

Board Meeting Governance Policy Sample

1. Purpose

The purpose of this policy is to define the rules and procedures for conducting Board meetings in accordance with the principles of good governance, transparency, and accountability.

2. Scope

This policy applies to all members of the Board of Directors and designated participants in Board meetings.

3. Meeting Schedule & Notice

- The Board shall meet at least quarterly, or as otherwise determined.
- Advance notice of meetings, including date, time, location, and agenda, must be provided to all Board members at least seven (7) days prior to the meeting.
- Special meetings may be called by the Chair or by a majority of Board members with appropriate notice.

4. Quorum

- A quorum shall consist of a simple majority of current Board members.
- No official business may be conducted without a quorum present.

5. Meeting Procedures

- Meetings shall be presided over by the Chair; in absence, the Vice-Chair or another appointed member.
- The agenda will be distributed in advance and adhered to unless amended by a majority vote.
- Roberts Rules of Order or an agreed alternative parliamentary procedure will guide discussions and decision-making.

6. Decision-Making

- Decisions shall be made by simple majority vote unless otherwise required by bylaws.
- Each Board member holds one vote; proxy or absentee votes may be permitted if pre-approved by the Board.

7. Minutes and Documentation

- Accurate minutes summarizing discussions, decisions, actions, and those present shall be recorded and distributed to all members within one week of the meeting.
- Minutes will be reviewed and approved at the subsequent meeting.

8. Confidentiality

- Board members must maintain confidentiality regarding sensitive matters discussed or decided during meetings, unless disclosure is authorized or required by law.

9. Conflicts of Interest

- Board members must disclose any real or perceived conflicts of interest at the start of each meeting or as soon as they arise.
- Members with a conflict must recuse themselves from related discussion and voting.

10. Policy Review

- This policy shall be reviewed at least every two years, or as needed, to ensure relevance and effectiveness.
- Amendments require approval by the Board.

Adopted by the Board on: _____

Signature (Chair): _____