

## Rules of Order

**Authority:** s23, Schedule 2, *Joint Governance of Public Sector Pension Plans Act*.

### Rules of Order

#### 1. General

- a) The rules and regulations contained in this policy shall be observed in all meetings of the Board of Directors of PSPP Corporation (the Board) and shall be the rules and regulations for the order and conduct of business of the Board.
- b) Any reference to a Director means a member of the Board and may include the Chair.
- c) The CEO shall consult with the Chair on all Board or procedural matters requiring action in between meetings.
- d) The PSPP Corporation CEO or designate (CEO) shall act as the point of contact and intermediary between the Board and consultants, service providers, or the PSPP Sponsor Board in all matters concerning the Board and its committees.

#### 2. Notice of Meetings

- a) The CEO shall prepare and distribute to all Directors the notice of meeting, including the agenda, and the day, time and place of the meeting.
- b) The CEO shall ensure all meeting material and supporting documentation required for the meeting is complete and accessible to all Directors.

#### 3. Quorum

- a) A quorum at a meeting is a majority of the Directors appointed by the employee organizations (Alberta Union of Provincial Employees and Non Academic Staff Association) and a majority of the Directors appointed by the employer organizations (Government of Alberta and University of Alberta or University of Calgary).
- b) If there is no quorum consisting of the majority prescribed in section 3(a) present within 45 minutes after the designated start time, the Chair may elect to continue the meeting on an information basis.
- c) If there is a quorum at or within 45 minutes of the designated start time, the Chair shall call the meeting to order. Quorum is required at the time of each vote, for a vote to be held on a motion.

#### 4. Resolution of the Board

- a) A resolution is passed if it is approved by a majority of the Directors present at the meeting.

#### 5. Director Conduct

- a) The Chair shall preserve order and decide any questions, which may arise regarding meeting procedures, unless the challenge is to the Chair, in which case the rest of the Board shall make the decision.
- b) Directors desiring to speak shall raise his/her hand so as to be recognized by the Chair. The Director, on being recognized, shall address themselves to the Chair.

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### 6. Regular Board Meetings

- a) The regular meetings of the Board shall take place in accordance with the annual calendar of meeting dates as approved in advance by the Board.
- b) The Board shall meet as frequently as it determines necessary; however, no less than once per calendar quarter.
- c) In the absence of the Chair, the Vice-Chair, or in the absence of the Vice-Chair, a designate, shall call the meeting to order. The Vice-Chair or designate shall preside over the meeting for the duration of the meeting or until the arrival of the Chair or Vice-Chair.
- d) Provided that prior notice is given to the Chair, a Director may vote and otherwise participate in a meeting to the same extent as if personally present by means of a telephonic or other communication facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting.
- e) At the unanimous consent of the Board, there is deemed to be a meeting if there is otherwise no actual meeting at law. All Directors who are lawfully participating by a telephonic or other communication facility at the time of a vote on a resolution is taken are deemed to be present at that time at a meeting actually or deemed to be held, as the case may be.

### 7. Special Board Meetings

- a) The Chair may, at any time, call a special meeting of the Board and it shall be the duty of the Chair to call a special meeting when so requested in writing by the majority of Directors.
- b) The calling of a special meeting requires a minimum of 48 hours of notice, unless all Directors have agreed, in writing, to a shorter notice period.
- c) The notice calling a special meeting of the Board shall state the business to be considered at the special meeting and no business other than that stated in the notice shall be considered at such meeting, except with the unanimous consent of all Directors.

### 8. Agenda

- a) The draft agenda shall be prepared by the CEO for approval by the Chair.
- b) The agenda, as amended if necessary, shall be adopted by resolution of the Board at the commencement of each meeting.
- c) Any Director may request for items to be added to the agenda. Such requests shall be made to the Chair and CEO prior to the meeting. Items considered time sensitive may be added to the agenda as late items at the Chair's discretion.
- d) Items that are not expected to require discussion at the Board meeting shall be presented in a Consent Agenda.
- e) Directors who wish to discuss an item in the Consent Agenda may request to have the item removed from the Consent Agenda and placed on the meeting agenda.

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### 9. Minutes

- a) The CEO shall record the minutes of Board meetings.
- b) The minutes shall record the decisions and motions of the Board, including the rationale where applicable. The name of the Director moving a motion shall not be recorded in the minutes.
- c) In respect of a resolution, the minutes shall indicate how the vote of each Director present was cast, including any abstentions and the name of any Director who is not present when a recorded vote is taken.
- d) Draft minutes shall be distributed to the Chair for review prior to presentation for Board approval.
- e) The draft minutes of the previous meeting shall be presented for the Board's approval in the Consent Agenda of the next meeting.
- f) Once the minutes have been approved by the Board, they shall be signed by the Chair.
- g) All decisions of the Board shall be acted on by the CEO following a Board meeting.
- h) A copy of the approved minutes shall be made available to all Directors via the remote portal.
- i) Upon request, a copy of the approved minutes shall be provided for audit purposes to an auditor appointed by the Board.

### 10. Motions

- a) Motions do not need to be seconded in order to be considered by the Board.
- b) A motion in respect of a matter that is not within the jurisdiction of the Board shall not be considered.
- c) The Chair shall vote on any question while in possession of the Chair; however, if the Chair wishes to propose a motion, he/she must step down as Chair and shall not resume possession of the Chair until the vote is taken.
- d) Voting shall take place by a show of hands, or in the case of telephonic participation, verbally.
- e) Each Director has one vote.
- f) In the event of a tie vote, the motion is deemed to be defeated.
- g) A motion shall not be considered and voted on while the Board's service providers, consultants, or other guests are present, unless otherwise authorized by the Chair. PSPP Corporation staff shall not be considered service providers, consultants, or other guests.
- h) Any Director may give notice of intent that he/she intends to introduce a motion at the next or a subsequent meeting of the Board to initiate any measure or to make any change in the Board's established policies. Notices of motion shall be in writing and submitted to the Chair and CEO prior to the next Board meeting.

### 11. Time Sensitive Polls

- a) Upon receipt of direction from the Chair, time sensitive polls of the Board may be conducted by the CEO or designate in order to provide the Board's direction in a particular matter deemed urgent, or where an in-person or teleconference meeting of the Board are deemed impractical.

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- b) Time sensitive polls may be conducted by email or other means of electronic or digital voting where a vote can be identified as the vote of a specific Director.
- c) The information provided in the poll shall:
  - specify the issue to be considered;
  - provide sufficient background information to enable Directors to consider the issue; and
  - provide a recommendation for consideration.
- d) The Director's vote shall be submitted to the CEO within the time period requested.
- e) The results of time sensitive polls shall form a part of the Board's official record in the Consent Agenda of the next meeting and any duly passed motions resulting from time sensitive polls shall be recorded in the minutes of that meeting.

### 12. Recommendations from Working Groups or Committees

- a) All recommendations and reports from any working group or committee established by the Board shall be presented by the chair of the working group or committee or, in their absence, by another member of the working group or committee.
- b) A Director who serves on a working group or committee is not bound by the determination of the working group or committee but is eligible to vote their conscience at a Board meeting where a working group or committee recommendation is presented for approval.
- c) Directors attending a meeting of a working group or committee of which they are not a member shall not vote on a question while attending the working group or committee but may participate and ask questions.

### 13. Point of Order

- a) A point of order may be raised at any time by a Director who considers that there is a breach of the rules of order pursuant to this policy. The Chair shall immediately rule on the point of order and there shall be no debate by the Board.
- b) A Director may immediately appeal the decision of the Chair to the Board. The Board, including the Chair, if appealed to, shall decide the question without debate and its decision is final. In the event that the Board is unable to come to a decision, the decision of the Chair is final.
- c) If there is no appeal, the decision of the Chair is final.

### 14. Disclosure of Pecuniary Interest and Conflict of Interest

- a) When a Director believes that he/she has a pecuniary interest in a matter before the Board, he/she shall identify the item and excuse themselves from the meeting for the duration of that item.
- b) The minutes shall reflect any declarations and the Director's absence from the meeting during this time.
- c) When a Director believes that he/she has a conflict or an apparent conflict of interest in a matter before the Board, he/she shall follow the procedures outlined in the Board's Code of Conduct and Ethics.

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### 15. Suspension of Rules

- a) No provision of this policy shall be suspended except by unanimous approval by the Board.

### 16. Adjournment

- a) The Chair shall declare the meeting adjourned at the time the meeting concludes.

### 17. Closed Meetings

- a) All meetings of the Board shall be deemed to be restricted to the members of the Board, as the case may be, and PSPP Corporation staff unless otherwise determined by the Chair.
- b) Observers shall not be permitted to attend meetings of the Board unless unanimously agreed to by the Board.

Approved: April 9, 2019