



LIFESAVING SOCIETY

The Lifeguarding Experts

LIFESAVING SOCIETY MANITOBA BOARD MEETING POLICY

Approved by the Board of Directors on ####

PURPOSE

The Board Meeting Policy (the “Policy”) outlines how meetings of the Board of Directors (the “Board”) of the Royal Life Saving Society Canada – Manitoba Branch Inc. (“the “Society”) will normally function.

AGENDAS

The Chair, with support from the Executive Director, will develop the agenda for Board Meetings using the standard template and will request from Directors the submission of any items in advance. The agenda will be presented for approval at the meeting.

Whenever possible, a Director who wishes to add an item to the agenda should contact the Chair in advance. If this is not possible, the Director may put forth an item at the time of the meeting.

The Chair, or designate, will circulate agendas and supporting materials no less than seven (7) days before a meeting of the Board.

MINUTES

Minutes provide an official record of the Board’s actions. All motions, decisions, and action items will be recorded; also noted will be relevant factors to illustrate how decisions were made. At a minimum, minutes will include:

- The date, time, and location of the meeting;
- Existence of a quorum;
- Board members who were present, absent with regrets, and absent;
- Names of invited guests (if any);
- The time any director left the meeting (and returned, as needed);
- Motions put forth, including the mover and the seconder;
- The outcome of each motion (carried or not), which may include, on demand, a record of the vote including names of dissenters and abstainers;
- The ending time of the meeting.

Minutes will be prepared by the minute taker designated at each meeting using the standard template. Minutes will be circulated to the Board by the Chair as soon as possible but no later than 72 hours after the meeting. Directors should carefully review the minutes before they are approved at the next Board meeting. The Executive Director will store all minutes in the Society's file system.

MEMBERS OBSERVING AT BOARD MEETINGS

Members of the Society are welcome to observe Board meetings. To ensure adequate space is available, Members wishing to attend must give at least three (3) business days' notice to the Executive Director. Agendas for the open portion of a regular Board meeting will be distributed at the meeting. Supporting materials will be distributed only to the Board. Members may review regular Board meeting minutes once the minutes are approved.

CLOSED (*IN CAMERA*) SESSIONS

Occasionally, discussions within the Society's Board meetings must be kept confidential. Such discussions are considered to be held in closed (or *in camera*) sessions where only Board members are present. The Executive Director and/or other individuals may participate at the Board's invitation. A motion is required to move into, and to rise from, a closed session where the item to be discussed concerns:

- Matters about any identifiable individual, including employees, Directors, or Members of the Society;
- Commercially sensitive business matters, including matters subject to confidentiality agreements;
- Litigation or potential litigation;
- The receiving of advice that is subject to privilege.

Minutes and any supporting materials for the closed session will be clearly marked confidential. The Chair will be responsible for securing and storing all closed session materials.

REVIEW SCHEDULE

Board Approval Date: [#####]

Review Frequency: Every Three Years

Next Review: [#####]