

**BLG.2022.03****Title: Procedural Council and Community Meetings****Type:** By-Law**Authority:** Board**Resolution No.:** NIKLA AGM 2022-005

**Associated Documents:**

- [Canada Not-for-profit Corporations Act S.C. 2009, c.23](#)
- *Freedom of Information and Protection of Privacy Act (FIPPA)*
- *POL.2021.06 Code of Ethics*

**BLG.2022.03.1****Calling of Meetings**

Meetings of the Council may be called by either of the Co-Leads of the Council or any two (2) directors at any time; provided that, proper notice to Directors is given. For the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting where the sole task of that meeting is the appointment of Directors by either acclamation or election.

**BLG.2022.03.2****Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Council shall be given to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

- a. by telephone or electronic means to the director's recorded phone number or address for that purpose; or
- b. by e-mail in accordance with [Part 17](#) of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Any meeting may be named as electronic at the time of notice being provided.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in [subsection 138\(2\)](#) (Limits on Authority) of the Act that is to be dealt with at the meeting.

**BLG.2022.03.3****Council Meeting, Schedule and Agenda**

1. A schedule of the regular meetings of Council, identifying date, time and location, shall be developed annually. The Council shall hold no less than four (4) meetings in the year.
2. The Agenda Package shall be distributed to the Council no less than one (1) week before the meeting; and no less than five (5) days before the meeting via [NIKLA website](#) to the members.
3. Annual and multi-year agenda shall be developed to schedule topics over the Council's term and in support of the Strategic Plan.

#### **BLG.2022.03.4 Regular Meetings**

The Council may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Council fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if [subsection 136\(3\)](#) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

#### **BLG.2022.03.5 Council Meeting Standing Agenda**

##### **A. Call to Order**

1. Moment of Reflection
2. Indigenous Acknowledgement Statement [rotate through members of the Council]

##### **B. Agenda**

1. Approval of Agenda
2. Declaration of Conflicts

##### **C. Minutes**

1. Previous Minutes
2. Business Arising from the Minutes

##### **D. Communication with the Board**

1. Deputations
2. Member Input on Agenda Items
3. Correspondence

##### **E. Strategic Plan Update & Action Items**

1. Action Plan Updates
2. Updates by Strategic Plan Goals

##### **F. New Business**

##### **G. Closed Session (if required)**

##### **H. Notice of Upcoming Meeting(s)**

##### **I. Adjournment**

#### **BLG.2022.03.6 Special Meetings**

1. The Co-Leads or any two members of Council may summon a special meeting of the Council by giving each member reasonable notice in writing [including electronic] of no less than seven (7) days, specifying the purpose for which the meeting is called. The members may waive the length of notice providing all members are either able to attend or any members not in attendance waives the notice.

#### **BLG.2022.03.7 Closed Session Meetings**

1. Meetings of the Council are not public, however members of NIKLA may attend for Communication with the Board.
2. Minutes of the Council are available to any member via access to the corporate drives and/or the [NIKLA website](#).
3. Meetings or a part of a meeting may be held in closed session when the subject matter being considered includes one of the following:
  - a) the security of the property of Council;
  - b) personal matters about an identifiable individual;

- c) a proposed or pending acquisition or by Council;
  - d) labour relations or employee negotiations;
  - e) litigation or potential litigation, Code of Ethics complaints or investigations;
  - f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - g) training of Council;
  - h) a matter in respect of which Council or a Community of NIKLA may hold a closed meeting under another Act.
4. Before holding a meeting or part of a meeting that is to be closed to the public, a Council or Community of NIKLA shall state by resolution,
    - a) the fact of the holding of the closed meeting; and
    - b) the general nature of the matter to be considered at the closed meeting.
  5. Board members may, through the Meeting Chair, respond to the presentation, or ask questions, where it is appropriate, but shall not enter into debate about the presentation.
  6. Anyone making a presentation to Council shall speak respectfully and follow [FIPPA](#), addressing only the approved presentation topic.

#### **BLG.2022.03.8 Quorum**

Quorum is a simple majority of members.

1. Where a quorum is not present within thirty (30) minutes after the hour fixed for a meeting, Council's Secretary shall record the names of members present and the meeting shall stand adjourned until the next meeting or until a special meeting is called.
2. If notified by a majority of Members of their anticipated absence from a meeting, the Council Secretary shall notify all Directors and the public that the meeting is cancelled.

#### **BLG.2022.03.9 Attendance at Meetings**

1. In the event that a Director must be absent from any meeting, that person shall notify the Secretary prior to the day of the meeting.
2. Meeting attendance of this National Alliance will predominantly occur virtually, however occasional in-person meetings may be scheduled around major sector conferences.
3. Proxy voting at a Council meeting is not permitted.
4. The Meeting Chair may expel any person for improper conduct at a meeting, be they a member of the Council or a NIKLA member.

#### **BLG.2022.03.10 Votes to Govern**

1. At all meetings of Council, every question shall be decided by a majority of the votes cast on the question.
2. All members of Council, including the Co-Leads and/or Meeting Chair may vote.
3. In case of an equality of votes, the Co-Lead listed as Meeting Chair, in addition to an original vote, shall have a second or casting vote.
4. The Meeting Chair shall call a vote, requiring a first and second mover to put business to a discussion. Following a healthy discussion period, and at the Meeting Chair discretion, the vote shall be called.
5. Where possible, a software program with polling shall be used to demonstrate the voting will of the Council.

**BLG.2022.03.11 Email Voting**

1. In the event of an emergency or a time sensitive single item, the Co-Leads may require an e-mail poll to immediately move on business.
2. The e-mail message shall constitute official correspondence and be recorded as the content of the minutes. A recorded vote shall be included in the minutes.
3. There shall be no discussions on an e-mail vote. Should further discussion be requested, a Special Meeting may be called or the item shall be deferred to the next Regularly Scheduled meeting.

**BLG.2022.03.12 Rules of Debate**

1. The Council shall follow a best practice rules of debate. The primary focus of debate should be respect of members voices and working towards consensus.
2. It is the role of the Meeting Chair to maintain respectful debate while balancing the progression through the agenda.

**BLG.2022.03.13 Deputations**

1. Members of NIKLA may address Council on any NIKLA-related topic, provided they complete a Deputation Request Form, including complete details of the deputation.
  - 1.1. A Deputation Request Form with all supporting presentation materials (e.g. PowerPoint, statement to be read) must be submitted to the Council Secretary no less than ten (10) days prior to a scheduled meeting in order to be automatically included on that agenda.
  - 1.2. If the Deputation Request Form is received after the deadline the Co-Leads may consult with the Council Secretary to determine time sensitivity and length of the agenda.
  - 1.3. If the Deputation Request Form is received after the deadline, or if the Meeting Chair deems the Agenda to be full, or if presentation materials are omitted, the presentation may be delayed until a subsequent Council meeting.
2. All materials will be circulated to Council prior to the presentation and will be included in the web-posted agenda package if available before the package is posted. All materials within the application or provided during the actual presentation will be entered into the records management system for that meeting. The Council Secretary shall also update the Agenda Package on the website with any presentation documents received during the meeting.
3. The Council allocates up to fifteen (15) minutes per presentation. The Co-Leads may extend this time if the Council approves and the agenda permits. Any person who has presented information on the same topic at previous meetings shall be limited to providing only new information in their subsequent presentations.

**BLG.2022.03.14 Member Input on Agenda Items**

1. The Member Input on Agenda Items is an open mic session where members may speak on any issue which is included in the agenda. This format is intended to provide an opportunity for the NIKLA community to provide input prior to Council decisions being made. Those wishing to speak to items not on the agenda, should follow the Deputation process.
2. There is no advance application process. Any member wishing to speak in the Council Meeting should notify the Council Secretary no later than the day prior to the meeting in order to be provided with login credentials. The order of presenters is at the discretion of the Meeting Chair.

3. Total time is limited to 20 minutes for this agenda item. The Chair may extend this time if the Council approves and the agenda permits. Individual presenters shall be limited to three (3) minutes.
4. The identity of presenter and agenda item addressed will be noted in the minutes.

#### **BLG.2022.03.15 In Meeting Procedures for Deputations and Member Input on Agenda Items**

1. Speakers shall direct their presentation to, and through, the Meeting Chair.
2. Council members may, through the Meeting Chair, respond to the presentation, or ask questions, where it is appropriate, but shall not enter into debate about the presentation.
3. Anyone making a presentation to Council shall speak respectfully and follow [FIPPA](#), addressing only the approved presentation topic.

#### **BLG.2022.03.16 Minutes**

1. The Minutes of Council shall be taken by the Council Secretary or designate and shall consist of a record of all proceedings taken in the meeting. Minutes shall be a factual recount without note or comment.
2. All Minutes, Community Minutes, and Reports following adoption by Council; and all By-laws and Policies adopted by the Council or at a Members Gathering shall be held in the official NIKLA Drive. Open Session records shall be posted on the [NIKLA Website](#) and/or within the member drive.
3. Minutes of Council and Member Gatherings shall be prepared by the Council Secretary, and Community Meetings by the Community Secretary or designate and be made available to the members prior to the next meeting for consideration and revision and adoption at the next meeting, following which they will be made available to the public save and except those minutes and reports recorded during a meeting or part thereof that was a closed session.

#### **BLG.2022.03.17 Communities and Committees**

The Council may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as Council shall see fit.

Communities, Committees and Working Groups shall follow the same procedures as Council Meetings, except the order of the agenda. These groups can determine an agenda that best meets the needs of their meeting.

The members of these committees shall either elect or designate someone to take minutes and provide these to the Council Secretary for inclusion in the official records.

Community Chairs shall have a seat on the Council. Ad Hoc Committees or Working Committees shall be struck by Council or their Communities, and not have a Director Seat on Council.

At the initial meeting of the Directors following the establishment of the corporation, the inaugural executive directors established five (5) standing Communities which will conduct the work of Council based on the fields they represent, the membership classes, and according to the mandate of each Terms of Reference. These mandates may be amended by Council from time to time. These are listed below and are listed alphabetically and not in any hierarchical order:

1. Archives Community

2. Culture & Heritage Community
3. Libraries Community
4. Museums Community
5. Teaching & Learning Community

**BLG.2022.03.18      Accessibility**

Documents can be made available in other accessible formats as soon as practicable and upon request.

**BLG.2022.03.19      Review Cycle**

This policy will be reviewed at least every three years.

Original Approval: 2022-02-01  
Amended: 2023-04-24