

BOARD MANUAL

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| SUBJECT: Board Meeting Agenda | | NUMBER: 2-D-6 |
| SECTION: Board Processes | APPROVED BY: Board of Directors | |
| DATE: February 22, 2012 | REVISED/REVIEWED: May 25, 2016, October 17, 2018, November 24, 2021 | |

Purpose

To ensure the Board members understand the process for the development of, and have an opportunity to have input into, the Board's meeting agenda.

Policy

It is the responsibility of the Board Chair, in consultation with the President and Chief Executive Officer (CEO), to develop the agenda for Board meetings.

Board agendas for regular meetings of the Board are usually determined 10 days before a meeting.

A Board member who wishes to add an item to the Board's agenda or to be provided with additional information with respect to a Board matter should speak with the Board Chair. If the Board member and the Chair are not in agreement, then the Board member may, on notice to the Chair, raise the request during the call for other business or approval of the agenda at the opening of the Board meeting, and the matter shall be determined by the Board.

The agenda, together with supporting materials, will be distributed to Board members at least two full business days before the Board meeting date. For Board meetings held on a Wednesday for example, the package will be sent to Board members on the preceding Friday.

Consent Agenda Overview

A consent agenda is a set of items that are previously distributed and approved without discussion. It may be presented by the Chair at the beginning of a meeting.

The consent agenda promotes good time management by streamlining the process for approval of regular, routine issues that come before the Board. Consent items are self-explanatory and non-controversial, for information only and/or confirm a previously discussed issue.

For example, the following items will not be included on the consent agenda:

- Quality reports

- Financial reports
- Decisions that have broad implications
- Approval of professional staff privileges
- Auditor's report

Unless a Board member feels that an item should be discussed and requests the removal of that item ahead of time, all consent items are voted on at once without additional explanation or discussion.

Consent Agenda Procedure

1. The Chair, in consultation with the CEO, develops the consent agenda for each Board meeting.
2. The list of consent items and supporting documents are clearly identified and included in the Board's agenda package in sufficient time to be read by all members prior to the meeting. Any items not included in the regular Board package will not be included on the consent agenda.
3. The consent agenda will state: "Any Board member may request that any item be removed from this consent agenda and moved to the regular agenda."
4. Board members should thoroughly review the consent agenda items and other pre-mailed materials prior to the meeting and anticipate that no verbal reports will be presented.
5. At the beginning of the meeting, the Chair asks members what items they wish to be removed from the consent agenda and discussed individually. Any Director may request that an item be moved out of the consent agenda.
6. If one item in a committee or other report is requested to be moved to the regular agenda, that item shall be moved. The rest of the items in that committee or other report will remain on the consent agenda.
7. When an item has been removed, the Chair will determine its placement on the agenda.
8. When there are no more items to be removed, the Chair confirms the remaining consent items. The Chair will declare the consent business to be approved.
9. Acceptance of the consent agenda is documented in the Board meeting minutes. Minutes will include the full text of resolutions or recommendations adopted and references to reports or other matters received.