

McGill UNIVERSITY

Board of Governors
Rules of Order and Procedure

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Board of Governors Rules of Order and Procedure

McGill UNIVERSITY

BOARD OF GOVERNORS RULES OF ORDER AND PROCEDURE

1. **GENERAL (B. 50)**

1.1 The following rules of procedure are based on Bourinot's Rules of Order, Part II. These rules and Bourinot's Rules of Order, Part II shall be the authority in questions of order and procedure, unless the *Statutes of McGill University* stipulate otherwise.

1.2 The proceedings of the Board are governed by the Statutes of McGill University insofar as they are applicable, inter alia, with reference to the following:

- i) Establishment of Rules and Constitution of Quorum (Article 1.3.2)
- ii) Regular and Special Meetings (Article 1.3.3)
- iii) The Chair and His/Her Powers (Article 2.2)
- iv) The Secretary-General (Article 5.1)

1.3 These rules of order and procedure shall apply to meetings of the Board of Governors, and, as appropriate, its Standing Committees.

1.4 The sub-section of Bourinot's is shown in parentheses thus: (B.1). In any matters of dispute not covered by these Rules, or Part II of Bourinot's, the Chair's decision will prevail unless overturned by a resolution properly put and approved.

2. **AUTHORITY, POWERS AND DUTIES**

The Authority, Powers and Duties of the Board are set down in the *Statutes* in particular Article 1.2 through Article 1.4.2.

3. **CONSTITUTION AND QUORUM (B. 34 & 48)**

3.1 The Board of Governors is constituted under Article 1 of the *Statutes of McGill University*. The quorum for the transaction of business under Article 1.3.2, is "ten of its members." If a quorum is lost during the meeting, the Chair shall adjourn the meeting.

3.2 Standing Committees are established under the authority of and are accountable to the Board. The quorum for a Committee meeting is a majority of its members.

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4. MEETINGS and NOTICE (B. 28 & 29)

4.1 The Board shall meet at the call of the Chair, or in the Chair's absence at the call of a Vice-Chair or the Vice-Chancellor, as often as may be necessary to transact the business of the Board and "at least three times in a year" - *Statutes*, 1.3.3.

4.2 A schedule of regular meetings of the Board and its standing committees will be provided to all Board and Committee members each year prior to June 1 for the governance year beginning September 1 of that year.

4.3 Special meetings of the Board or a Committee may be called, normally with forty-eight (48) hours' notice. Shorter notice may be given where the Chair believes that exceptional circumstances require an urgent special meeting of the Board or a Committee. Such notice shall be given by the most efficacious means, and the agenda, subject to section 8, shall deal only with the announced items.

4.4 Meetings of the Board may be held in open or closed session and usually will include both open and closed sessions. The terms "open" and "closed" distinguish between meetings or parts thereof that include or exclude non-Board members/the public.

4.5 Meetings of Board committees shall occur in closed session unless the Committee resolves to hold the meeting or a portion thereof in open session.

4.5 In addition to attendance in-person, Board and Committee members may attend meetings by telephone or video conferencing and shall count towards quorum.

4.6 The Chair may invite to a particular meeting of the Board or a Committee other persons whose presence would be useful to the deliberations; such invited persons may speak if invited by the Chair to do so, but they shall not vote.

4.7 No tape, video or other means of recording or transmitting sound or images is permitted at any time whether prior to, during or after a Board or Committee meeting.

4.8 Visitors and members of the media may not participate in debate or ask questions at a Board meeting, and they are expected to observe normal rules of decorum and conduct at all times. No person present at Board meetings shall speak or act in a way that will interfere with the orderly conduct of the meeting.

4.9 The Chair may require any person who behaves in a manner which is disorderly or which hinders the business of the Board to leave the meeting, and shall have discretion to require all visitors to leave. The ruling of the Chair in matters of conduct shall be final.

4.10 "Resource persons" to the Board, as identified in the Terms of Reference of Standing Committees of the Board of Governors and the Regulations Governing Committees of the Board, may participate in debate at a meeting of the Board but only at the invitation of the Chair of the Board.

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5. OPEN SESSIONS OF BOARD and COMMITTEE MEETINGS

5.1 The agenda of the meeting shall indicate which parts of the meeting are to be held in open and closed sessions. Meetings of Board Committees normally are held in closed session unless the Committee resolves to hold the meeting or a portion in open session.

5.2 Members of the University community (i.e., students, staff, governors emeriti and alumni) and of the public are welcome to attend the open sessions of meetings of the Board of Governors as visitors. Accredited members of the news media (“media”) are also welcome.

5.3 The number of visitors and members of the media will be limited to the capacity of the room in which a Board meeting is held. Admission of visitors and members of the media will be on first-come, first-accommodated basis.

6. CLOSED SESSIONS OF BOARD and COMMITTEE MEETINGS

6.1 The Board will meet in closed session as indicated on the meeting agenda.

6.2 Notwithstanding the agenda, the Board reserves the right to go into closed session when the nature of its business requires, or as it may otherwise determine. Any member of the Board may move, at any time during a meeting, that an item, or items, be considered in closed session.

6.3 Closed sessions of Board meetings continue to include, at the discretion of the Chair, the Provost and Executive Vice-President (Academic), the Vice-President (Administration and Finance), the Secretary-General as Secretary to the Board.

6.4 No person may attend Closed Sessions of the Board other than Board members, designated staff as indicated in 6.3, and those specifically invited by the Chair. When the Board enters closed session, any visitors, unless specifically invited to remain, must leave the meeting immediately upon request by the Chair.

6.5 The Board normally will consider matters falling under the following headings in closed session: recommendations for appointments, promotion and the grant of tenure, human resources, budget, finance and property; collective bargaining; internal Board procedures and policies.

6.6 All information presented, discussion, and decisions taken in Closed Session are confidential and may not be conveyed to persons outside the Board without the permission of the Chair unless, and to the extent, published as in X or Y below.

6.6 Items for public release may be determined only by the Chair, President, or Secretary.

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6.7 An edition of the minutes of Closed Session, duly edited for confidentiality, may be made available to persons other than Board members by the Secretary.

6.8 The published Closed Session portion of the Minutes should include the issues discussed and decisions (except where these breach confidentiality or are prejudicial to University interests). The record should be edited to identify main points of discussion, excluding names to ensure that no member of the Board feels in any way constrained.

6.9 No person may attend Closed Sessions of Board Committee meetings other than committee members, designated staff as indicated in 6.3, and those specifically invited by the Chair and/or Steward.

7. IN-CAMERA SESSIONS OF BOARD AND COMMITTEE MEETINGS

7.1 At the discretion of the Chair or Committee Chair, the Board and all Board Committees may for a portion of each meeting, hold an in-camera session which is distinct from a closed session.

7.2 At Committee meetings, in-camera sessions are, carried out in two-parts, as follows:

1. The first part includes members of the Committee who are not employed by or studying at the University and the President;
2. The second part includes members of the Committee who are not employed by or studying at the University, without the President.

7.3 At Board meetings, in-camera sessions are carried out in three-parts, as follows:

1. The first part includes all Board members, including observers to the Board - **Statutes** 1.1.2, 1.1.3);
2. The second part includes members of the Board who are not employed by or studying at the University and the President;
3. The third part includes members of the Board who are not employed by or studying at the University, without the President.

The Chair or Committee Chair will have sole discretion to determine the nature, appropriateness and relevance of any issue to be discussed in-camera and will ensure to provide opportunity for its participants to contribute to the items discussed. The Chair or Committee Chair will also have the authority to set the time of the in-camera sessions, which may take place before or after the meeting and may also set, as appropriate, the order of the parts of the in-camera sessions.

7.4 The purpose of an in-camera session is to provide an opportunity:

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- i) for any member who may feel constrained during the meeting in expressing candid views or opinion on a sensitive matter pertaining to the agenda, the Board or, as the case may be, Committee, or the University;
- ii) for discussion of matters affecting Board or, as the case may be, Committee effectiveness and efficiency, including, but not limited to:
 - the quality or sufficiency of information or materials provided for the meeting;
 - the performance of the Board or Committee and the overall usefulness and quality of the meeting;
 - the performance of management in support of the Board or Committee;
 - topics or issues to be placed on the agenda for a future meeting;
 - analysis or preparation needed for future discussion on sensitive matters;
 - Board or Committee education and development.

7.5 Matters considered during an in-camera session shall be for information, questions and discussion and shall be subject to the Board rules on conflict of interest. No motions shall be permitted during an in-camera session and no minutes shall be taken.

7.6 The Chair of the Board may, at the Chair's discretion, invite members of the senior administration or any other person to attend a part of the in-camera session, as appropriate.

8. **AGENDA OF MEETINGS/CONSENT AGENDA (B. 29)**

8.1 For each meeting of the Board and its Committees, the Secretary General shall provide to the Board or Committee members, as appropriate, an agenda setting out the items of business to be discussed and whether in open or closed session, and indicating for each item the action to be taken and any report or other document pertinent to the agenda item. The agenda shall include an allocation of time for each item of business.

8.2 A Memorandum to the Board or Committee serves as the governance overview document for items under consideration by the Board, whether they are for approval or for information/discussion. Presentations to the Board and its Committees are typically delivered by senior administrators and should serve as a launching point for discussion by Board and Committee members. The Memorandum and Presentations shall be in accordance with the Board-approved **Guidelines for Board and Committee Memos and Presentations**, which form Appendix A of these Rules.

8.3 The posting or circulation of the agenda and supporting documentation ordinarily will occur five calendar days in advance of the meeting and no less than two calendar days before the meeting. Where the Chair or Secretary deem that circumstances warrant,

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supporting documentation may be circulated separately from the agenda or handed out at the meeting.

8.4 In preparing the agenda for Board meetings, the Secretary may group items that are of a routine informational or self-explanatory nature, which may be before the Board or a Board Committee for information or approval, and are likely non-controversial. All such items shall be grouped on the agenda and identified as '**consent agenda**' items. In so doing, the Secretary will consult with the Chair of the Board or committee Chair and members of the senior administration. Approval items on the agenda that are not included under the consent agenda shall be presented singly for discussion and voting as appropriate.

8.5 If any member of the Board wants to discuss or vote on an item included in the consent agenda as though it were a stand-alone agenda item, the member may notify the Secretary of the Board prior to the meeting, or request that the item be removed from the consent agenda at the time the agenda is approved at the meeting.

8.6 For those approval items included under the consent agenda, the Chair shall call for a motion on the items listed.

8.7 Before the agenda is presented for approval, the Chair shall:

- i) Advise the Board of items that are to be removed from the consent agenda, based on prior requests from Board members; and
- ii) Ask if there are any other items that should be removed from the list.

8.8 The Minutes of the Board meeting shall report matters approved as part of the consent agenda as 'carried'. Information items received as part of the consent agenda will be reported as received.

9. **ORDER OF BUSINESS (B. 35)**

The order of business shall be determined by the Secretary and Chair and usually will follow the pattern: announcements, approval of the current meeting agenda and Minutes of the preceding meeting, business arising from the Minutes of past meetings and items of substantive business. For any change in the order of business set out in the agenda, the Chair should obtain the assent of those present at the meeting.

10. **PRESIDING OFFICER (B. 30)**

10.1 The Chair and Vice-Chair of the Board shall be elected by the Board from among the members of the Board (*Statutes* 1.3.4.8). The Chair shall preside over meetings of the

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Board, and, in the absence of the Chair, one of the Vice-Chairs shall preside. Where neither the Chair or Vice-Chair can be present, the Chair shall delegate an eligible member of the Board to preside over the meeting as Acting Chair.

10.2 The Chair shall have the same right of voting as other members of the Board.

10.3 While a meeting is in progress, all remarks should be addressed to the Presiding Officer simply by Mr./Madam Chair.

11. MOTIONS & RESOLUTIONS (B. 36)

11.1 A motion is a proposal placed before a meeting, and most decisions recorded are on the basis of motions either adopted [carried] or defeated. A motion that has been adopted becomes a resolution of the meeting. There should be only one main or substantive motion before a meeting at any one time.

11.2 All motions will be decided by simple majority except those that require a two-thirds majority.

11. MOTIONS & RESOLUTIONS (cont'd)

11.3 A motion should be worded in affirmative terms and it should express fully and unambiguously the intent of the mover. It should not be preceded by a preamble ("Whereas . . ." or "In order to . . ."), since these represent opinions which are arguable or make statements which may or may not be factual. A motion is made by a member securing the recognition of the Chair and simply stating "I move that . . .". An important motion, or one containing a number of considerations, should be prepared in writing and given to the Chair or Secretary, preferably in advance of the meeting. All motions must be seconded by another member. Unless seconded, a motion is not open to consideration. Only voting members may move or second motions or amendments thereto.

11.4 When properly before the meeting a motion may be withdrawn by its mover and seconder only with the assent of the meeting as a whole. In the course of debate the motion may be amended, or action may be taken to delay or defer its effect, but it must remain before the meeting until it is finally disposed of in one way or another.

11.5 When a vote has been taken and the motion declared either carried or defeated, that decision becomes formally the decision of the Board and is so recorded. A question once decided cannot be brought up again at the same meeting. A motion to reconsider any decision previously taken and recorded by a vote upon a motion is subject to the following:

- i) Notice of motion must be given at one meeting and a motion of reconsideration be introduced and dealt with at a subsequent meeting at which the motion of reconsideration is included on the agenda of such meeting.
- ii) To be adopted, a motion to reconsider requires a two-thirds majority vote (B.37),

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excluding abstentions.

11.6 The democratic right to introduce a proposition in the form of a motion, and of full debate and a free vote thereon, carries with it the obligation of the majority to respect its own decisions to the same extent as the obligation of a minority to accept and respect decisions of the majority. In other words, a decision reached by due process must be recognized and observed as such by all concerned; if it involves action, of whatever nature, that action must be taken.

12. AMENDMENTS (B. 38)

12.1 An amendment may change a word or words in a motion, may add words to it or delete words from it. It must not merely negate a motion, since this result can be obtained by voting against it. The amending motion must be moved and seconded.

12.2 An amending motion must be strictly relevant to the main motion and must be made while the main motion is under consideration. It must not alter in a material way the principle embodied in the main motion but should merely vary its terms in one or more particulars. The Chair may rule on whether or not an amendment is in order.

12.3 An amendment may be moved to an amendment. The conditions applicable in the case of an original amendment are equally applicable to a subamendment: it may propose a variation in the terms of the original amendment but it must not materially alter the underlying intent of either the original amendment or the main motion. Usually only two amendments to a question, namely an amendment and a subamendment, will be allowed at the same time. When one or both have been disposed of, a further amendment or subamendment, as the case may be, may be entertained by the Chair.

12.4 When there has been a main motion, amendment and a subamendment, the procedure will be to vote on them in reverse order, from subamendment to amendment to main motion.

12.5 An amendment may be introduced at any stage prior to the question being put on the main motion, provided there is not more than one amendment and one subamendment before the meeting at one time. If a member wishes to move an amendment, but it is not in order at the time in view of the fact that two amendments are already before the meeting, the member may state an intention, as the proposal might affect the vote on those that are awaiting decision.

12.6 In the interests of clarity and meaningful discussion, undue complication is to be avoided if at all possible. This can sometimes be accomplished by forethought and consultation in the preparation of the main motion and/or amendment.

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13. NOTICE OF MOTION (B. 39)

If a substantial issue is to be raised affecting the constitution, policies or procedures of the Board, or as stipulated in the *Statutes*, notice must be given at one meeting that such issue will be introduced at the next or a subsequent meeting. The notice is a statement of intention and may be made by any member at an appropriate time in the proceedings. It requires no seconder and is not at that time debatable.

14. SPECIAL PURPOSE MOTIONS (B. 40)

14.1 Motion to Adjourn before business is complete must be seconded, but is not debatable.

14.2 Motion to Table (Defer) must be seconded and is debatable. If carried, the main motion and amendments which apply to it are set aside until the time specified in the tabling motion, or until a motion is passed that the matter be taken from the table. The latter motion to take a matter from the table may be made at the same meeting, and must be decided forthwith without amendment or debate.

14.3 Motion to Refer to, or back to, a Committee must be seconded and may be amended and debated, but only with respect to the reference, not to the main subject at issue. It cannot be superseded by a motion to proceed or table.

14.4 Right to Speak Members recognized by the Chair before a motion that cuts off debate is proposed, shall be allowed to speak before the motion is put to the meeting.

15. DEBATE (B. 41)

All members of the Board have equal rights to the floor, and to be heard without interruption, but the Chair may use discretion to judge the relevancy of an argument, or to recognize undue consumption of the time and patience of the Board, and act accordingly. All remarks, including questions to other members, should be addressed to the Chair. When several members wish to speak, the Chair will establish an order, giving priority to those who have not already addressed the question.

16. PUTTING THE QUESTION (B. 42)

16.1 When it appears appropriate, the Chair shall inquire whether the meeting is ready for the question. If there is no objection, the question is put and voted on (a) by voice or show of hands, (b) by hand count, or (c) by secret ballot. In (b) and (c) the Secretary shall record the number of votes for, against and abstaining. On any vote, members may request that their names be recorded as for, against or abstaining.

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16.2 Because a member should hear the full arguments, there shall be no provision for absentee voting.

16.3 On uncontroversial questions, the Chair may dispense with a formal motion and vote, and may assume general assent, which shall be recorded in the Minutes. If there is any objection, a motion must be made and a vote taken.

16.4 In the case of an equality of votes on a motion, the motion shall be deemed to be defeated

17. MAIL/E-MAIL BALLOTS

17.1 Mail or E-Mail Ballots may be conducted to finalize business already discussed and given a general indication of assent by the Board, or to deal with urgent matters of business that require approval before the next scheduled meeting of the Board. The Secretary shall send a ballot to each voting member of the Board. Full documentation, if not already possessed by Board members, shall accompany the ballot.

17.2 The ballot shall contain three options: FOR/AGAINST/ABSTAIN

17.3 For a motion to be approved on a mail ballot, a majority of the members eligible to vote, must vote FOR the motion. In determining the number required for a majority, those voting ABSTAIN are excluded from the total eligible to vote.

17.4 The decision, with the vote count, shall be reported by the Secretary at the next meeting of the Board, and recorded in the Minutes.

18. ORDER & PRIVILEGE (B. 44)

18.1 It is the duty of the Chair to ensure the decorum of Board and Committee meetings and to maintain order. The Chair may call "Order" to quiet the meeting, and may rule a member out of order. After explaining the ruling, the Chair may be challenged by a duly seconded motion, which is undebatable, and, if passed, overturns the ruling.

18.2 A member may rise at any time on a point of order on which the Chair must rule as above.

18.3 In the event of a serious disturbance, the Chair may recess the meeting for a brief period, or adjourn it to another day. In the event that additional action appears to be necessary to deal with a disturbance or an unruly member, the matter shall be referred to the Nominating Governance and Ethics Committee. The Committee may recommend to the Board that the member forfeit the right to sit or act as a member of the Board for a period of time, or that the member's seat be declared vacant. Any motion to propose that

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a member's seat be declared vacant, must be provided to the member at least 48 hours before the meeting, and be decided by a two-thirds majority vote of the members present.

18.4 If the Chair does not wish to rule on a point of order or procedure, the Board may be asked to decide by calling for an appropriate motion.

18.5 Questions of privilege concerned with the rights or interests of the Board as a whole or a member personally may be raised during debate, but not so as to interrupt a speaker. If the Chair decides that the question is admissible, it must be disposed of before debate resumes on the main issue.

19. ADJOURNING & RECESSING THE MEETING (B. 46)

19.1 See 3, 14.1 and 18.3 above.

19.2 When all agenda items have been dealt with, and no other business is forthcoming, the Chair may declare the meeting adjourned.

19.3 The Chair may recess a meeting as in 18.3, or to acquire information, and may suggest adjournment before business is complete. In the latter event, a proper motion must be put from the floor and carried.

20. OTHER BUSINESS (B. 35)

20.1 An item not included on the agenda of the meeting may be introduced under "Other Business" only if it is:

- i) a notice of motion;
- ii) a matter requiring immediate attention;
- iii) an item of information for the Board.

20.2 Such items should be submitted to the Secretary as far in advance of the meeting as possible, and no later than noon of the previous day. In some instances such items may come to light only in the course of the meeting concerned. The Chair may rule on whether an item of 'other business' is appropriate for presentation at the meeting.

20.3 Clear, concise documentation should be provided for category (ii).

21. CONFLICT OF INTEREST

21.1 As provided for in the *Code of Ethics and Conduct*, at the beginning of each Board or Committee meeting, the Chair or Secretary General shall identify any conflicts of which he/she is aware and propose a resolution of the conflict by abstaining from voting or withdrawing from participation in the consideration of the matter, question or issue.

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Members shall review the agenda items to be discussed and shall declare any Conflict of Interest not identified by the Chair or Secretary General and indicate whether they will abstain from voting or withdraw from participation in the consideration of the matter, question or issue.

21.2 Should Members be uncertain whether there exists a Conflict of Interest, they shall declare their interest in the matter, question or issue, withdraw from the meeting to allow a determination on the possible conflict to be made and shall be governed by the decision of the Board or Committee made by majority vote of those present.

21.3 Members should consult the *Code of Ethics and Conduct* for further information on their responsibilities regarding Conflict of Interest.

22. SECRETARY AND RECORDS (B.47)

22.1 The Secretary General of the University shall be the Secretary of the Board and each of its Committees. The Secretary General may delegate a member of Secretariat to perform the duties of the Secretary of a Committee or for a particular meeting of the Board or Committee.

22.2 The Minutes and all other Board records shall be in the custody of the Secretary, who is responsible for maintaining all documentation pertaining to the Board and its Committees. A preservation copy shall be retained by the University Archives. All records are available for inspection by members of the Board on request to the Secretary. The Minutes of the open session and edited sections of closed sessions shall be available to non-members of the Board as provided below.

22.3 No recording of Board debates is permitted except by the Secretary. Members may listen to the recordings on request to the Secretary, but recordings may not be removed from the Secretary's office. The recordings may be destroyed six months after the meeting, provided the Minutes have been approved. All other transitory Board records, including drafts of agendas and Minutes, and rough notes used in the preparation of the final version of agenda and Minutes, may also be destroyed after the meeting next following, provided the Minutes have been approved.

22.4 The Secretary shall provide every member with a copy of these Rules of Procedure upon joining the Board and shall post them on the Secretariat website.

23. REVISION of THE BOARD RULES OF ORDER AND PROCEDURE (B. 26)

23.1 The Nominating Governance and Ethics Committee shall review these Rules of Order and Procedure no later than two years after their initial approval, and thereafter may review these Rules of Order and Procedure as it deems appropriate or at the request of the Board or a Standing Committee, and may recommend amendment to the Board.

23.2 These Rules of Order and Procedure may be amended by a majority vote of those present at any regular or special meeting of the Board, provided that notice of the

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proposed amendment has been given at a previous meeting and that the wording of the amendment has been included with the agenda of the meeting at which it is to be considered.

Approved by the Board of Governors: May 16, 2016 - Minute 11.2.4
(Reviewed by the NGE Committee: September 18, 2018; August 22, 2023)
Approved by the Board of Governors: August 31, 2023: Minute 3.1