Do we trust the decision-making process in light of the importance of the decision (risk implications, strategic importance, budget implications, and impact on stakeholders)? If not, what needs to change?
3. Are the right people with the right experience and knowledge in the room to support a good decision?
4. Have we understood all the necessary facts and information?
5. Is there additional information we need to make a good decision?
6. Are the assumptions made reasonable?
7. Is there more than one possible course of action?
8. Do we have agreement on the outcome?

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9. Would it be better to defer making a decision now, until we have further information or additional time to continue the discussion?

Timeliness of decisions is a key consideration for the Board. An annual calendar/work plan is drawn up at the beginning of the board year, which carefully sets out the various decisions the Board must make at its meetings throughout the year (e.g. approval of the budget or financial statements).

When possible, staff will bring items to the Board incrementally, with information, education sessions and smaller decisions leading up to the final request for a decision. This ensures the Board is fully informed and comfortable with the subject matter before a decision is required. Therefore, when the Board decides to defer a decision, it is best practice to think about what the unintended consequences of that deferment might be.

Resolutions

A resolution is a written statement of an action approved by the Board. It usually deals only with single or directly related issues:

Once a decision has been reached, the chair will call for a motion for resolution. If a draft resolution has been set out in the briefing note, the chair or member of staff will read it to the Board, making any adjustments as necessary. Following any further discussion, the chair will ask the Board to indicate, usually by a show of hands, or verbal acknowledgment for participants attending remotely, acceptance of the resolution. For the sake of clarity, the chair will then restate the decision that has been approved, so it can be captured correctly for the minutes.

All motions must begin with the words “I move that...” and all resolutions recorded as “Resolved that...” and the language of the body of both motion and resolution must track exactly.

As per section 22(1) of the Bylaws, no resolution proposed at a board meeting needs to be seconded (i.e. a demonstration that there is at least more than one board member interested in seeing the decision before the Board). However, the Board has agreed that any resolution proposed by a board member that has not been considered by staff, is not supported with a briefing note, and is not placed on the written agenda, must be supported by a seconder. Under such circumstances, the chair will determine how best to deal with the proposed resolution, by

- deferring the discussion to a future meeting and directing staff to prepare a briefing note with respect to the issue, or
- deferring the discussion to a committee, with instructions to come to the Board with a recommendation or a decision as appropriate.

Recording decisions

Once finalized, resolutions should be explicit, not only so there is no room for misinterpretation or misunderstanding, but also so that anyone reviewing the resolution in the future can understand its meaning and intent.

Individual votes are not recorded unless the Board has agreed to record the vote, or unless an individual board member requests that their vote be noted.

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The minutes are the official record of the meeting. They follow a standard template, as with agendas, the minutes record the time, date, location and type of meeting, the names of participants who attended the meeting or forwarded their regrets, the names of staff and guests in attendance, and a formal acknowledgment of the territory on which the meeting is taking place. The minutes state the nature of the matter before the Board, the reason the Board was asked to consider it, a note of the questions asked, and what action was taken by the Board, if any.

The draft minutes are added to the next meeting agenda for review and approval by the Board. The minutes are signed by the chair once approved by the Board. If the minutes are posted to the website, the posted version does not include the chair's signature.

A log of all resolutions are kept by staff of the registrar's office and is a resource to the Board, if required.

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The Chair

As meeting facilitator, the chair is responsible for setting the tone of the meeting and ensuring good governance practices are adhered to. It is an active role to keep board members engaged while building a safe, cohesive, and collaborative forum in which discussions can take place and clear decisions can be made. The chair opens the meeting with a First Nations land acknowledgement.

During the meeting

- For remote participants, check they are available to start the meeting and have the relevant material.
- Verify that remote participants can see and hear properly and review the general guidelines with them (e.g. muting the line when not speaking, identifying themselves, etc.).
- At the outset of the meeting (or, if need be, at any time during), ask attendees if they know of any conflicts of interest with agenda items under discussion.
- If a conflict of interest is identified by an attendee, allow time for them to leave the room, log off or disconnect their call, and then later rejoin the meeting.
- Remember that every agenda item has a purpose. Encourage participants to express their opinions but make sure that any decision reached is based on facts, and close the discussion ensuring that either its purpose is achieved, or another process has been triggered.
- Take time to seek views from each board member. If discussion stalls, ask questions to unearth why, to ensure there are no gaps in understanding that need to be addressed.
- Actively promote good debate by asking for alternative or dissenting views when decisions are not straightforward.
- Acknowledge participants who ask an uncomfortable question or continue to ask questions because they are not yet satisfied or comfortable with the response.
- Draw attention to the College mandate to ensure board members stay on track.
- If a question is asked, allow participants a moment to think of an answer, perhaps even giving them the opportunity to spend time formulating questions on their own or in pairs.
- Go around the table, asking participants by name for their comments or answers.
- Make sure there are sufficient pauses after asking a question to someone attending remotely.
- Ask a specific person a specific question rather than asking open-ended questions to the group (to avoid multiple people speaking up at once, which can happen on teleconferences).
- Read the room—if energy is low or conversation is waning, call a short break.
- When a resolution has been put forward, make sure that everyone understands what is being asked of them.
- Keep a list of issues that are more appropriately discussed offline or at another meeting.

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- Remember to formally close the meeting, thanking all participants, including those attending remotely.
- Most importantly, inject warmth, humour and fun into the meeting wherever appropriate.

After the meeting

It is always good practice for the chair to debrief regularly with management as soon as possible to maintain strong and trusting relationships, and ensure that meetings continue to be managed effectively, especially if the Board has a board-only session without management present.

It is mandatory for all board members to complete the board evaluation form within one week of the meeting.

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Review

These guidelines will be reviewed annually by the Governance Committee to ensure they are kept current and remain relevant to the work of the Board and the College. The Board is responsible for approving these guidelines on an annual basis.

These guidelines were approved by the Board on **September 25, 2020**.

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Supporting Documents

- [College Bylaws](#)
- [Code of Conduct Policy](#)
- [Consent Agenda Policy](#)
- [Declaration of Commitment to Cultural and Safety Humility](#)

The College gratefully acknowledges the BC College of Nurses and Midwives, whose similar guidelines were used as reference throughout the drafting process.