

## RULES OF PROCEDURE AT BOARD AND COMMITTEE MEETINGS

Approval Authority: Board of Governors

Established On: 2022 09 21

Amendments: 2025 11 18, 2026 02 25

Category: Board

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### 1.0 PURPOSE

Rules of Procedure adopted by the Board in support of By-Law No. 1, section 9 and 10.

### 2.0 RECOGNITION

After the Chair has called the meeting to order, only one member should speak at a time, and only after being recognized by the Chair.

### 3.0 GLOSSARY OF TERMS

- **Amendment** – A change to the wording of a motion.
- **Consent Agenda** – A bundle of non-controversial items approved together by one motion.
- **Closed Session** – Restricted to members plus invited participants for sensitive matters.
- **Guest / Observer** - An individual who has identified themselves to the University Secretary or Chair prior to the meeting. Has no speaking role unless specifically identified in the invitation by the Chair.
- **In Camera** – Board members only, without administration present, to discuss private governance matters.
- **Motion** – A formal proposal for the Board/Board Committee to make a decision.
- **Point of Order** – Raised if a rule of procedure is being broken.
- **Point of Privilege** – Raised if a member's rights, safety, or ability to participate is affected.
- **Procedural Motion** – A motion about process (e.g., adjourn, recess) that takes precedence over substantive business.
- **Quorum** – Minimum number of members required to be present to conduct business (as defined in By-law No. 1).

### 4.0 SUBMISSION REQUIREMENT

All documents submitted for Board consideration must have undergone the University's consultation process and be accompanied by a complete briefing note. Each submission should (when applicable) be supported by a Governor as mover and seconder.

To ensure a thorough and effective consultation process, the following guidelines should be considered:

- **Consultation** – Engage with relevant interest holders, solicit input, and address concerns to

ensure a well-informed proposal.

- Key Groups to Consult – Depending on the nature of the submission, consultation may include Unions, Board or Senate committees, Senate, University Secretary, Senior Leadership Groups (EG/SLG), Provost and VP Academic, learner groups, administrative units, Indigenous groups (AIHEC/IRG), Francophone groups (FRG/AFHEC), and community partners.
- Purpose of Consultation – Ensure alignment with university policies, assess feasibility, and build broad institutional support.
- Key Documents to Align With – Act, Regulations, Bylaws, Strategic Plan, Academic Principles, Quality Assurance Framework, Framework for New Programs, NOSM U’s Statement on Academic Freedom and Guidelines for the Use of Generative AI in Teaching and Learning and AI and other key documents.
- Documentation of Consultation – A summary of feedback and engagement efforts should be included in the briefing note accompanying the submission.

All documentation submitted to the Board must be accompanied by a Briefing Note that clearly outlines the recommendations being brought forward.

Submissions should include:

- A clean (untracked) version of the document intended for presentation and approval.
- A track-changes version of the document if changes are being shared for information; and
- Any relevant supporting material that provides context or background – which may be linked or attached.

For the purposes of approval, only the clean (untracked) version of the document will be considered the official version recommended for approval.

## **5.0 ATTENDANCE**

To attend open sessions (unless invited), individuals must submit a request to the University Secretary. All attendees must observe rules of decorum. The Chair may require any individual to leave if, at their discretion or by majority vote, the person acts contrary to good order.

Use of cameras, recording devices, or broadcasting is prohibited unless approved by the Chair or a majority of the Board, and subject to any conditions imposed. Board and Committee meetings may be recorded for minute-taking purposes.

Guests and observers must identify themselves to the University Secretary or Chair prior to the meeting. They have no speaking role unless specifically identified in the Chair’s invitation. Guests and observers may not vote and may be asked to leave if proper identification is not provided.

The Chair reserves the right to limit or conclude guest participation to ensure the orderly conduct of business.

## **6.0 AGENDA AND GENERAL DISCUSSION, and MEETING DESIGNATIONS**

The Chair should follow the agenda, which should provide an opportunity to correct the minutes of the previous meeting and approve them, and which shall become the order of business unless a motion to amend the agenda is made and adopted. Discussion may be on any aspect of each subject as a whole until a specific motion is introduced.

Unless otherwise specified in rules of procedure or By-laws, *Bourinot's Rules of Order*, in its most recent edition, shall govern. These exist to ensure that meetings proceed smoothly and democratically. The rules of order are intended to facilitate equitable participation, not limit it. *Bourinot's Rules of Order*<sup>1</sup> are relied on by the Board and Senate at NOSM University.

### **6.1 Principles**

The Board acknowledges that the majority of its business should be transacted in open session, to the extent that doing so would not disclose personal, competitive, or commercial information, or otherwise be contrary to the best interests of the University.

The Chair may determine that an item is more appropriately discussed or approved in closed session, where materials or discussions may reasonably be viewed as potentially compromising personal privacy, competitive or commercial interests, or other matters requiring discretion.

### **6.2 Agenda Standards**

- Agendas for Board and Committee meetings shall clearly identify items to be considered in open, closed, or in-camera sessions.
- Supporting materials for closed or in-camera items will be distributed in accordance with confidentiality requirements.
- Transitions between open, closed, and in-camera sessions shall be recorded in the minutes, noting the time of entry and exit from each session.
- When drafting an agenda, the nature of any closed or in-camera items must be identified in advance to the University Secretary and as required, to the Board Chair. This includes items for closed committee meetings.

### **6.3 Consent Agenda**

The agenda may include a Consent Agenda (consistent with Senate practice) to allow the Board to approve routine or non-controversial items together by a single motion without discussion. Items may be removed from the Consent Agenda at the request of any Board member for separate consideration and discussion.

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<sup>1</sup> [https://www.nosm.ca/wp-content/uploads/2021/04/Bourinots\\_at\\_a\\_glance.pdf](https://www.nosm.ca/wp-content/uploads/2021/04/Bourinots_at_a_glance.pdf)

The Consent Agenda is designed to maximize meeting efficiency while ensuring that all members retain the right to bring forward items requiring deliberation.

## **7.0 QUORUM AND MEETING TYPES**

### **7.1 Quorum**

Quorum for Board and Committee meetings shall be as defined in By-law No. 1. The Chair shall confirm quorum at the start of each meeting and ensure that quorum is maintained throughout. No formal business may be conducted without quorum.

### **7.2 Open Session**

Items are considered in the presence of all attendees and observers, except where confidentiality requirements apply.

### **7.3 Closed Session**

Closed sessions are portions of a meeting, or an entire meeting, restricted to Board (or committee) members and essential advisors for the consideration of confidential matters.

All confidential matters shall be considered in closed session.

Where a meeting convenes in open session and subsequently moves to closed session, entry into closed session shall be authorized by a duly moved motion, and the outcome of the vote shall be recorded in the minutes in accordance with these Rules of Procedure.

Where a meeting is convened as a closed session in its entirety, the closed nature of the meeting shall be clearly identified in the notice and agenda and reflected in the minutes.

### **7.4 In-Camera Session**

The agenda may provide for an in-camera session at Board or Committee meetings, either as a regular feature or on an as-needed basis. In-camera sessions are distinct from closed sessions and may take place for the following purposes:

- To provide an opportunity for the Board to discuss particularly sensitive matters within its jurisdiction.
- To provide an opportunity for the Board to discuss sensitive internal governance matters.
- To provide a forum for Board members who may be reticent to speak to indicate concerns and seek advice on how to raise them appropriately.
- To safeguard the independence of auditors or other officers by allowing direct access to the Board without members of the administration in attendance.

In Camera portions are not formally recorded and are typically summarized in the regular session.

## 8.0 DECISION MAKING AND MOTIONS

- All agenda items must indicate whether a decision, recommendation, or information is being sought, typically via a briefing note.
- A member seeking a decision requests recognition from the Chair and presents a motion.
- Motions require a seconder before discussion begins.
- Debate must remain focused on the motion until it is resolved.
- When no motion is pending, the Chair may summarize discussion or present alternatives to assist in reaching a conclusion.

### 8.1 Main Motions

- A main motion introduces new business for consideration.
- Only one main motion may be pending at a time.

### 8.2 Amendments

- Amendments must fit into one of three categories:
  - Deletion of words.
  - Addition of words.
  - Deletion and substitution of words.
- Amendments that nullify the main motion are not permitted.
- No more than two amendments (a primary and a secondary) may be before the meeting at once.
- Voting sequence:
  - Secondary amendment (amendment to the amendment).
  - Primary amendment.
  - Main motion (as amended, if applicable).

### 8.3 Procedural Motions

Procedural motions take precedence over substantive motions and are generally not debatable. **Not Debatable Motions** (you vote right away, no discussion).

Examples include:

- Adjourn – end the meeting.
- Recess – take a short break.
- Lay on the Table – deferred for future consideration as determined.
- Previous Question – end debate and go straight to a vote.
- Limit or Extend Debate – change how long members can speak.
- Point of Order – call out a rule issue.
- Withdraw a Motion – take back your motion (confirmation of the mover and seconder).
- Suspend the Rules – set a rule aside for a special purpose.

**Debatable Motions (you can discuss them before voting)**

- Main Motion – the actual proposal being made (e.g., “I move that we...”).
- Amend – change the wording of a motion.
- Refer to a committee – send it to a smaller group to review.
- Postpone to a Certain Time – delay discussion until later in the meeting or another meeting.
- Appeal – challenge the chair’s ruling (debatable only in some cases).

**8.4 Points of Order and Privilege**

- Point of Order: Raised when a rule of procedure is believed to have been broken. The Chair rules without debate; rulings may be appealed.
- Point of Privilege: Raised when a member’s rights, safety, or ability to participate are affected. The Chair rules without debate; rulings may be appealed.

**8.5 Conflict of Interest**

At the start of each meeting, members are required to declare any conflicts of interest as defined by the Board’s Conflict of Interest Policy. Members with a declared conflict shall recuse themselves from debate and voting on the related item – this can be at the discretion of the Chair, and the declaration shall be recorded in the minutes.

**8.6 Voting**

- Voting may be conducted in person or electronically.
- For in-person meetings: votes shall be counted whenever the Chair is in doubt or upon request by any member.
- For electronic meetings: voting may be conducted by email or other secure platform as designated by the University Secretary.
- For elections with multiple candidates, voting shall be by a method that protects confidentiality.

**9.0 MINUTES**

Minutes of Board and Committee meetings shall include:

- A record of attendance and quorum confirmation.
- All motions and the outcome of votes.
- Key decisions, directions, or approvals.
- Time of entry/exit for open, closed, and in-camera sessions.
- Declarations of conflict of interest.

Minutes are not intended to be verbatim transcripts, but an accurate record of decisions and actions.

**10.0 INTERPRETATION**

Questions of interpretation or application of this policy or its procedures will be referred to the University Secretary [governance@nosm.ca](mailto:governance@nosm.ca).

## **11.0 RELATED DOCUMENTS**

### University Documents and Information

- By-law No 1
- NOSM U policies and procedures
- NOSM U Conflict of Interest Policy
- Bourinot's Rules of Order
- Briefing Note [2025 Version]

### Legislation and Information

- NOSM University Act/Regulations

## **AUTHORITIES AND OFFICERS**

The following is a list of authorities and officers for this policy:

- a. Approving Authority: Board of Governors
- b. Responsible Officer: Board Chair and Vice Chair
- c. Procedural Authority: University Secretary
- d. Procedural Officer: University Secretary

## **Review and Revision History**

**Review Period:** 5 years

**Date for Next Review:** 2029 09