



Whitemud Ridge Homeowners Association (WRHA)

Board Policy 2 – Board Procedures

Purpose: The WRHA Board of Directors (the Board) is made up of volunteers, providing their time and effort to help advance the overall wellbeing of the Whitemud Ridge community. As the Board will consider matters that are difficult and may result in divergent perspectives, it is important that a common set of rules and procedures govern the conduct of board members (hereby referred as Directors) in order to support respectful dialogues and effective governance of the WRHA. This will also help support consistency over time as new Directors join the Board.

These are adapted from the WRHA's By-laws and "[Robert's Rules](#)," commonly used by non-profit organizations.

By-law Alignment: Section 4.2 (j) and more broadly Sections 4.1 and 4.2

Policy Details:

Board Procedures: Meetings

1.0 Guiding Principles

- Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.
- Members must be respectful of other's perspectives and allow them to speak, and cannot interrupt them unless there is an urgent matter that must be considered.
- Motions must be voted on. They can't be overruled by one member.

2.0 Setting Board Meetings

Board meetings shall be held as often as may be required but at least once every twelve months. They shall be called by the President of the Board (the President) or any two Directors, provided they make the request to the President in writing and state the business to be brought before the meeting.

Unless waived by the Directors, they must be given at least 10 days notice in writing or 3 days notice by telephone (call or text message).

Meetings are to be held in person. Meetings can be held virtually where a majority of the Directors agree, or in circumstances where an urgent issue needs to be addressed.

3.0 Meeting Chair

Meetings are chaired by the President. If the President is unable to attend a meeting, they are to designate an alternate to act on their behalf and chair the meeting.

The President must also designate an alternate to act on their behalf if they are expected to be unavailable for more than five (5) consecutive days. This will ensure the Board can continue to operate in the event of an emergency.



4.0 Setting Agendas

Directors may submit agenda items to the chairperson prior to the meeting. These should include:

- the motion to be considered by the Board (whether it is for information or decision),
- any relevant background for the Board to consider, and
- resolution for the Board to vote on (if for decision)

Agendas will indicate a designated speaker for each item and if it is for information or decision.

5.0 Quorum

A majority of the of the Directors present in the meeting shall constitute a quorum.

6.0 Meeting Discussing

The chairperson will open the meeting with a motion to review the agenda and approve it. This must be seconded and voted on. Once approved, the agenda items are considered motions that have been introduced and seconded, and open for discussion.

The chairperson will introduce each item on the agenda for discussion, including the designated speaker and whether it is for information or decision. If the item includes a resolution to be voted on, the chairperson will reiterate it prior to opening up the item for discussion.

A Director may make a motion for discussion during the meeting. This can be to:

- bring a new issue and/or resolution for the Board's consideration,
- end discussion and advance the resolution in consideration for a vote or to a committee for further work,
- amend the motion and/or resolution in consideration,
- table (postpone) the motion and/or resolution, or
- withdraw a motion.

7.0 Steps for Considering Motions

Each motion will be discussed through the following process. An exception is made for motions included as part of the agenda and approved at the start of the meeting, these begin at step 3.

1. **Motion:** A Director raises a hand to signal the chairperson and states the motion once acknowledged.
2. **Second:** Another Director seconds the motion.
3. **Restate motion:** The chairperson restates the motion.
4. **Debate:** The Directors debate the motion (if required).
5. **Vote:** The chairperson restates the motion and, and then first asks for affirmative votes, and then negative votes.
6. **Announce the vote:** The chairperson announces the result of the vote and any next steps.

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8.0 Voting on Motions and Resolutions

Directors may vote either in favour or against a motion and resolution. Motions and resolutions are passed if they receive a majority of the votes in favour. While consensus is desirable, it is not required in order to move a motion and resolution forward. Directors may also vote to abstain; in these cases, the vote counts as neither in favour or against.

Directors may request to have their names and how they voted as part of the record of decision.

In the event the vote results in a tie, the President (or their designate, if not in attendance) will have a second vote they can cast on the motion and/or resolution.

9.0 Ending Meetings

Meetings are adjourned through motions that must be seconded and voted on. While not all agenda items must have been resolved, motions should be passed on how to address any outstanding issues (e.g. deferred to the next meeting).

Board Procedures: Electronic Motions

10.0 Motions through Email

Motions can be made electronically via email outside of a board meeting. Directors must include in their communication:

- the issue to be considered by the Board,
- any relevant background for the Directors to consider, and
- resolution for the Directors to vote on.

E-mail motions are limited to considering items requiring up to \$1,000 in expenditures.

Voting on e-mail motions follow the same requirements as voting for motions during board meetings.

Board Procedures: Conflict of Interest

11.0 Conflict of Interest

While the WRHA will undertake activities that are intended to benefit all homeowners, there may be circumstances where motions and resolutions under consideration by the Board will directly benefit a Director or their adjacent neighbour. In these cases, the Director must recuse themselves from the motion and/or resolution.

Board Procedures: Policy Development

12.0 Policy Development

Policies developed by the Board must be made available online and reviewed annually.

The Board must present at the Annual General Meeting any new policy developed, and amendments or rescindments to existing policies made that year.



Policy Reference

Version	Description	Date Approved
1.0	Policy approved by the Board.	January 8, 2024

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