

## **DIRECTOR PROTOCOLS**

### **Overview**

Currently, there are no policies regarding how directors may request information and/or records. This lack of protocol has resulted in directors seeking information and/or records directly from the CEO or staff which violates the Board Code of Conduct (Board members may not interfere with the duties of GVR staff or give direction to employees). For this reason, the Board should adopt a protocol which allows a director to request certain information and/or records and delegate the authority to grant or deny such requests to the BAC.

Likewise, while the CPM addresses member input at Board Meetings, there are no protocols for input from directors. This lack of protocol recently resulted in a director posing questions to the CEO unrelated to the meeting's agenda and berating the CEO for not having the information at hand.

While members should be given wide latitude to raise any GVR-related matter at a Board meeting, there is no need for directors to have the same latitude. Directors already have a vehicle for addressing issues important to them: submitting a request that a matter be placed on a meeting agenda, or making a motion to amend an agenda to add a particular item. For this reason, the CPM should limit director input at meetings to matters on the agenda.

The following changes to the CPM are intended to address these two issues.

1. **PROPOSED NEW CPM PROVISION FOR SECTION VI, SUBSECTION 1: POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

Add:

#### **J. Director Requests for Records/Information**

1. No director may ask the CEO or other GVR staff to provide GVR records and/or information related to GVR operations.
2. All director requests for records and/or information related to GVR operations shall be submitted to the BAC chairperson in writing. A director's request shall include, at a minimum, the following information:
  - a) the specific nature of the records and/or information requested;
  - b) the purpose of the request; and
  - c) whether the request is related to an agenda item at an upcoming Board or committee meeting.
3. The BAC shall review a director's request for records and/or information at its next meeting.

4. The BAC shall consider the following criteria in determining whether to grant or deny a request:

- a) whether it would result in an undue administrative burden on staff;
- b) whether it relates to a matter under consideration by the Board of Directors or a committee which the director chairs; and/or
- c) whether it will assist the director in performing his/her duties as a director or committee chairperson.

5. The BAC Chairperson shall notify the director of its decision via email as soon as practical after the meeting. If the request is granted, the BAC Chairperson shall direct the appropriate staff member to post the information and/or records to the Board's website.

2. PROPOSED NEW CPM PROVISION FOR SECTION VI, SUBSECTION 3(B): PROTOCOL AND CONDUCT OF BOARD MEETINGS

Add after #6:

7. Directors shall limit their comments and/or questions at a Board meeting to matters that are on the meeting's agenda.