

Meeting Policy and Procedures for the Board of Columbia Basin Trust

1 Frequency, Location and Scheduling

- 1.1 As per the *Columbia Basin Trust Act*, the Board of Directors must meet at least six times a year, with at least one meeting open to the public. Additional meetings are arranged as required and determined by the Chair or the Board.
- 1.2 The annual general meeting is open to the public and CBT gives advance notice to the public of the date, time and location of the meeting. The Board may include sessions open to the public at Board meetings throughout the year and the date, time and location will be advertised in advance.
- 1.3 In establishing a Board meeting schedule, CBT will seek to ensure that different communities in the Columbia Basin will have an opportunity to engage with the Board.
- 1.4 Board meetings may be held via videoconference or telephone.

2 Special Meetings of the Board

- 2.1 Special meetings of the Board may be held at any time at the call of the Board Chair or the President and CEO. Special meetings may be held “face to face”, by videoconference or by telephone conference call.
- 2.2 Any two Directors may also call a special meeting of the Board, by requesting that the Board Secretary establish the meeting. The meeting will be called within ten business days of the request.
- 2.3 Notice of a special meeting of the Board shall be given to all Directors. Such notice shall be sent at least forty eight hours before the date fixed for the meeting. If all of the Directors are present at such meeting, notice thereof may be waived by them.

3 Agendas and Information at Board Meetings

- 3.1 The Board Chair and the President and CEO will develop and issue the agenda for Board meetings. All Directors share the responsibility to ensure the agenda meets the Board’s needs.
- 3.2 Under normal circumstances, the agenda and supporting materials will be distributed to Directors not less than five business days before a meeting.
- 3.3 Material distributed to the Directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical

issues to be considered. Reports may be presented during Board meetings by Board members, senior management, staff, or by invited outside advisors.

- 3.4 Presentations on specific subjects at Board meetings should briefly summarize the material sent to Directors, so as to maximize the time available for discussion on questions regarding the material.
- 3.5 It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written material in advance.
- 3.6 Unless otherwise indicated Board materials should be treated as confidential, and subject to requirements of the Code of Conduct for Directors of Columbia Basin Trust.

4 Quorum

- 4.1 A majority of the Board of Directors holding office constitutes a quorum for the purpose of transacting business. The presence of the Board Chair can be counted towards the quorum. No business shall be transacted by the directors at a meeting unless a quorum is present.

5 Means of Participating

- 5.1 Directors shall participate in Board meetings in person, unless the Chair:
 - Calls a teleconference or videoconference meeting of the Board, or
 - Otherwise expressly permits participation by other means that permit all persons participating in the meeting to communicate adequately with each other.

6 Management Attendance of Board Meetings

- 6.1 The Board appreciates the value of having members of management attend Board meetings to provide information and opinions to assist the Directors in their deliberations. The President and CEO, with the Chair's concurrence, will determine management attendees at Board meetings.
- 6.2 The last agenda item at each Board meeting shall be an in-camera session for which all staff, except for the President and CEO, withdraw. On a regular basis, the Chair will ensure that the Board meets without the President and CEO.

7 Minutes

- 7.1 The President and CEO or his designate will ensure that minutes of each Board meeting are prepared and given in a timely manner to the Chair and to the Board. The Board-approved minutes serve as the official record of the Board meeting.

- 7.2 The approved minutes will be posted in a timely fashion to the CBT website. The minutes may be severed in accordance with the *Freedom of Information and Protection of Privacy Act*.
- 7.3 Resolutions of meetings must be moved and seconded, but the names of the mover and seconder are not recorded in the minutes.
- 7.4 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes.¹ In a case of an equality of votes, the Chair of the meeting will have a second or casting vote.
- 7.5 A resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

8 Directors' Attendance

- 8.1 Directors are expected to attend all Board meetings and all meetings of Board committees of which they are a member. Directors are expected to attend each meeting in its entirety. If a Director cannot attend a meeting in person, telephone attendance can be arranged, but should be the exception rather than the rule.
- 8.2 Attendance records for the Board and Board Committee meetings are kept for each director and are disclosed on the CBT website (see Appendix 2 for a current version of the records that will be posted).

9 Meeting Procedures

- 9.1 The Chair will ensure that CBT follow Robert's Rules of Order, as appropriate, during its Board and Committee meetings, except to the extent that they are inconsistent with this policy, in which case this policy shall take precedence.

10 Election of Chair and Vice Chair

- 10.1 The Chair and the Vice Chair are annually elected by the Board of Directors at the first regular Board meeting following the start of the new fiscal year (April 1).
- 10.2 The President and CEO will chair the meeting at which the Chair and Vice Chair are elected, until the Chair is elected. The newly elected Chair will then chair the remainder of the meeting, including the election of the Vice Chair.
- 10.3 In the absence of the Chair or the Vice Chair, the President and CEO will chair the meeting until the Board elects one of its members to chair the meeting.

¹ The Chair's voting rights are determined by Robert's Rules of Order. See Appendix 1 for a summary of the provisions surrounding the Chair's right to vote.

11 Board Committee Meetings

- 11.1 Where appropriate, the policy and procedures outlined in this document also apply to meetings of CBT Committees of the Board.

Appendix 1: Summary of Chair's Voting Rights as Set by Robert's Rules of Order

1. Normal Vote:

During a normal vote, the Chair casts his/her vote only after the results are known and if he/she desires that his vote should affect the outcome. If the Chair does not want to change the outcome of a vote, he/she should not vote at all. By reserving his/her vote, the Chair preserves the appearance of impartiality.

If a vote is tied, the Chair does not need to vote unless he/she wants the motion to be adopted. The Chair can, by voting in the affirmative, break a tie, thus causing the motion to pass.

If a vote is not tied but the affirmatives outnumber the opposition by one vote, the Chair does not need to vote unless he/she wishes the motion to fail. He/she can then cast a vote in the negative, creating a tie and causing the motion to fail.

The Chair does not get to cast a second vote.

2. Ballot Vote:

During a ballot vote, the Chair votes along with all the other directors. If a poll is taking place and the poll has been officially closed and the Chair arrives late, then the Chair needs the permission of the directors to vote. The Chair is never allowed to cast a tie-breaker in a ballot vote. If the vote winds up being a tie, then the directors vote again.

Appendix 2: Board & Committee Meetings

The following table summarizes Board and standing committee meeting attendance by Columbia Basin Trust Board of Directors for the year ended March 31, 2009.

	Board	Audit Committee	Delivery of Benefits Committee	Executive Committee	Investment Committee	Water Initiatives Committee
Total Number of Meetings (2)						
M. Berg						
D. Birdstone						
G. Deck						
E. Cutts						
G. Merkel						
R. Miles						
J. Miller						
L. Parker (3)						
P. Peterson						
M. Rouse (4)						
J. Townsend						
B. Trewhella						

(1) Includes Annual Retreat

(2) Directors may receive only one meeting fee per day although more than one meeting may be attended

(3) Appointed April 1, 2008

(4) Resigned March 31, 2009