

Board Meeting Policy

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1. Policy Statement

The purpose of this policy is to establish a framework for BCCOHP board meetings to guide appropriate conduct, procedures and expectations for the Board.

2. Scope

The policy applies to:

- the Board, Registrar/CEO and staff
- board meetings and workshops
- the public

3. Authority

- Health Professions Act, section 19(1)(b)(c) and (d)
- BCCOHP Bylaws 2.16

4. Policy

4.1 Frequency

In accordance with Bylaw 2.16, the board meets at least two times per fiscal year.

Typically, the BCCOHP Board meets quarterly in September, November, February and June, and may hold additional meetings, workshops or sessions as required.

A board meeting may be called by the Chair or the Registrar/CEO on the request of the Chair or a written request from four or more board members on a specific matter or resolution.

4.2 Notice

In accordance with Bylaw 2.16, the Chair gives reasonable notice of a board meeting to board members, the public, certified dental assistants, dental hygienists, dental technicians, dental therapists, dentists and denturists.

BCCOHP posts notification of board meetings on the website and sends out emails to certified dental assistants, dental hygienists, dental technicians, dental therapists, dentists and denturists and those subscribed to BCCOHP communications. The Board receives a calendar with the board meeting dates at the beginning of the term.

4.3 Ways to Meet

The Board can meet in-person, by virtual platform or by teleconference. The Board may also make decisions electronically.

a) In-person

In-person meetings facilitate active engagement and discussion for effective decision-making and face-to-face interactions with colleagues help the Board build shared understanding, empathy, and cooperation.

In-person board meetings are held in Vancouver, B.C.

b) Virtual / Teleconference

For time sensitive issues, it may be more convenient for participants coming from different locations to attend virtual meetings.

Teleconferencing or conference calls are a type of virtual meeting where multiple participants connect to a common conference call bridge using a specified password to join the call.

c) Email

The Board may make decisions by email communication. Email is generally used for a specific purpose or an urgent decision that cannot wait until the next scheduled board meeting.

4.4 Types of Meetings

The Board may conduct different types of meetings, including open, closed or urgent meetings. For transparency, agenda items should be discussed during open meetings when possible. Agenda items that meet the criteria set out in Bylaw 2.16(8) are discussed during closed meetings.

a) Open Meetings

This type of meeting is open to the public, certified dental assistants, dental hygienists, dental technicians, dental therapists, dentists, denturists and staff. Meeting dates for those who wish to attend an open session are posted on the website and interested parties can register in advance. Minutes are recorded for these meetings and published on the website. Time is allocated on the agenda to ensure that guests have the opportunity to ask questions of the Board in this forum.

b) Closed meetings, in-camera sessions and board-only sessions*(i) Closed meeting*

This type of meeting is open to staff involved in discussion items but closed to the public, certified dental assistants, dental hygienists, dental technicians, dental therapists, dentists and denturists. Minutes are recorded for these meetings but are not published on the website. Bylaw 2.16(8) establishes the conditions under which a meeting can be closed. The criteria for closed meetings are described in Section 5.6(b).

(ii) In-camera session

This type of meeting is a subset of a closed meeting and therefore must meet the criteria set out in bylaw 2.16(8). It may be open to certain staff at the invitation of the Board, depending on the matter under discussion, but is closed to the public, certified dental assistants, dental hygienists, dental technicians, dental therapists, dentists and denturists. In-camera meetings typically include the Registrar/CEO. Minutes should be taken if any board decisions are made in this session.

(iii) Board-only session

This type of meeting is closed to all but board members. It too is a subset of a closed meeting. No college business is conducted during this session, no formal action can be taken, and no minutes are recorded; because of this, the Board needs to be rigorous with respect to what is discussed in this forum.

The purpose of a board-only meeting is self-reflection. For example, the Board may wish to use this time to evaluate its own effectiveness or the effectiveness of meetings, to foster board culture by having an open discussion about behaviours, examine its relationship with management, or reinforce good practices. If the Board finds itself having conversations that are broader than self-reflection, it must determine if minutes are required

and, if so, which members of staff should be included to support and record the discussion for an in-camera session.

c) Urgent Business

Urgent business meetings should only be called for issues that require immediate response and cannot wait until the next scheduled meeting. Minutes will be taken for urgent business meetings and open business will be published following approval at the next board meeting.

d) Strategy and education sessions

This type of meeting may be a part of another board meeting or scheduled as an additional board meeting, workshop, or session. Strategy sessions are 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. Education sessions are to ensure that board members have the knowledge, information, and tools to be most effective in their roles. No minutes are recorded for this type of meeting, but educational support materials are kept for future reference.

4.5 Transparency

The Board is accountable to the public and should be as transparent as possible in its proceedings.

This includes:

- addressing topics during open board meetings when possible;
- inviting public and registrant attendance and participation at board meetings;
- making clear and transparent decisions;
- publishing meeting materials and minutes on the website.

4.6 Agenda and meeting package

a) Agenda preparation and template

Board meeting agendas are prepared and published prior to meetings.

Agendas are prepared by staff in consultation with the Chair, based on the strategic plan, the action log from the previous meeting and emerging issues. Any board

member may propose an agenda item for consideration by the Chair and Registrar/CEO in advance of the meeting.

Agendas follow a standard template, which includes the time, date, location, 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 territorial acknowledgement. The agenda includes an opportunity for board members to declare any conflicts of interests, followed by a list of 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, approval, 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 2.16(8) of the bylaws.

b) Closed agenda items

Closed agenda items meet the criteria as set out in Bylaw 2.16(8) and the *Freedom of Information and Protection of Privacy Act*.

For transparency, the College discusses most items during open board meetings. Topics discussed during closed board meetings must meet the criteria as set out in Bylaw 2.16(8). The criteria for items discussed during closed board meetings are as follows:

- (a) financial or personal or other matters that are of such a nature that the interest of any affected person or the public interest in avoiding disclosure of those matters outweighs the public interest in board meetings being open to the public;

- (b) information concerning an application by any individual for registration under section 20 of the Act, or for certification as a certified dental assistant under Part 9, the disclosure of which would be an unreasonable invasion of the applicant's personal privacy;
- (c) information concerning a complaint against, or investigation of, any individual under Part 3 of the Act, the disclosure of which would be an unreasonable invasion of the individual's personal privacy;
- (d) information concerning an assessment of the professional performance of an individual under section 26.1 of the Act or the individual's compliance with competency or quality assurance requirements established under Part 12, the disclosure of which would be an unreasonable invasion of the individual's personal privacy;
- (e) information the disclosure of which 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; personnel matters;
- (f) personnel matters;
- (g) property acquisitions;
- (h) the contents of examinations;
- (i) communications with the Office of the Ombudsman;
- (j) instructions given to or opinions received from legal counsel, or any other matter which is subject to solicitor-client privilege;
- (k) 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*;
- (l) information which the college is otherwise required by law to keep confidential

Freedom of Information Act – Part 2

The *Freedom of Information and Protection of Privacy Act* establishes the information rights for an individual and exceptions for when a public body must keep information confidential or can refuse to disclose information. Exceptions include information confidential to the public body, policy or legal advice and recommendations, disclosure of information that could be harmful to the financial

or economical interests of the public body, law enforcement, patient or public safety, interests of a third party or personal interest.

The *Freedom of Information and Protection of Privacy Act* is available here:
https://www.bclaws.ca/civix/document/id/complete/statreg/96165_00

c) Action Log

Decisions and action items the Board makes outside of formal resolutions are tracked in an action log.

The Registrar's Office will keep track of decisions and action items that the Board makes outside of formal board resolutions in an action log. The action log will follow the board meeting agenda and include any outstanding action items from the previous board meetings. The action log will be consulted for potential agenda items and progress reviewed and approved by the Board.

There will be a standing item on the agenda for the Board to review the action log. Any completed actions will be deleted from the action log following the meeting, which will be recorded in the meeting minutes.

d) Meeting Package

Meeting packages use a consistent briefing note template.

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.

e) Publishing

The board meeting agenda and meeting package are generally published on the website prior to the meeting and open meeting minutes are published following board approval.

- The agenda and meeting package are posted on the Board portal approximately one week before the meeting in order to give participants time to read and consider the material. This allows participants to submit

questions prior to the meeting and greater time for discussion at the meeting itself.

- The agenda and the meeting package for the open portion of the board meeting will be published on the college website prior to the meeting.
- When possible, 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 and noted on the website.
- Once approved, the minutes from the open portion of the board meeting, or the open portion of an urgent business meeting in which the public was not notified, will be published on the college website.

4.7 Attendance

a) Board members

In accordance with Bylaw 2.16(12), a majority of the Board members constitutes a quorum for board meetings. However, Board members are expected to attend all meetings.

If a Board member is unable to attend a meeting, they must notify the Registrar's Office and Chair at least 24 hours before the meeting.

b) Staff

Board meetings have appropriate levels of staff in attendance.

The Registrar/CEO and the Board Secretary (General Counsel) will be in attendance at all board meetings, with the exception of board-only sessions. The Registrar/CEO will ensure that appropriate levels of staffing are in attendance at board meetings. The management team and staff involved with topics and briefing notes brought to the Board should attend the meeting to answer any questions the Board may have and to hear the Board's discussion and understand the direction and decisions made with regards to those topics.

c) Members of the public, certified dental assistants, dental hygienists, dental technicians, dental therapists, dentists and denturists

Members of the public, certified dental assistants, dental hygienists, dental technicians, dental therapists, dentists and denturists are able to attend open

board meetings. The board may exclude any person who is not a board member from part of a meeting if it is satisfied that one or more of the matters identified in bylaw 2.16(8)(a) through (l) will be discussed.

Virtual Meetings

Members of the public may not be able to join virtual meetings, however public participation is still invited through online questions about the agenda, which can be submitted to the Board in advance of the meeting. In this case, the question and answer portion of the meeting may be recorded and made available to the public.

4.8 Board participation and engagement

(a) Preparation

Board members are prepared for board meetings.

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/CEO if a conflict of interest is identified;
- read the material carefully;
- submit significant concerns or questions to the Chair ahead of the meeting so that a response can be formulated in time for the meeting;
- notify staff if unable to attend the meeting (if this has not already been done);
- arrive on time, with materials and notes ready to inform discussion; and
- turn off any notifications and put away any devices not in use, or explain at the outset to the group that an interruption might occur during the meeting.

(b) Board Chair

The Board Chair facilitates and leads board meetings.

At the beginning of the term, the Board will elect a Chair in accordance with the bylaws. The Chair will support the Board by:

- establishing standards of excellence and performance,

- reviewing and addressing conflicts of interest,
- facilitating and leading collaborative discussions,
- carefully listening and staying neutral during discussion and debate,
- keeping the Board on task,
- encouraging and handling positive dissent,
- focusing on Board outcomes and build consensus.

c) Code of Conduct

Board members will follow the *Board Member Code of Conduct*.

Board members sign the *Board Member Code of Conduct* at the beginning of their term and are expected to follow the Code of Conduct while serving on the Board.

d) Conflict of Interest

Board members declare any real or perceived conflicts of interest prior to discussions on topics related to the conflict.

Board members are required to complete a declaration of interest at the beginning of their terms and the Board Register of Interests is published on the college website. In addition, Board members should review the meeting agenda and declare any real or perceived conflicts at the beginning of the meeting. Declaration of interests is a standing item on the board agenda. If a conflict of interest comes up during a discussion, the Board member must immediately declare his or her conflict of interest.

The Chair will determine the action required to address the declaration. If a Board member has a confirmed conflict of interest they will be asked to do the following:

- not participate in the discussion or decisions with regards to the conflict; and
- leave the meeting until the discussion with regards to the conflict is over.

e) Participation and Collaboration

Board members participate in board meetings and work collaboratively with fellow board members and staff.

In addition to the *Board Member Code of Conduct*, board members must:

- participate in discussions in a respectful and constructive manner;
- be engaged and involved without dominating conversation;

- be unbiased and non-judgmental;
- listen to and exercise empathy for others' perspectives;
- share airtime with others who have not yet voiced their opinions;
- ask open and engaging questions to facilitate discussion;
- use their experience, wisdom and judgement to constructively consider issues; and
- be adaptable, flexible and open-minded when considering and implementing change.

f) Confidentiality

Board members maintain their duty of confidentiality outlined in the *Board Member Code of Conduct*.

This refers to confidential information discussed during closed meetings.

4.9 Decision-making

a) Staff and committee recommendations

Staff and committees may make recommendations to the Board.

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, for example, will have been captured when preparing the briefing note. 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.

b) Decision-making process

The Board generally follows a consistent process when making decisions.

Decisions are made following introduction of a resolution and discussion amongst Board members and are made by consensus when possible. The Chair is responsible for the meeting and makes sure that it runs on time. 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.

Generally, the Board's process for moving through discussion to decision includes the following:

- The Chair introduces the agenda item and resolution to be moved by the Board.
- A Board member moves the resolution and another member seconds the resolution.
- The Chair opens the floor for any questions and discussion arising from the briefing note and background materials.
- The Chair ensures that every member of the Board has an opportunity to share their perspective.
- For the sake of efficiency and effectiveness, the Chair ensures 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, he/she will request that the Board moves to a decision by way of asking for a resolution.
- 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.

c) Consensus

The Board strives for consensus whenever possible.

Consensus is when all members of the board find a decision, solution or proposal to be acceptable and support it, no members oppose it, and all can see that the decision meets their fiduciary duty to make decisions in the best interest of the public. This type of decision-making works best when a group has a common goal, clear process and a strong commitment to finding the most balanced solution. It

requires clear information to be made available to decision-makers, participants who are actively engaged and a skilled Chair to facilitate the discussion.

Even when consensus has been reached, all decisions of the Board are confirmed with a vote.

d) Voting

The Board has transparent voting on all decisions.

When consensus is not achieved or the Chair realizes that consensus is not appropriate, a vote will take place. When votes are required, a resolution will pass with majority vote. There will be no secret voting at board meetings. Voting must be transparent by show of hands or verbal confirmation.

When consensus is reached, the Board will also vote to confirm the decision.

In accordance with Bylaw 2.16(13), in the case of tie vote, the chair of the meeting does not get a second vote in addition to the vote that the chair is entitled to as a board member and the proposed resolution does not pass.

e) Resolutions

When the Board makes formal resolutions during board meetings they are recorded in the meeting minutes.

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

- a brief, concise sentence about the nature of, or the reason for, the request for a resolution; and
- the proposed action or remedy.

Once a decision has been reached, the Chair will call for a motion for resolution. If a draft resolution has been included 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, a verbal acknowledgement for participants to move the resolution and another Board member to second the motion. For the sake of clarity, the Chair will then restate the decision that has been moved, so it can be captured correctly in the minutes.

The draft minutes are added to the next meeting agenda for review and approval by the Board. A log of all resolutions is kept by staff in the College's filing system and is a resource to the Board if required.

f) Other Board-decisions

Decisions and action items determined by the Board outside of formal resolutions are tracked in an action log and reviewed by the Board at each board meeting.

In addition to the resolutions, staff keep an action log of all other decisions determined by the Board outside of formal resolutions. These actions are also saved in the College's filing system and maintained in an action log included in the meeting package. The Board will receive and review the action log at every board meeting. When items are resolved, the item will be removed from the Action Log for the next board meeting. See Section 4.6(c) for more information about the Action Log.

4.10 Public participation

Board meetings follow *Public and Stakeholder Participation Policy* at Board Meetings and Annual Meetings.

The Public, Registrants, certified dental assistants, and other stakeholders can register to attend the open portion of the board meeting. The open portion meeting package will be posted on the College website before the meeting.

Guests cannot participate in board discussions. However, guests are invited to submit questions about the agenda prior to the meeting in an online submission form. During the open portion of the board meeting, there will be a public question and answer period where the board will address any questions from guests received.

4.11 Minutes

Minutes are recorded for board meetings. The Board will approve the minutes at the following meeting and publish minutes for open board meetings on the College website.

Staff oversees the taking of minutes for the board meetings. The minutes for the open portion are approved by the Board at the following board meeting and published on the website, including minutes for open meetings to conduct urgent business in which the public was not notified.

Minutes taken during closed board meetings will be made available for those in attendance. Those minutes will not be posted on the College website.

5. Related policies and legislation

- *Public and Stakeholder Participation Policy for Board Meetings and Annual Meetings*
- Bylaws – Part 2 (College Board)