

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 By-Laws and/or the Policy and Procedures which will take precedence.

Under the Ontario Corporations Act, which governs IGNITE as a non-share capital corporation, only IGNITE Board of Directors have the right to attend meetings of the Board of Directors and likewise, access to minutes of meetings of the Board of Directors. This restriction on disclosure protects the potential confidential nature of the information and matters discussed by the Board, and enables the Board to fulfill its fiduciary duty by having honest discussions and making informed decisions that are in the best interests of IGNITE.

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 the Board of Directors may from time to time determine.

SCHEDULE OF REGULAR MEETINGS

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

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

The agenda and supporting documents for each meeting of the Board of Directors shall be distributed to the Board two to three (2-3) business days prior to each meeting.

MINUTES

Minutes shall be adopted at a subsequent meeting of the Board of Directors and filed in the IGNITE minute book. Minutes shall contain, at a minimum: (i) the date, time, and location of the meeting; (ii) the individuals present at the meeting and absent (with or without excuse) from the meeting; (iii) the language of any motions made, (iv) whether the motions were properly made, seconded, and carried, and (v) the relevant discussions held by the Board of Directors prior to voting on the motions. If a Director requests that the minutes include a record of how such Director voted on a particular motion, the minutes must contain such information as well.

CHAIRPERSON

In accordance with the By-Laws, 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 (who must be a Director) will be chosen to chair the particular meeting 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.

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. All discussions held during a meeting (regular and in-camera), as well as details on votes cast, are to be kept confidential indefinitely.

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 By-Laws, a majority vote (50% +1) shall decide all motions at all meetings of the Board of Directors.

IN CAMERA MEETING

An "In Camera Meeting" means a meeting of the Board of Directors at which attendance is restricted to the Directors. The Board, upon a majority vote, may request the attendance of any individual it wishes to attend an in-camera session.

RECORD OF IN CAMERA MEETINGS

Separate minutes of in-camera meetings will be created (see above under MINUTES for details on creating minutes). Such minutes will be approved and signed by the same Directors that attended the in-camera meeting at a later in-camera meeting. The minutes of in-camera meetings will be kept confidential and distributed only to the Directors.

Date adopted by the Board: December 4, 2013

Date amended by the Board: October 22, 2014

Date amended by the Board: October 7, 2015

Date amended by the Board: November 13, 2019