

May 14, 2018

**Item Name:** Approval of Revisions to Board Governance Policy Regarding Meeting Procedures

**Program:** Board Governance

**Item Type:** Action Consent

**Recommendation**

Approve the proposed revisions to the Board Governance Policy formalizing three procedures to govern meetings of the Board and its committees, and two non-substantive changes.

**Executive Summary**

At the March 2018 Board Governance Committee meeting the Committee directed the team to bring the proposed language for the three procedures back with a minor modification to clarify that all committee members should have a chance to speak before any non-committee member speaks. The team also added two non-substantive changes to bring the Board Governance Policy into conformity with changes made to the Performance, Compensation and Talent Management Committee Delegation at the Board's April meeting. The proposed revisions are reflected in redlined form in Attachment 1 (see pages 13-16).

**Strategic Plan**

This agenda item supports the 2017-2022 Strategic Plan's goal to reduce complexity across the enterprise and the objective to streamline operations to gain efficiencies, improve productivity, and reduce costs.

**Background and Analysis**

At its March 2018 meeting the Committee considered language to implement the following recommendations received during the Parliamentary Training session at the July 2017 Offsite meeting:

- Formal adoption of a timed agenda;
- Adoption of a practice to ensure all members have had a chance to speak before calling on a member who has already spoken; and
- Adoption of a procedure requiring that after significant debate the Presiding Officer for the meeting repeats the motion before calling the question for a vote.

The Committee was satisfied with the language regarding the first and third recommendations (see pages 13-15 in Attachment 1) but directed the team to modify the proposed language for the second recommendation to clarify that, in the case of the committees, all committee members should have an opportunity to speak before any non-committee member speaks. Staff have further revised the language for the second recommendation (see page 14 in Attachment 1).

At its April meeting the Board approved revisions to the Performance, Compensation and Talent Management Committee's (PCTM) delegation to clarify the Board and CEO's responsibilities regarding the CIO. The team has included two non-substantive changes to conform the Board Governance Policy to the revised PCTM delegation (see page 16 in Attachment 1).

### **Benefits and Risks**

- Formally adopting a timed agenda provides several benefits. It fosters a shared expectation on the part of each Board member as to the anticipated time allocated for each item and promotes thorough and efficient discussions. It also affords the public some additional means to estimate the amount of time that will be spent on each agenda item.
- Ensuring that all Board members have had a chance to speak before another member speaks encourages diversity of thought and contributes to a thorough discussion.
- Repeating the motion prior to a vote when there has been significant debate ensures that members of the Board, the team and the public are all aware of the action being taken.

### **Attachments**

Attachment 1 – Proposed Revisions to Board Governance Policy

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**Matthew G. Jacobs**  
General Counsel

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**Marcie Frost**  
Chief Executive Officer