PSPP Sponsor Board

Rules of Order

Authority: s8(2)(e), 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 PSPP Sponsor Board (Sponsor Board) and shall be the rules and regulations for the order and conduct of business of the Sponsor Board.
b) Any reference to a member of the Sponsor Board shall include the Chair.
c) The Chair and Vice-Chair of the Sponsor Board shall both be included in and consulted on all Sponsor Board matters. This includes but is not limited to meeting agenda, meeting minutes, correspondence, and attendance at any meetings with external organizations.
d) The PSPP Corporation CEO or designate (CEO) shall act as the point of contact and intermediary between the Sponsor Board, and Board of Directors of the PSPP Corporation and any consultants or service providers in all matters concerning the Sponsor Board.

2. Notice of Meetings

a) The CEO shall prepare and distribute to all Sponsor Board members 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 Sponsor Board members.

3. Quorum

a) A quorum at a meeting is a majority of the members appointed by the employee organizations (Alberta Union of Provincial Employees and the University of Alberta Non-Academic Staff Association) and a majority of the members appointed by the employer organizations (Government of Alberta and University of Alberta or University of Calgary). Quorum must be present for all votes.
b) The Chair (or Vice Chair, if applicable) shall call the meeting to order at the scheduled time. The Chair (or Vice Chair) shall then determine whether quorum is present.
c) If quorum is present, then the Sponsor Board members participating in the meeting shall conduct business and make decisions pursuant to the meeting's agenda.
d) If quorum is not present when the meeting is called to order, then the Sponsor Board members participating in the meeting shall not conduct business or make decisions until quorum has been obtained, but may (a) call a recess, (b) adjourn the meeting, (c) attempt to obtain quorum, or (d) receive information without using that information to conduct business or make a decision.

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4. Resolution of the Sponsor Board

a) Subject to subclause (b), a resolution is passed if it is approved by at least ¾ of the members appointed by the employee organizations and at least ¾ of the members appointed by the employer organizations present at the meeting.
b) If the resolution is to terminate the Plan or convert it wholly or in part from a defined benefit plan to a defined contribution plan or a target benefit plan, the resolution is passed if unanimously approved by all members present at the meeting.

5. Sponsor Board Member 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 Sponsor Board shall make the decision.
b) Sponsor Board members desiring to speak shall raise their hand so as to be recognized by the Chair. The Sponsor Board member, on being recognized, shall address themselves to the Chair.

6. Regular Sponsor Board Meetings

a) The regular meetings of the Sponsor Board shall be approved in advance by the Sponsor Board.
b) The Sponsor Board shall meet as frequently as it determines necessary, however, no less than once per calendar year.
c) Meetings may be held in person, virtually by videoconference, or by teleconference.
d) 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.
e) Provided that prior notice is given to the Chair and Vice-Chair, a Sponsor Board member 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.
f) All Sponsor Board members 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 the meeting.

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7. Special Sponsor Board Meetings

a) The Chair and Vice-Chair may, at any time, call a special meeting of the Sponsor Board.
b) The calling of a special meeting requires a minimum of 48 hours of notice, unless all Sponsor Board members have agreed, in writing, to a shorter notice period.
c) The notice calling a special meeting of the Sponsor 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 Sponsor Board members.

8. Agenda

a) The draft agenda shall be prepared by the CEO for approval by the Chair and Vice-Chair.
b) The agenda, as amended if necessary, shall be adopted by resolution of the Sponsor Board at the commencement of each meeting.
c) Any Sponsor Board member 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 and Vice-Chair's discretion.
d) Items that are not expected to require discussion at the Sponsor Board meeting shall be presented as information.
e) Sponsor Board members who wish to discuss an informational item may request to have the item placed on the meeting agenda.

9. Minutes

a) The CEO shall record the minutes of Sponsor Board meetings.
b) The minutes shall record the decisions and motions of the Sponsor Board, including the rationale where applicable. The name of the Sponsor Board member 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 Sponsor Board member present was cast, including any abstentions and the name of any member of the Sponsor Board who is not present when a recorded vote is taken.
d) Draft minutes shall be approved by the Chair and Vice-Chair prior to presentation for Sponsor Board approval.
e) The draft minutes of the previous meeting shall be presented for the Sponsor Board's approval in the next meeting package.
f) Once the minutes have been approved by the Sponsor Board, they shall be signed by the Chair and Vice-Chair.
g) All decisions of the Sponsor Board shall be acted on by the CEO following a Sponsor Board meeting.

h) A copy of the approved minutes shall be made available to all Sponsor Board members via the Board Portal.
i) Upon request, a copy of the approved minutes shall be provided for audit purposes to the Office of the Auditor General and where legally required.

10. Motions

a) Motions need to be seconded in order to be considered by the Sponsor Board.
b) A motion in respect of a matter that is not within the jurisdiction of the Sponsor Board shall not be considered.
c) Each Sponsor Board member present at a Sponsor Board meeting shall vote, unless the Sponsor Board member has declared that they have a conflict, or is prohibited by law. The vote of any present Sponsor Board member abstaining from voting for reasons other than those stated hereinbefore, shall be recorded as voting in the affirmative.
d) The Chair shall vote on any question while in possession of the Chair; however, if the Chair wishes to propose a motion, they must step down as Chair and shall not resume possession of the Chair until the vote is taken.
e) Voting shall take place by a show of hands, or in the case of telephonic participation, verbally.
f) Each Sponsor Board member has one vote.
g) In the event of a tie vote, the motion is deemed to be defeated.
h) A motion shall not be considered and voted on while the Sponsor 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.
i) Any Sponsor Board member may give notice of intent that they intend to introduce a motion at the next or a subsequent meeting of the Sponsor Board to initiate any measure or to make any change in the Sponsor Board's established policies. Notices of motion shall be in writing and submitted to the Chair and Vice-Chair and CEO prior to the next Sponsor Board meeting.

11. Time Sensitive Polls

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

c) The information provided in the poll shall:
   - specify the issue to be considered;
   - provide sufficient background information to enable Sponsor Board members to consider the issue; and
   - provide a recommendation for consideration.

d) The Sponsor Board members' 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 Sponsor Board's official record in the next meeting package 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 Sponsor 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 Sponsor Board member 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 Sponsor Board meeting where a working group or committee recommendation is presented for approval.

c) Sponsor Board members 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 member of the Sponsor Board 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 Sponsor Board.

b) A member of the Sponsor Board may immediately appeal the decision of the Chair to the Sponsor Board. The Sponsor Board, including the Chair, if appealed to, shall decide the question without debate and its decision is final. In the event that the Sponsor 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 Sponsor Board member believes that they have a pecuniary interest in a matter before the Sponsor Board, they 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 Sponsor Board member's absence from the meeting during this time.
c) When a Sponsor Board member believes that they have a conflict or an apparent conflict of interest in a matter before the Sponsor Board, they shall follow the procedures outlined in section 2.5.3 of the Sponsor Board's Code of Conduct and Conflict of Interest policy.

15. Suspension of Rules

a) No provision of this policy shall be suspended except by unanimous approval by the Sponsor 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 Sponsor Board shall be deemed to be restricted to the members of the Sponsor Board and PSPP Corporation staff unless otherwise determined by the Chair.
b) Observers shall not be permitted to attend meetings of the Sponsor Board unless unanimously agreed to by the Sponsor Board.

This Policy was authorized by resolution of the PSPP Sponsor Board (SB19:01:01)