

Board Meetings

4.1. Conduct of meetings

- 4.1.1. So meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among board members, between the board and the executive director, and among the board, executive director and those the board and executive director request to make presentations.

Adopted: <date>

4.2. General rules of conduct for board meetings

- 4.2.1. Board meetings begin promptly at the time stated on the agenda. As a matter of courtesy to other board members, and to allow our meetings to operate in an efficient and businesslike manner, all board members are expected to be in attendance when the president calls the meeting to order.
- 4.2.2. Board members should schedule enough time to be able to remain for the entire meeting. Entering a meeting late or leaving early is disruptive to the meeting.
- 4.2.3. Standard business casual dress is appropriate for most board meetings unless announced otherwise prior to the meeting.
- 4.2.4. Board members should bring necessary materials with them to the meeting, including the meeting packet sent to all board members prior to the meeting, as well as board books. Duplicate materials will not be provided at the meeting.
- 4.2.5. Short breaks, 10 to 15 minutes, will be scheduled during all meetings. Board members are expected to return promptly to the meeting as soon as the announced break time has expired.
- 4.2.6. Board members are expected to be courteous and respectful to others at the meeting regardless of disagreements, which are a natural part of board deliberations. The president will not tolerate personal attacks or crude language of any kind.
- 4.2.7. Cell phones should be turned off or switched to vibrate so the meeting is not disrupted. Making or returning calls should be done during the breaks in the meeting.

Adopted: <date>

4.3. General rules for board debate and discussion

- 4.3.1. Motions for action by the board will be made in the following manner:
 - 4.3.1.1. A member addresses the meeting chairperson.
 - 4.3.1.2. The board member is recognized by the meeting chairperson.
 - 4.3.1.3. The board member begins by saying, "I move that..." and states the motion. If the motion is lengthy or complex, it should also be presented in writing to the secretary.
 - 4.3.1.4. Another board member must second the motion.
 - 4.3.1.5. The chairperson will restate the motion as, "It has been moved and seconded that..." and repeats the exact motion, then asks if there is discussion of this motion.
 - 4.3.1.6. When the chairperson determines that the issue has been adequately debated, the chairperson will repeat the exact wording of the motion and then will ask the board to vote.
 - 4.3.1.7. The chairperson will state the outcome of the vote and what action will be taken.
- 4.3.2. Individual board members are encouraged to limit discussion on each issue so that all may address the issue.
- 4.3.3. Debate will be confined to the issue under consideration, and the chairperson is expected to declare extraneous debate out of order.
- 4.3.4. Personal attacks, abusive language, sarcastic remarks, and derogatory language are never acceptable in the debate of an issue. The chairperson will not tolerate such discussion.
- 4.3.5. When a controversial issue is discussed, the chairperson will ensure equal comment on both sides of the issue.

Adopted: <date>

4.4. Distribution of materials to be considered by the board

- 4.4.1. So that board members are able to prepare for meetings at their convenience, and have as much time as possible to study issues that will appear on the next board meeting agenda, the executive director will distribute those materials, explanations and recommendations, as soon as possible to all board members throughout the interim between board meetings. The materials, explanations and recommendations will also be distributed as the agenda packet at least four days prior to the board meeting.

Adopted: <date>

4.5. Handouts at board Meetings

4.5.1. Handouts at the board meeting should be avoided if possible, because it is disruptive to the meeting to have board members attempting to read and digest the handout and still participate in the board meeting. When it is necessary to distribute last minute materials to the board after the final board packet has been sent, ready-made copies should be presented to staff for distribution at the meeting.

Adopted: <date>

4.6. Annual board calendar

4.6.1. Before the beginning of every board year the board will establish a calendar of events for the board year. The calendar will list items that regularly require board action during specific times each year.

4.6.2. The calendar will include, but not be limited to:

- Approval of association budget
- Monthly board development activities
- Determination of executive director compensation
- Evaluation of board performance
- Renewal of contracts
- New board member orientation
- Board meeting dates, times, locations
- Evaluation of executive director performance
- Provincial and national meetings
- Board team-building activities
- Long-range planning retreat
- Annual general meeting
- Board reorganization (appointment committees, seat new board members, elect officers)

Adopted: <date>

4.7. Regular meetings

4.7.1. Regular meetings of the board will be held monthly. So that board members can schedule for the meetings well in advance, the specific dates will be established for the full year at the board's organizational meeting each year. The board will make every effort to maintain those dates for its meetings.

Adopted: <date>

4.8. Special meetings

4.8.1. Special meetings of the board should be called only rarely when the business to be addressed cannot wait until the next regularly scheduled meeting. A special meeting of the board may be called by the president of the board or by petition of a majority of board members. A call for a special meeting will state the business to be addressed by the board at the special meeting. Every member of the board must be notified of the special meeting at least five days prior to the established meeting time.

Adopted: <date>

4.9. Absence from meetings

4.9.1. When a board member is absent from three consecutive regular meetings, and is not excused by the board, the other members of the board may declare the position vacant by a majority vote of the board, and will notify the absent member by certified mail. The vacancy will be filled by the board within 30 days of the declaration of vacancy.

Adopted: <date>

4.10. Meeting agenda packet

- 4.10.1. All matters to be considered by the board at the meeting will be included on the agenda and in the board packets delivered to board members at least four days prior to the meeting. The board may vote to waive this requirement to discuss only items on the published agenda by a majority vote of the board.
- 4.10.2. Meeting agendas will be developed by the executive director and approved by the board president prior to distribution to other board members.
- 4.10.3. All board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.
- 4.10.4. The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for board information, and only by consensus of a majority of the board members. A board member or the executive director may request changes to the agenda during the item on the agenda that asks the board to approve the agenda.
- 4.10.5. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board meeting agenda will approximate the following outline:
- Call to order by the board president or other presiding officer and determination of a quorum
 - Approval of the consent agenda; which shall include the minutes of the previous meeting, approval of the current agenda, and written committee or staff reports which require no discussion
 - Consideration and acceptance of the financial report
 - Standing committee reports and recommendations for board action
 - Special committee/task force reports and recommendation for board action
 - Unfinished business
 - New business
 - Adjournment

Adopted: <date>

4.11. Use of Consent Agenda

4.11.1. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board of directors will utilize a consent agenda at its regular meetings in order to expedite the approval of reports and routine administrative matters. All reports and materials listed on the consent agenda must be provided to the board in advance of the meeting and board members are expected to have read all those materials in advance of the meeting. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will regularly include the following on its consent agenda:

- Minutes of the previous meeting
- Approval of the current meeting's agenda
- Committee reports which require no action
- Staff reports which require no action
- Other information of which the board should be aware, but no immediate discussion or action is required

4.11.2. The president will ask the board if anyone wants an item removed from the consent agenda for discussion. Any board member may ask for an agenda item to be moved off the consent agenda in order to have discussion and possible action. The president will then determine where the item will fall on the regular agenda, with standard procedure being to place it at the end of the agenda. The other items remaining on the consent agenda are then voted on with one motion with no discussion permitted.

Adopted: <date>

4.12. Meetings by conference call

- 4.12.1. It is not the practice of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board to hold meetings by conference telephone calls. However, emergency situations may dictate that some board members cannot attend the meeting in person, but may attend via telephone conference call. In those cases, any or all of the board members may participate in the meeting by conference telephone.
- 4.12.2. All board meetings in which one or more of the board members are participating by telephone will be conducted under the following rules:
- 4.12.2.1. All board members participating in the meeting must be able to hear each other.
 - 4.12.2.2. All rules for calling meetings and notification of board members as spelled out in other sections of this policy manual will apply.
 - 4.12.2.3. All rules for conduct of meetings, including role call and quorum, will be followed.
 - 4.12.2.4. Minutes of the meeting will be kept. Minutes will be reviewed and adopted by the board at the next regularly scheduled board meeting.

Adopted: <date>

4.13. Staff attendance at board meetings

- 4.13.1. Since it is the policy of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board to hold the executive director accountable for all management of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., it is left to the executive director to invite any staff to the board meeting that the executive director needs as resource for issues the board will consider during the meeting.

Adopted: <date>

4.14. Electronic recordings of board meetings

- 4.14.1. To ensure the greatest amount of discussion and debate at board meetings and committee meetings, no electronic recording devices will be permitted for use by individual directors or guests at the meeting.

Adopted: <date>

4.15. Voting

- 4.15.1. All members of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board who are present when a question is put will vote upon the question unless excused by the other members present or unless disqualified by conflict of interests. Results of the vote will be recorded.
- 4.15.2. Voting on all motions will be by voice unless requested otherwise by a member of the board, at the direction of the president, or required by these policies.
- 4.15.3. Voting to elect officers of the board will be by secret ballot.
- 4.15.4. A board member who is present at a meeting of the board at which action is taken on any corporate matter, will be presumed to have concurred in the action taken unless the dissent of the board member is entered in the minutes of the meeting. Such dissent will be indicated by a simple "no" vote on the action.
- 4.15.5. A board member who is absent from a meeting of the board at which action is taken will be presumed to have concurred in the action unless the board member files a written dissent with the secretary of the board within a reasonable time after learning of the action.

Adopted: <date>

4.16. Proxy voting

- 4.16.1. Proxy votes may not be used at any board meeting. It is important that board members be able to interact face to face while deliberating the issues.

Adopted: <date>

4.17. Board alternates

- 4.17.1. Board alternates attending a meeting in place of a board member will not be permitted. Alternates do not have the background or the legal standing as a duly appointed/elected board member that is required to act on MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. issues.

Adopted: <date>

4.18. Quorum

4.18.1. A majority of all currently elected members of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board will constitute a quorum for the purpose of conducting official board business.

Adopted: <date>

4.19. Disqualification for voting

4.19.1. No member of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board may vote on any matter in which the board member has a direct or indirect financial interest.

4.19.2. No member of the board nor any employee of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will have proprietary business dealings with MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. which directly or indirectly results in gain or profit to such board member or employee unless he/she first files a sworn statement with the president of the board of the intent to have such business dealings, and states therein the nature, type, and extent of the transaction and interest of the board member. Remaining board members must, by majority vote, give approval.

Adopted: <date>

4.20. Minutes of the board meeting

4.20.1. Records of all actions of the board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board.

4.20.2. The office of Secretary of the Board will be custodian of the minutes.

4.20.3. It is vital that all members of the board and the executive be able to fully participate in the discussions and deliberations, so minutes will be recorded in writing during each meeting by a member of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. clerical staff or by a volunteer, not by a member of the board or by the executive.

4.20.4. Minutes of the meeting are a record of the actions of the board, not a record of discussion. Minutes of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board meetings will include:

- The date, time and place the meeting was called to order.
- The type of meeting--regular, special or continued.
- The name of the presiding officer.
- A statement that a quorum was or was not present.
- The names of those board members present and the names of those board members absent from the meeting.
- The exact wording of all motions, whether passed or failed.
- Disposition of each motion made--passed or failed.
- Notation of each committee report.
- Notation that financial reports were examined by the board.
- Notation of time of adjournment of the meeting.
- Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

Adopted: <date>

4.21. Distribution of minutes of board meetings

4.21.1. So that board members can accurately review the minutes taken of the meeting, copies of the unapproved minutes of each board meeting will be distributed to all board members within three days of the conclusion of the meeting.

Adopted: <date>



4.22. Parliamentary authority

4.22.1. Meetings of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board will be governed by the parliamentary rules as outlined in Robert's Rules of Order Newly Revised in all cases where current bylaws and current board policies do not apply.

Adopted: <date>