

REPORTS AND BACKGROUND MATERIALS

The purpose of this policy is to ensure that Board members understand the process for discussing reports and background materials received in connection with a meeting of the Board (the “Materials”).

OVERVIEW

The Materials are a set of items that are received for information purposes by the directors. Except at the discretion of the Chair of the Board, such items would not be made available to non Board members.

POLICY

1. It is the responsibility of the Chair, in consultation with the President and CEO, to develop the list of Materials for each Board meeting.
2. All Materials must be clearly identified and provided to Board members in the Board meeting package prior to the Board meeting. Board members are expected to thoroughly read the Board meeting package, including all Materials.
3. The Board meeting agenda must state: “Any board member may request that any of the Materials be moved to the Board meeting agenda.”
4. Any director may request that any of the Materials be moved to the agenda. No motion is required. The Chair will determine the placement of such matters on the agenda. If one item in a committee or other report is requested to be moved to the agenda, only that item shall be moved.
5. Board members should thoroughly review the Materials prior to the meeting and anticipate that no verbal reports will be presented.
6. The list of Materials is to be documented in the Board meeting minutes. Minutes will include the full text of resolutions or recommendations adopted and references to reports or other matters received.

MATERIALS

Materials include:

- Standing Committee minutes and draft minutes.
- Information reports that do not require any action.
- Background information and reports whether or not they relate to an agenda item.

Approved: Board of Directors

Date: Sept 2012