

The intent of this policy is to provide the guidelines of conducting Meetings of the Board of Directors. The adopted rules of order and procedures at all Meetings of the Board of Directors shall be “Robert’s Rules of Order – Revised”, except in the case where such rules conflict with the IGNITE Constitution and/or the Policy and Procedures which will take precedence.

REGULAR MEETINGS

The first meeting of the Board of Directors shall be held within the first two weeks of May. During the Fall and Winter Semesters, regularly scheduled meetings of the Board of Directors shall be held once a month at such times and at such places as it may from time to time be determined.

SCHEDULE OF REGULAR MEETINGS

The dates, times and locations of all regularly scheduled meetings of the Board of Directors shall be made public no later than two weeks before the first scheduled meeting.

OPEN MEETINGS

All meetings of the Board of Directors shall be open to the Members unless the Directors pass a motion by majority vote of the Directors present at the meeting to exclude the Members from a particular meeting or part thereof.

QUORUM

One half of the number of Directors (rounded down to the next whole number) plus one (50% + 1) shall be considered sufficient for the Board to hold a meeting whereby all decisions are binding.

MEETING AGENDA

A preliminary agenda for each Meeting of the Board of Directors shall be distributed to all Directors three (3) business days prior to each meeting. The final and confirmed agenda for each Meeting of the Board of Directors shall be distributed to all Directors at least forty-eight (48) hours prior to each meeting.

MINUTES

Minutes shall be adopted at a subsequent Meeting of the Board of Directors and, following their adoption, be posted on the website of IGNITE and filed in the IGNITE Board of Directors book.

CHAIRPERSON

In accordance with the Constitution, the Chairperson shall impartially chair the Meetings of the Board of Directors. The Chairperson shall be the Chair of the Board of Directors as provided in Section 290 of the *Ontario Corporations Act* and shall have voting rights. In the event that the appointed Chairperson is unable to chair a meeting of the Board of Directors, a designate will be chosen prior to the meeting. A Director who acts as a Chairperson of a Meeting of the Board of Directors shall retain the right to vote.

Any substantial error or omission, as determined by the Chairperson, in the notice of any



meeting of the Board of Directors may invalidate such meeting or make void any proceedings taken or made thereat.

Voting

VOTING

Each Director, including the Chairperson, shall be entitled to one (1) vote per motion at all Meetings of the Board of Directors. Voting by proxy shall not be permitted.

TIE VOTES

When there is a Tie Vote at a Meeting of the Board of Directors, the motion shall be deemed to have failed.

MAJORITY VOTE

Unless specifically stated otherwise in the Constitution, a Majority Vote of the Directors shall decide all motions at all Meetings of the Board of Directors.

IN CAMERA SESSIONS

An "In Camera Session" means a Meeting of the Board of Directors at which attendance is restricted to the Directors. The Board of Directors, upon a Majority Vote, may request the attendance of any individual it wishes to attend an In Camera Session. Discussion of the proceedings at an In Camera Session meeting is prohibited outside of that meeting.

RECORD OF IN CAMERA SESSIONS

Any motions, along with the mover and the seconder of the motions, will be the only record of the issue discussed at an In Camera Session meeting. The count of the vote will not be recorded. Any vote during an In Camera Session meeting shall be recorded as "carried" or "not carried".

Date adopted by Board: December 4, 2013

Date amended by the Board: October 22, 2014

Date amended by the Board: October 7, 2015