



PROCEDURES FOR MEMBER ATTENDANCE AT BOARD MEETINGS

Background

The basis for these recommendations within the Articles:

Governing Board's proceedings (6.1): *Subject to the provisions of these Articles and the Governing Board Terms of Reference, the Governing Board may regulate its proceedings as it thinks fit, and*

Governing Board's powers (7.5): *to make rules consistent with the Memorandum the Articles and the Companies Act to govern their proceedings and proceedings of committees.*

The basis within the Governing Board's Terms of Reference:

Meetings of the Board, 4. Members' participation: *Members may attend in person meetings of the Board unless sensitive matters are being addressed, and,*

Trustees will provide appropriate space in their meetings agenda to address the questions, comments, recommendations and/or motions and will provide means for the Member who submitted the matter to present the rationale and receive questions from the Trustees.

Scope and Considerations

During the discussions and direction to the Governance Team on the design of this procedure, the Trustees focused on the increasing need to conduct their meetings in the most effective and productive way to enhance the achievement of the meeting's established goals.

A number important aspects were considered:

- The main purpose of the Board meetings is to address in the first instance, matters, issues and concerns of General Interest, that is, those pertaining to the health, strategy and Organization as a whole.
- To encourage the Members to actively participate we have instruments provided in the Articles:
 - 6.11. If the Governing Board is asked to consider a matter by a Member (...) must consider the matter and provide a response in timely manner.
 - 11.3. The Members may, at any time, bring a matter to the Governing Board for consideration (...) consider the matter and provide a response in timely manner.
 - 12.13.3. Submit motions or matters for the consideration of the Governing Board.
 - 12.13.4. Submit recommendations to the Governing Board on for Trustee decision.
- The Internal Communication working group's recommendations may, when ready, provide an additional effective way for bringing matters to the Board attention.

- The Board encourages interaction with the Members via the Governing Board Terms of Reference's provision that at least one Trustee will attend the Regional Meetings each year.
- The Board is concerned about equity of access - those Members being close to the site of the in person meeting and/or having a better financial position to cover the expenses, will receive an unintended special treatment, which will discriminate against those that are not in such a favourable position.
- The Board has very few opportunities to meet as a team and seeks to optimize the use of this precious time together to further the Board's work.
- While the Terms of Reference only refer to attendance of Members at in-person meetings of the Board, there is no reason not to consider attendance at virtual meetings, which can be easily enabled, without undue cost.

Procedures

1. Given the considerations and concerns around equity of access, Members wishing to attend Board meetings will be urged to attend virtual ones.
2. All expenses related to attending a Board Meeting will be at the Members' expense.
3. When attending any meeting of the Board, the Members will do so as observers, that is, they shall not share their points of view, concerns or make suggestions on the matter being addressed, nor will they participate in the dynamics of the session or in any "chat box" in a virtual meeting.
 - a. When the Board deems necessary that the Member(s) participate in a specific session where a matter is to be addressed, the Member(s) will be notified one week in advance, provided the requirements established in "4" (below) are met.
 - b. If so requested by the Member, the Chair may decide to allocate time of the agenda for the Member to speak to specific points. See point 4 below with regard to how such requests can be made and decided.
 - c. Any observer who disrupts or attempts to participate in a meeting inappropriately may, at the discretion of the Board, be barred from attending future meetings.
4. In regards to the Members attending a Board meeting when a sensitive matter is being discussed, the Chair in consultation with the Secretary General and the relevant Team's Leader/s in charge of the matter to be addressed, will decide whether that matter is sensitive. In the event of a tie, the Chair will decide. Members must leave the meeting during any discussion of sensitive matters. Should the sensitive matter be one raised by the Member (see points A above and D below), there may still be parts of the discussion for which the Member must not be present. That decision will be made as per the first two sentences of this paragraph.
5. To attend a Board meeting the Member(s) must, at least two weeks in advance of a virtual meeting and four weeks in advance of an in-person meeting, contact the Board Chair to request an invitation to do so. The Trustees, once the suggested agenda is submitted for their comments, will decide if it is appropriate to extend the invitation. If the agenda the

proposed meeting is not deemed suitable (for example, it contains a high proportion of sensitive matters), the Chair will suggest an alternative meeting.

6. To attend a Board meeting *and* bring a matter, concern, suggestion or motion for Board consideration, the Member(s) will be required to do so through the mechanisms provided in the Articles.

The Chair/Vice Chair, in consultation with the Secretary General and the relevant Team's Leader(s), will decide if that matter is more appropriate to be considered by a Committee, Working Group or Task force, before it is addressed by the Board. The response will be provided in timely manner, and the Chair in consultation with the Secretary General will decide the appropriate meeting in which the matter will be addressed.

To this purpose the Member(s) must submit, two weeks in advance of the beginning of the next Board meeting or four weeks in advance of an in-person meeting, the matter along with the rationale, all necessary documents and relevant information.

The intention is for the Board to be in a better position to structure the meeting's agenda to allow for the most effective and productive use of meeting time.

7. Depending on the location or forum for the meeting, space for additional persons may be limited. This may be meeting rooms or the software currently in use for virtual meetings, which supports a limited number of participants.

Therefore, in addition to the regular participants, the priority for attendance will be for personnel whose presence is necessary or directly related to the meeting discussions and/or to achieving the purpose of the meeting or of specific sessions of the meeting. This may include a Member Representative if the Board is addressing an item specifically relating to a Member. After that, additional attendees, including observers, will then be accommodated on a first-come, first served basis.

In the case of virtual meetings, the code/link to join the meeting will not be published, and it will be shared in a first come-first served basis with observers, including Member Representatives.