

### **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 three types of meetings of the BoD. The first type is the Annual Directors' Meeting. The second type is periodic meetings held throughout the year. The third type is emergency meetings called on short notice to address specific situations as they arise.

### **Annual Directors Meeting (ADM)**

4. The annual meeting of the BoD is held as soon after the start of the fiscal year as practical and before the Annual General Meeting of members.
5. The location and duration of the Annual Directors' Meeting is at the discretion of the BoD, and may be held in-person or virtually (online, telephone, or by other means).
6. The Executive Director shall co-ordinate the planning of the Annual Directors' Meeting in consultation with the President.
7. The Executive Director shall co-ordinate the logistics of the Annual Directors' Meeting in consultation with the host director in the case of a physical meeting.
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.

### **Periodic Meetings of the BoD**

11. The number and duration of periodic Meetings of the BoD is at the discretion of the BoD.

### **Emergency Meetings of the BoD**

12. Emergency meetings of the BoD may be called as needed by the President.

## Official Notice of Meeting of the BoD

13. The President shall call meetings of the BoD
14. Notification of in-person meetings shall be given no less than 60 days prior to the meeting date.
15. Notification of virtual meetings shall be given no less than 7 days prior to the meeting date except in the case of emergency meetings.

## Resolutions at Meetings of the BoD

16. A resolution at 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.
17. A director shall be deemed to be present at a of the BoD if he/she is physically present at the meeting or once he/she has acknowledged his/her presence at virtual meeting.
18. The President shall specify the voting procedures for meetings of the BoD.
19. 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.
20. The President shall withhold his vote until all voting has been cast.
21. Roberts Rules of Order shall be used as a reference for meeting procedure.

## Responsibilities

22. The President is responsible for:
  - a. calling and chairing Meetings of the BoD, and
  - b. setting the voting procedures for meetings of the BoD.
23. 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.
24. 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.