

## Saskatchewan Archery Association Inc. Policies and Procedures

Approved by the SAA Board of Directors (August 2023)

### MEETINGS

Article 4 – SAA Bylaws speaks to the order of business at an AGM, quorum and extraordinary meetings

#### Annual General Meeting:

- Pursuant to Section 142 of the Act, the SAA must hold its annual meeting within four months of its fiscal year end, which is April 30th.
- The election of directors will take place during the annual general meeting.
- Business will be carried on as set out in the SAA Bylaws (<https://saskarchery.ca/bylaws>)

#### Board of Directors Meeting:

- The Board of Directors shall meet in person a minimum of four times during each fiscal year to direct the operation of the Association.
- Directors are required to attend three of the four in-person meetings, the Annual General Meeting and no less than 75% of the virtual meetings per year (exceptional circumstances will be considered by the Board of Directors).
- The Board of Directors meeting dates and locations will be set at the August Board of Directors meeting for the upcoming 12 months.
- The Fall in-person Board of Directors meeting will set the provincial championships schedule for the upcoming year.
- Mileage, honorarium and accommodation will be paid to Directors attending the meetings as outlined in the SAA Expense Claim Guidelines –SAA Policies & Procedures
- Virtual meetings can be amended as required by the Board of Directors
- **Quorum.** Fifty (50%) per cent of the elected Directors shall constitute a quorum at any Directors meeting.

#### SAA Board Meetings Yearly Schedule:

Month	Date	Platform
August	TBA	In-Person
September	TBA	Virtual
October	TBA	In-Person
November	TBA	Virtual
December	No Meeting	n/a
January	TBA	In-Person
February	No Meeting	n/a
March	TBA	Virtual
April	TBA	In-Person
May	TBA	Virtual
June	TBA	Virtual
July	TBA	AGM

\*Note: Virtual meetings can be amended as required by the Board of Directors

#### Meetings/ Motions by Circular Resolution Policy & Procedures

- **To support Current BYLAW 5.3 - Directors' Resolutions in Lieu of Meeting.**
- Director's circular resolutions are a mechanism that allows directors of the SAA to pass a resolution without a meeting of directors.
- As per Bylaw 5.3, The directors of the SAA may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution. The resolution is passed on the date allocated for decision.

## Scope and Use of Circular Resolutions

- It is **good governance** for directors to have a protocol or understanding in place specifying the types of decisions that can be put to the board for a decision by circular resolution.
- For the purpose of the SAA, circular resolutions will be used for non-contentious and routine resolutions that need to be passed between board meetings.
- They will not be used for resolutions that require extensive presentations, lengthy discussion among directors or financial matters requiring detailed presentation to and discussion of the Board of Directors.
- It is **good governance** therefore for circular resolutions to be used sparingly. They should be limited to use for procedural matters or recurring, non-controversial matters such as administrative matters where a decision is required on a monthly basis, or for matters that have had prior board discussions in meetings, do not require further discussion by directors and which cannot be deferred to the next meeting
- Board meetings allow directors to carry out their duties by receiving and considering presentations, putting questions to Directors and discussing matters among themselves. There is less scope for doing this in respect of a circular resolution, therefore at no time shall circular resolutions be used when there are monetary or budgetary implications involved in the resolution. These items must be formally presented at a regular meeting of the board of directors.
- Circular resolutions should not be used for dealing with urgent and controversial matters that arise of which the directors are previously unaware.

## Who can present a resolution and what steps are taken?

- A circular resolution may be presented by any “2” members of the SAA Board of Directors (as per a motion/second) and must first be presented to the President of the SAA to approve of the use of a resolution in each instance.
- The SAA President in collaboration with the Executive Director will draft the resolution and it will then be presented by email to the Board of Directors with a deadline for decision.
- The deadline will be indicated by the date it is delivered to the Directors allowing 6 days for discussion with the decision deadline being set on the 7<sup>th</sup> day.
- Discussion will take place in form of response to emails by “replying to all” members of the circular resolution, up to one day prior to decision deadline.
- Each director has one opportunity to respectfully present their case both for and against the resolution as it presented.
- The President shall be responsible to make decision, at any time, as to what action to take should a director express dissent or it appear the matter needs further Board attention, for example, whether this matter shall be put on hold and brought forward to the agenda for the meeting of the Board.
- 100% participation in response to resolutions is required from the SAA Board of Directors.
- To mitigate any concerns that the voting process is being abused by deliberately choosing to exclude potential dissent,
  - the consent of all directors must be sought by ensuring that the communication requesting the circular resolution to be passed is sent to all directors.
  - **“ALL”** Board members **will be required** to make their decision and forward their response to the Executive Director, no later than midnight on the stated deadline date.
- Votes will be accepted by email in the form of an emailed copy of the signed resolution for a “yes” vote or an email response indicating a “no” vote.
- Those directors who choose not to scan can submit an email response indicating a “yes” vote and they will then be required to sign the resolution at the next meeting of the Board of Directors.
- The Executive Director will advise the Board of Directors by email that the resolution has been carried (or not) and how many directors voted for or against the resolution or abstained from voting, within 2 days of the deadline.
- All circular resolutions passed between board meetings will be noted in the minutes of the next board meeting.

- Resolutions in the form of combination of signed originals and or scanned/mailed copies and or one copy only of the original resolution with all original signatures along with any board papers pertaining to the resolution will be included in the minute book.
- Directors are individually responsible for all decisions taken by them and must always act in accordance with their directors' duties. Directors must be active and diligent in performing their roles. They are required to act in good faith and for a proper purpose, and to exercise skill and care.

### **Voting at Meetings**

- Only present (in-person or via telephone/electronic platform) Board of Directors can vote by raise of hand, verbal consent (via telephone), paper ballot or virtual/electronic live platform.
- Proxy votes will not be accepted.
- Majority vote wins.

### **Conflicts of interest**

- The existence of conflicts of interest must be taken into consideration in all decision-making by boards whether the decision is by a meeting of the full board/committee or a subset where decisions can be made by approval of a circular resolution.
- How an actual or perceived conflict of interest is to be dealt with for a particular decision generally needs to be addressed within the circular resolution and the accompanying board paper if the existence of the conflict is known in advance.
- However, it may not be apparent that a director has a conflict of interest until after the resolution is circulated.
- In this instance, the director needs to advise the SAA Executive Director of the conflict of interest and their vote cannot be included in calculating the required majority.