



STANDING RULES FOR THE BOARD OF DIRECTORS

1. The most recent version of Robert's Rules of Order shall be the manual outlining the parliamentary procedure during Board of Directors meetings, subject to the regulations prescribed for within the Constitution and Internal Regulations of the Society. **If you are not familiar with Robert's Rules or a regulation in particular, you may address the Chair in the meeting either verbally through a "point of parliamentary inquiry" or through the Zoom Chat feature.**
2. Agenda items shall be made available to the Board members at least 48-hours in advance, unless otherwise permitted by the Chair,
 - a. Board members are encouraged to submit their motions at least 72 hours in advance so that the dais may thoroughly review them and add them to the agenda.
3. A default speaking time of two (2) minutes shall be enforced,
 - a. At 15 seconds remaining, the Chair will tap the gavel once,
 - b. Once the time has elapsed, the Chair will continue to tap the gavel until the individual has finished speaking, or if the individual is muted,
 - c. **In case of Zoom meetings, when possible, a timer will be displayed,**
 - d. In the case of a Zoom meeting, a "reaction" will be used by the speaker instead of the gavel tap.
4. Default duration allotted to each motion and discussion item shall be 20 minutes,
 - a. A maximum extension of ten (10) minutes can be granted, at the discretion of the Chair.
5. Members who wish to address the Board shall raise their **placard** to be recognized by the Chair and be granted speaking rights, or be exempted from this requirement by the Chair,
 - a. **In case of a virtual meeting, members will use** the Zoom 'raise hand' feature,
 - b. Members must refrain from speaking when they do not have the floor,
 - c. In the case of virtual meetings, Board members will be asked to stay muted until called upon.
6. Members addressing the Board shall address the Chair, stay on subject and refrain from personal attacks.
7. Courtesy shall be strongly enforced by the Chair with the right to rule statements out of order at their sole discretion without the right of appeal of such rulings.
8. All members of the Board of Directors must carry themselves with decorum to demonstrate the respect they hold for their office.
9. The Dais has the authority to rule statements out of order, in instances including, but not limited to:



- a. Utilization of leading statements/questions;
 - b. Intervention irrelevant to the motion at hand;
 - c. Utilization of personal attacks;
 - d. Sentiment being repeated by the same individual;
 - e. Aggressive or abusive behavior, such as shouting or personal insults;
 - f. Disrespectful or discourteous language and behavior;
 - g. Spreading malicious rumors or gossip;
 - h. Discrimination or harassment;
 - i. Isolation, deliberate exclusion and/or non co-operation;
 - j. Disruption or hindrance of the ability of the meeting to continue in good order, including but not limited to, speaking out of turn, engaging in side conversations, knocking on desks, clapping, snapping, and other behavior deemed by the Chair to be disruptive;
 - k. Misgendering of Directors, whether intentional or not;
 - i. Should any Director notice the misgendering of another Director, they may call this to the attention of the Speaker on a Point of Personal Privilege,
 - ii. Should a Director be misgendered but does not feel comfortable raising a Point of Personal Privilege themselves during the meeting, they may contact the Speaker who will ~~raise it~~ [address the issue in whichever way is desired by the Director in question](#) during the next meeting of The Board of Directors.
10. Should a member be called out of order, at the Chair's discretion their speaking time will be elapsed and they will have to wait to be called on again before being given the right to speak once more,
- a. The Chair is vested with the authority to remove any individual from the meeting for repeated or extraordinary violations of the Standing Rules or Internal Regulations of Governance and may seek assistance to carry out this order when required.
11. Unless explicitly permitted by the member in question, members must address each other formally, usually in the form "Director/Officer [Last Name]", and avoid referring to one another using third person pronouns to promote a cordial environment.
12. Recognition of intervention will be first prioritized to those who have not yet participated in discussion [or whose intervention may be immediately relevant to the point being discussed](#), not solely based on the length of time a participant's hand has been raised.
13. In addition to the Motions found within Robert's Rules, Action Items may be utilized during meetings of the Board of Directors;
- a. Action Items are small tasks, actions, or activities related to discussion, moved in order to expedite action on the points being discussed,
 - b. They should generally consist of an action to be done by one Board Member, but can on occasion be small actions taken by the entire Board or by a member of the Dais,
 - i. Action Items may be stepping stones towards a bigger action approved by motion,
 - c. Action Items should be considered as being less binding than motions; they cannot be binding on someone not present at the Board meeting and rely on the trust the board has for a Board member to complete them,
 - d. If needed, a task list should be created consisting of all action items approved and the date



- by when they should be completed,
- e. Action items do not require a suspension of the rules to be added,
 - f. They can be added by asking the Chair to add such an action item, describing it, the date by which it should be accomplished, who should accomplish it, and any other notes on the item such as risks or issues to look out for,
 - g. Examples of Action Items include but are not limited to: sending an email, sending a request to a third-party vendor, asking for someone to write a letter, or creating a graphic,
 - h. Action Items must be voted upon and require a simple majority to pass,
 - i. A motion to vote is not needed, once the point for discussion has elapsed, voting procedures on the action items will be entered into automatically,
 - ii. The default voting procedure for action items will be unanimous consent for all items at once,
 - iii. A motion can be proposed to use a different voting method for the action items.
14. Motions may be sent by email to Board members for approval outside of a regular meeting;
- a. Email motions should **only** be used in the case of an urgent motion requiring an immediate response from the Board (where the Executive committee does not have the authority to issue this response) or a minor motion following up a task voted upon and approved by the Board at a previous meeting (such as an email motion to approve and send an email that the Board tasked someone to write at a previous meeting),
 - b. The minimum voting period for an email motion is 48 hours; a 72 hour voting period is recommended in all cases that permit it,
 - c. An email motion must include a motivator consisting of an explanation and justification for the motion,
 - d. All email motions must be seconded by another voting member of the Board of Directors,
 - e. Requests for email motions should be sent by email to the Chair of the Board of Directors, copying the Parliamentarian and Governance Manager in that email as well as the Director seconding the motion,
 - i. Requests for email motion must include the following:
 - 1. Fully written and actionable motion;
 - 2. Explanation of the motion's contents (what it will do, what are the consequences of approving it, etc.);
 - 3. Justification for the motion including justification for it being sent by email instead of being presented at a meeting of the Board of Directors;
 - 4. Names of the mover and seconder;
 - 5. Voting period determined by the mover (48 hours or more);
 - ii. If the motion pertains to an urgent matter requiring an immediate vote and action by the Board of Directors, it should contain "URGENT" in the subject line,
 - f. Requests for motions received in this way by the Chair, Parliamentarian, and Governance Manager will be sent for voting within the next two business days if no issues are present within the request,
 - i. Requests marked with "URGENT" on their subject line which are evaluated as being legitimately urgent will be sent for voting as soon as possible by any of the



three recipients of the request,

- g. Motions sent by email directly to the members of the Board of Directors without prior permission from the Chair, Parliamentarian, or Governance Manager will be considered invalid and as such, any vote or consequence from the motion will be null and void,
- h. The Chair reserves the right to refuse any requests for an email motion on the grounds that the request does not contain all the items referred to in point 13.e.i, that the motion is irrelevant to the Board of Directors, that the issue would be more adequately addressed by another body such as the Executive Committee, or that it should be addressed during a meeting of the Board of Directors, in addition to the regular grounds on which a motion can be refused.

APPROVED