

Board Special Resolution IV.1:

Meetings of the Board of Governors

Category: Board of Governors

Approval: Board of Governors

Responsibility: University Secretary

Date: June 15, 2018

1.0 General Guidelines for Meetings:

- a) Meetings of the Board of Governors, and of the Executive Committee acting on behalf of the Board, shall be open to the public except during a closed session so designated for the consideration of confidential business concerning personnel, finance, acquisition or disposal of real property, contracts, legal matters, or other confidential business of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University. Any Board agenda which deviates from these stipulations will require the approval of the Board at the outset of the meeting in question. Refer also to Appendix A – Consent Agenda Protocol, and Appendix B – In Camera Meetings Protocol, attached.
- b) Members of the Board shall observe the strictly confidential nature of the business dealt with in closed session and it shall be their responsibility to ensure that such information is not divulged to unauthorized persons.
- c) Meetings of the operating committees of the Board of Governors will normally be held in camera. Unless stipulated otherwise in a committee's terms of reference, any member of the Board may attend any meeting of a Board committee as an observer.
- d) Notice of meetings of the Board of Governors, agendas and minutes of open sessions shall be posted in a prominent location at each of the University's campuses, and on appropriate electronic sites accessible to the public.

2.0 Location of Meetings:

As a general practice, meetings of the Board of Governors are held in the A.J.M. Smith Room, Bata Library.

3.0 Agenda Setting:

The Board Chair (or Committee Chair where applicable), the President and the Secretary are jointly responsible for generating agendas for meetings of the Board of Governors and its committees.

4.0 Meeting Materials

- a) To the extent possible, meeting materials will be circulated in advance of any meetings of the Board of Governors and its committees, to ensure that members receive material in such form and time as to allow them an appropriate opportunity to read and reflect on issues they are asked to consider.
- b) Members of the Board should normally be given a minimum of seven days to consider matters about which decisions are needed.
- c) Agendas and materials that relate to matters about which a committee or the Board is expected to make a recommendation or decision normally should reach members seven days in advance of the date of the meeting. The Secretary will provide the administration with a schedule of dates by which material must be sent from the Secretariat to achieve this objective.
- d) Proposals coming forward to the Board should be accompanied by an executive summary that provides context and explains why the matter is being brought forward and what outcome is expected.
- e) Consideration of material (and issues) not presented to the Board and committees in this way will be deferred to the next meeting unless the Chair of the Board or the chair of a committee agrees in advance with the President that an exception should be made.

5.0 Communication with, and Material for, the Board:

The Board welcomes input from the Trent community and the public. Those wishing to communicate with the Board are invited to do so in writing c/o the Board Secretary who forwards material to the Board. Material to be distributed at a meeting of the Board should be received by the Secretary no less than 48 hours before the meeting.

6.0 Guests at Board Meetings:

6.1 Observers:

- a) Observers are welcome to attend open session meetings of the Board. Seating for observers is limited by the fire code and observers are admitted on a first come, first served basis.
- b) Observers may not address or participate in the meeting (except as provided under 6.2 - Addressing the Board). Observers are expected to behave with decorum and not to disturb the conduct of the meeting.
- c) Cameras and other Recording Devices: Audio-recording, videotaping and filming open sessions of the Board of Governors is allowed provided those wishing to do so communicate in advance with the University's Associate Vice-President of Marketing and Recruitment who will make appropriate arrangements consonant with the effective conduct of the meeting.

6.2 Addressing the Board (Deputations):

Matters come to the Board only through its committees, members and the administration of the University; however, members of the public and the University

community may request an opportunity to address an item that is already on the agenda of an open Board meeting, as follows.

- a) Written notice to be provided to the University Secretary not later than 48 hours before the meeting.
- b) Requests from individuals or organizations who have previously addressed the Board on a topic shall not be approved unless they can demonstrate that they have substantially new information to present;
- c) The Chair of the Board will determine which speakers it will be possible to recognize at an open meeting and will determine the length of time allotted for presentations. Those wishing to address the Board will be notified of the Chair's decision before the meeting.
- d) If a request to address the Board is approved, all presentation materials must be submitted to the University Secretary not later than 24 hours before the meeting.
- e) All deputations will be received by the Board for information, with no debate.

As a general practice, a request to address the Board on a topic that is not already on the Board open meeting agenda will not be entertained. The Board Chair may refer such a request for deputation to the relevant Board committee for consideration, subject to the Committee Chair's approval. All other procedures as set out in (a) through (e) above shall apply.

6.3 Disruption of a Meeting:

Anyone who interrupts or disrupts a meeting of the Board of Governors will be asked to desist. If the disruptive activity continues, the meeting will be adjourned and the Executive Committee of the Board will reconvene as soon as possible in another location to carry out necessary business. Individuals who disrupt a meeting of the Board will not be admitted to the gallery at future open meetings.

7.0 Procedures for calling additional meetings:

Annually, the Board of Governors establishes a set schedule of meeting dates for the Board and its Committees for the orderly consideration of the business of Trent University. From time to time, circumstances may arise requiring the moving of a set meeting date or the establishment of additional meetings for the consideration of matters outside of the Annual Meeting Schedule. The following procedure shall be followed prior to the scheduling of meeting dates, beyond those established in the Annual Meeting Schedule, to ensure sufficient notice to permit member participation and timely review of supporting materials.

Prior to scheduling a meeting of a committee of the Board outside of the Annual Meeting Schedule:

- a) the President, or a Vice-President with the approval of the President, shall advise the Secretary of the Board that a matter requires the consideration of the Board or a committee on a date not established in the Annual Meeting Schedule;

- b) prior to attempting to schedule the meeting, the Secretary shall obtain the consent of the Board Chair (or Committee Chair where applicable);
- c) subject to the consent of the Chair, the Secretary will canvass members for availability and thereafter communicate the location, date and time for the meeting by electronic notice in accordance with general practice, as soon as possible;
- d) to the extent possible, the process for dissemination of meeting materials (s.4.0), shall be followed.

Contact Officer:

University Secretary

Date for Next Review:

March 1, 2021

Appendix A

BOARD OF GOVERNORS

CONSENT AGENDA PROTOCOL

Purpose of a Consent Agenda

A consent agenda is an organizational tool aimed at improving governance and decision-making. It allows the Board of Governors (and/or its committees) to maximize meeting time for deliberations on substantive issues, emerging opportunities and planning.

What is a Consent Agenda?

A consent agenda is a group of items that is voted on by the Board, without discussion, as a package. Use of a consent agenda allows the Board to differentiate between routine and non-controversial matters and more complex issues needing examination and discussion.

Who sets the Consent Agenda?

Pursuant to Special Resolution IV.1, the Board Chair, the President, and the University Secretary are jointly responsible for generating agendas for meetings of the Board of Governors.

What belongs on a Consent Agenda?

Items that are suitable for placement on the consent agenda are identified in consultation with Committee Chairs and senior administration.

Items for the consent agenda should be:

- self-explanatory or for information only;
- routine or non-controversial business;
- procedural matters;
- decision items that require formal Board approval, but where there is no need for or additional value to be gained by engaging the Board in discussion about the item;
- supported by documentation that enables Board members to make informed decisions.

Examples of items commonly found on the consent agenda include (but are not limited to):

- minutes of previous meetings;
- confirmation of a decision that has been discussed previously;
- committee reports for information, and recommendations for Board approval to the extent that they do not need discussion and are supported by written materials (e.g. committee appointments, Committee Chair approvals);
- Board endorsement/ratification of Executive Committee decisions that are straightforward, routine or that were expressly delegated;

- informational materials, reports and documents that do not require any action;
- minor changes in procedure;
- routine revisions of policy;
- confirmation of conventional actions that are required in the by-laws (e.g. signatory authority for a bank account);
- updated organizational documents.

What is inappropriate for the Consent Agenda?

The consent agenda is not to be used to frustrate discussion or disguise important issues. Examples of items that are inappropriate for the consent agenda include (but are not limited to):

- approval of budget and audited financial statements;
- reports that raise questions or need emphasis, explanation or discussion to ensure understanding and due diligence by the Board;
- items that have policy/financial implications that are not addressed in the supporting documentation;
- items where Board endorsement/ratification of Executive Committee decisions have broader implications, raise significant issues, or require further Board discussion and deliberation.

What is the protocol for Board Review and Approval of the Consent Agenda?

The use of a consent agenda imposes different expectations on all parties, and places more responsibility on Board members and senior administration to prepare prior to the meeting.

The protocol for successful use of the consent agenda is:

1. Distribute materials in advance. Pursuant to Special Resolution IV.4, the University Secretariat is responsible for ensuring that meeting agendas and supporting materials are available in such form and time (normally a minimum of seven days in advance of the meeting) to allow Board members an appropriate opportunity to read and reflect on issues they are asked to consider.
2. Read materials and seek clarification in advance. Board members are responsible for reading materials ahead of the Board meeting and satisfying themselves that they understand and, in the case of decision items, support any recommendations contained in consent agenda items. If simple clarification or additional straightforward, factual information is needed for items within the consent agenda, Board members are encouraged to direct these requests to the University Secretary prior to the meeting. The University Secretary will then share clarifications as needed with all Board members prior to the meeting.
3. Adopt the agenda at the meeting. Adoption of the overall agenda (consent agenda and regular agenda) is normally the first item of business at the Board meeting. At that time, Board members may ask to have any item(s) removed from the consent agenda and addressed separately on the regular agenda. This action should take place if a Board member wishes to discuss an item or believes further deliberation by the Board is warranted, or if a Board

member disagrees with the recommendation(s) contained in the item(s) on the consent agenda.

4. Approve the consent agenda. Once the overall agenda has been adopted as presented or amended, the Board Chair calls for a motion to approve the consent agenda in its entirety, and the Board votes on the consent agenda items as a package, without discussion. The vote will of necessity be unanimous, since any disagreement with item(s) will have been expressed during adoption of the agenda and the item(s) removed from the consent agenda. If a Board member wishes to abstain from voting on a particular item in the consent agenda, s/he may make this explicit before the vote.

How is approval of the Consent Agenda recorded in the Minutes?

The minutes of the meeting will state which, if any, items were removed from the consent agenda and addressed separately on the regular agenda, and will record that the consent agenda (as distributed or amended) was approved unanimously.

In order to track Board decisions and ensure completeness and transparency of the corporate record, specific resolutions or decisions approved within the consent agenda items will be itemized in the minutes.

Appendix B

PROTOCOL FOR IN CAMERA MEETINGS

Purpose of In Camera Meetings

In camera meetings or sessions, sometimes referred to as restricted or in-caucus sessions, are a best practice of governance aimed at strengthening the Board of Governor's oversight role and its accountability to the organization's many stakeholders, both internal and external.

The impetus for holding in camera meetings began in the for-profit sector, largely in response to corporate scandals and subsequent calls for greater governance oversight, transparency and Board independence from management. The practice has been increasingly adopted within the not-for-profit and university sectors as a proactive process used by Boards to demonstrate commitment to good governance.

In camera meetings respect the different but complementary roles played by an organization's Board of Governors (governance) and senior administration or management. Evidence within the not-for-profit sector reflects that, used appropriately, in camera meetings strengthen Board governance, build accountability, and foster positive and productive relationships between the Board and administration. Conversely, if used inappropriately, in camera meetings can reduce transparency, impair decision-making, erode trust and over time contribute to a dysfunctional or toxic governance culture.

For this reason, the Board of Governors establishes parameters and adheres to the following protocols with regard to the issues or items of business that may be considered within an in camera meeting.

What are In Camera Meetings?

In camera meetings are sessions, usually within a regularly-scheduled meeting of the Board of Governors, that allow the Board to hold candid discussions on sensitive issues without members of the administration, non-Board staff, or other observers present. In camera meetings may also be employed by committees where the Board has delegated its oversight in specific areas (e.g. Finance & Property Committee, Audit Committee, Executive Committee, etc.).

In camera meetings are an exception to the Board's normal meeting practice, where the President and Vice-Chancellor (pursuant to the Trent Act and Board by-laws), senior staff resource personnel and designated observers may participate. Therefore, in utilizing these sessions the Board acts prudently to balance the need for candour and privacy against the standards of transparency to which the University is committed.

What belongs in an In Camera Meeting?

There are two types of in camera meetings: the first where the President is present but other administrative staff, non-Board staff, and observers are not; and the second where the President

administrative staff, non-Board staff/students and observers are not present. The University Secretary, as chief of staff to the Board, remains at all times.

The following chart depicts the items of business that may be considered during in camera sessions. For clarity, the chart also differentiates the items dealt with in in camera sessions from those that may be dealt with routinely during the Board's regular closed sessions.

Category	Closed Session	In Camera with President	In Camera without President
Agenda items limited to:	<p>LAND – matters related to property transactions and related financial matters where a high degree of financial confidentiality is required;</p> <p>LEGAL – matters related to lawsuits, litigation, sensitive legal undertakings, etc.;</p> <p>LABOUR – sensitive personnel issues relating to University faculty or staff (other than the President individually); for example, collective bargaining, grievances, review of staff salary and compensation policies, etc.</p>	<p>Discussion with President regarding his/her performance evaluation;</p> <p>Discussion with President regarding his/her direct reports, sensitive matters concerning relationships among senior administrative staff, etc.</p>	<p>President's performance evaluation and compensation (if required by Executive Committee);</p> <p>Board's relationship with the President;</p> <p>Conflict among Board members or conflict in the Board's internal working relationships that would be detrimental to the Board's relationship with the President in his/her role as executive head;</p> <p>Meetings with the auditor (if appropriate) regarding the auditor's report.</p>
Present for Deliberations:	<p>Governors including the President;</p> <p>Senior administrative staff, where needed and appropriate;</p> <p>University Secretary</p>	<p>Governors;</p> <p>President (in his/her role as executive head of the University);</p> <p>University Secretary</p>	<p>Governors;</p> <p>University Secretary</p>
Session not open to:	<p>Members of the public and external observers;</p> <p>Media;</p> <p>Individuals who may have a conflict of interest or are direct beneficiaries of the business at hand.</p>	<p>Senior administrative staff, save the University Secretary;</p> <p>Members of the public and external observers;</p> <p>Media</p>	<p>President (in his role as executive head of the University);</p> <p>Senior administrative staff, save the University Secretary;</p> <p>Members of the public and external observers;</p> <p>Media</p>

What is inappropriate for an In Camera Meeting?

Use of in camera meetings for inappropriate matters works against good governance, and over time has the potential to erode working relationships and threaten confidence in the Board.

The following issues or items are inappropriate for in camera meetings:

- revisiting the regular meeting agenda;
- revisiting issues already dealt with on the open or closed session agendas;
- taking new business decisions;
- revising or reversing decisions previously made with administration present.

What is the protocol for calling an In Camera Meeting?

In camera meetings are normally scheduled routinely at the end of each Board meeting, to provide a regular and proactive mechanism for the Board to deal with sensitive issues as identified above.

These sessions may be waived by consent of the Directors if such a session is not required, or moved to another place on the agenda if this is required to address specific business under consideration.

The inclusion of these regular sessions at Board meetings does not preclude the Board from calling a special meeting without administration (i.e. between regularly-scheduled Board meetings, pursuant to the Trent Act and by-laws) where there is urgency to deal with an issue and where this is beyond the scope of the Executive Committee or other committees.

How are In Camera Meetings recorded in the Minutes?

In order to ensure completeness and transparency of the corporate record, the minutes of the meeting should reflect that the Board held an in camera meeting or session, report on the topic of the discussion, and record any decisions and/or action items. The Chair should also debrief the President immediately following the meeting.

Specific details from the in camera meeting without management that are confidential in nature (e.g. the amount of a lawsuit settlement, compensation decision, etc.) should be recorded in a set of confidential-to-the-Board minutes and maintained in a secure manner by the University Secretariat.