



POLICIES AND PROCEDURES

Section Title: Board of Directors	Section Reference: BD
Policy Title: Rules of Order	Policy Number: BD-023

Policy Statement:

The board recognizes the legitimate need of directors to follow general rules of order at board meetings to ensure that meetings are efficient and timely, while ensuring deliberations are thorough and fair.

PURPOSE: To assist the Chair in the management of meetings.

PROCEDURES:

1. **General Rules of Order**
 - a. No business of the Board will be transacted, except at regularly called meetings with appropriate notice to all directors.
 - b. Notice for board meetings is a minimum of five (5) business days. (Article 4.10, Bylaw 1)
 - c. Directors may attend meetings via conference calls provided there is unanimous consent of the directors present. (Article 3, Bylaw 1)
 - d. The Chair of the Board is responsible for giving leadership to the Board within the context of the Management Agreement with York University, Bylaws and Policies of YUSC.
 - e. Without limiting the generality of the foregoing, the Chair presides at all meetings of the Board, acts as the official spokesperson for the Board, Chairs the Executive Committee, and ensures that the board and its committees operate in conformity with the rules and procedures enacted by the Board. (By-law 6.1, Policy BD - 011)
 - f. The Chair, when exercising any of these rights or responsibilities under this policy shall do so in a fair and balanced manner.

2. **Agenda**

- a. The agenda is to be followed unless the Chair rules otherwise.
- b. The agenda of each regular meeting of the Board is set by the Chair in conjunction with the Executive Director (Policy No. BD-011)
- c. Substantive motions to be placed on the agenda are to be submitted in writing to the Executive Committee, four (4) business days prior to a meeting of the Board.
- d. Substantive motions are those which affect directorship and/or composition of the board, budget or budget revisions, policies, by-laws, expenditures not accounted for in the budget in excess of \$10,000, matters concerning the employment of the Executive Director and Student Centre Staff, incident reports, complaints and issues against the Student Centre brought forward by the York Community, other organizations, and students.
- e. The Chair shall endeavor to distribute the agenda and supporting materials in advance of Board meetings to allow directors time to review issues before the Board.

3. **Minutes**

- a. The Secretary of the Corporation is to ensure that minutes are taken and filed in a safe and orderly manner. Minutes need only consist of the resolutions passed, rulings of the Chair, the reports received by the Board, and any formal objections raised by Board members. After the adoption of the minutes, they become an official record of actions taken by the Board. Until then, the draft minutes are not to be construed as an official record of Board activities.

4. **Motions**

- a. Motions must have a mover and a seconder before they are debated.
- b. For clarity, the Chair should repeat the motion before the vote is taken.

- c. For substantive motions, if either the mover or seconder objects to the withdrawal of the motion, the motion must be put to a vote.
- d. A motion to adjourn is to be voted upon without debate or amendment.
- e. In general, YUSC Board meetings should proceed in a collegial and respectful manner, understanding the need for members to engage in deliberations in a positive manner, and further understanding the desire of members to be treated fairly. The Chair shall maintain order and decorum at Board meetings.

5. **Quorum**

- a. Quorum for board meetings is a majority of directors holding office. The Board will not act without quorum. (Article 4.8, Bylaw No. 1)
- b. The sustained inability of the Board of Directors of the Corporation to achieve quorum at its meetings, or failure of the corporation, due to organizational collapse or otherwise, to function as a responsible organization will cause the Board to be in default of the Management Agreement with York University. (Management Agreement, Article 23 (a) iii (E))

6. **Debate**

- a. The Chair recognizes the person who wishes to speak on a motion by calling out the person's name or indicating in their direction.
- b. Directors should respect the speaking rights of fellow directors. Only the Chair should be allowed to interrupt a speaker.
- c. It is at the Chair's discretion to curtail debate or discussion.
- d. The Chair may establish time limits on how long a member can speak.
- e. Where necessary, the Chair will keep a running list of directors' names who wish to speak to the topic in order of precedence of raised hands.
- f. The mover of the motion can speak first and last on the motion.

7. **Amendments**

- a. Amendments can be made to any motion.
- b. An amendment must fall into one of the following categories:
 - i. The deletion of certain words
 - ii. The addition of certain words
 - iii. The deletion of certain words and the substitution of others in their place.
- c. An amending motion which would nullify the main motion is not an amendment and cannot be introduced.
- d. There cannot be more than one amendment before the Board at any time. When an amendment has been accepted or rejected, another amendment may be introduced, but only if it is different in purpose from previous amendments.
- e. Once an amendment is suggested, a vote must be taken on the amendment before returning to a discussion on the main motion.
- f. A “friendly amendment” is an amendment that changes the wording of a motion but not the intent of the motion. The Chair may ask the mover of the motion if they are willing to accept the friendly change, without an official vote on the change.

8. **Voting**

- a. Unless otherwise established, all questions must be decided by a majority of the directors present. In the case of a tie the Chair has a second, or casting vote. (Article 4.11, Bylaw No. 1)
- b. If the Chair feels that the Board has reached consensus and there are no objecting parties, the Chair can ask that the motion be adopted “without objection”. Silence means that the resolution has been adopted unanimously. Otherwise, votes can be counted by a show of hands, unless a poll is requested by any director or at board elections where a secret ballot is required. (Article 4.11, Bylaw No.1)
- c. Voting occurs in the following order:
 - i. On the amendment
 - ii. On the motion if amendments have been defeated or on the motion as amended, if an amendment has carried.

9. **Informal Discussions**

- a. Non-substantive topics may be entertained by the Chair at their discretion or may be ruled out of order.
- b. The Chair may summarize discussions and present alternatives for consideration when no motion is pending.
- c. Substantive motions arising from informal discussions have to be submitted to the Executive Committee before they appear on the agenda of a regular meeting. These motions may be added to the agenda if 2/3 of the directors' present vote to place the item on the agenda for the current meeting.

10. **Interested and Expert Persons**

- a. From time to time, the Chair may permit interested persons to appear before the Board to provide information or recommendations regarding substantive motions. When such interested or expert persons are present, the Board does not deliberate, make decisions or allow directors to express positions of policy.
- b. Directors may direct questions to these individuals.
- c. During deliberations only directors, officers and the recording secretary of the board should be present.

11. **Reports**

- a. When a committee makes a report to the Board, they can be made orally, but the proposed recommendations are to be in written form.

Contact Person (title):	Chairperson / Executive Director
Cross-Manual Reference:	
Monitoring Tools:	Board Minutes

Board Approval Date:	November 28 th , 2005
Review Dates:	

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Last Reviewed By:	YUSC Vice-Chair