

Purpose of this Operating Procedure

1. The purpose of this Operating Procedure is to define the procedures for meetings of the Board of Directors (BoD).

Purpose of Meetings of the BoD

2. The BoD is responsible to develop the policies and operating procedures of the HPAC/ACVL. Meetings of the BoD shall deal with responsibilities of the BoD as specified in Policies and Operating Procedures.

Types of Meeting of BoD

3. There are two types of meetings of the BoD. The first type is the Annual Directors' Meeting. The other type is a special meeting of the BoD.

Annual Directors Meeting (ADM)

4. The annual meeting of the BoD is a meeting that is held in a physical location and is attended in person by the directors. The BoD may, at its discretion, decide to forgo an annual meeting.
5. The location and duration of the Annual Directors' Meeting is at the discretion of the BoD.
6. The timing of the Annual Directors' Meeting shall fall between the end of the fiscal year and the Annual General Meeting.
7. The Executive Director shall co-ordinate the planning of the Annual Directors' Meeting, in consultation with the host director.
8. The Executive Director shall attend the ADM.
9. The BoD may invite selected officers, committee chairs, advisors and employees to attend portions of the ADM in person or by telephone. The BoD may also open portions of the meeting to the HPAC/ACVL membership.
10. Business to be carried out at the ADM shall include: year end financial statements for review and budget presentation for the new year by the treasurer and approval by the board, election of officers, presentation and review of all committee reports, selection of awards recipients and strategic planning for the association.

Electronic Meetings of the BoD

11. The HPAC/ACVL is a national association with directors spread out throughout Canada. It is not practical or affordable to conduct more than one "physical" meeting of the BoD per year. To fulfill its responsibilities it is necessary for the BOD to hold special meetings electronically during the remainder of the year. These meetings are referred to as Electronic Meetings of the BoD.
12. The number and duration of Electronic Meetings of the BoD is at the discretion of the BoD. There is no restriction on the duration of electronic meeting of directors.

Official Notice of Meeting of the BoD

13. The President shall call meetings of the BoD. The President shall give no less than seven-day notice of Electronic Meetings of the BoD to the directors and no less than 30-day notice of the Annual Directors Meeting of the BoD to the directors.

Resolutions at Meetings of the BoD

14. A resolution at an annual or a regular meeting of the BoD shall be carried by a majority of the directors present unless specified otherwise in the By Laws or a Policy or Operating Procedure. A majority of the directors at a meeting of the BoD shall constitute a quorum.
15. A director shall be deemed to be present at an annual meeting of the BoD if he/she is physically present at the meeting. A director shall be deemed to be present at a regular electronic meeting of the BoD once he/she has acknowledged his/her presence by sending an email to that effect to the President.
16. The President shall specify the voting procedures for meetings of the BoD.
17. A call for the question (vote) on any motion shall be preceded by a period set by the President for discussion of the proposed motion.
18. The President shall withhold his vote until all voting has been cast.
19. Roberts Rules of Order shall be used as a reference for meeting procedure.

Responsibilities

20. The President is responsible for:
 - a. calling and chairing Annual and Electronic Meetings of the BoD; and
 - b. setting the voting procedures for meetings of the BoD.
21. The Secretary, or designate (usually the Executive Director), is responsible for:
 - a. drafting the minutes of meeting of the BoD;
 - b. submitting the minutes of meeting of the BoD to the BoD for approval within 10 days following the end of the meeting;
 - c. making all changes specified by the BoD to the draft minutes; and
 - d. forwarding the final minutes of meeting of members to the Executive Director for translation and publication.
22. The Executive Director is responsible for ensuring the translation of the record of decisions of meetings of the BoD and for communicating them to the membership.