



## **Landscape of Grand Pré Inc. – Le Paysage de Grand-Pré inc. Policy Regarding Minutes**

Landscape of Grand Pré Inc. (the Corporation) is responsible for coordinating the management of the Landscape of Grand Pré UNESCO World Heritage Site. This policy provides guidelines for the Corporation in recording the minutes of Board and standing committee meetings as well as preparing standing committee reports to the Board.

### **1. Introduction**

The keeping of Board meeting minutes is one of the responsibilities of a legally incorporated organization. They provide information to directors of the Board who are not present, background information on the conduct of meetings to new directors and on action items between meetings. Board minutes also serve as a legal record should a Board-level decision be challenged.

The format and content of the minutes of Board and standing committee meetings will strive to be consistent from meeting-to-meeting. Meeting minutes should not normally exceed four pages.

### **2. Standard format for minutes of Board and standing committee meetings**

On the first page the following will be listed:

- a) The Corporate logo, date and time of the meeting.
- b) Who, by name, was in attendance, including the Executive Director and invited guests.
- c) Directors of the Board unable to attend but who sent their regrets.
- d) Directors of the Board not present.
- e) Where the meeting is held.
- f) Whether all or some participants participated virtually or by conference call.

### **3. The minutes of regular and special Board meetings shall:**

- a) Record the discussion and deliberation following the order established by the agenda.
- b) Treat the approval of the agenda, the minutes of the previous meeting or the reception of any reports by motions duly moved, seconded and recorded.

- c) Provide sufficient details to ensure transparency for decisions and actions of the Board and include the context for decisions. Comments should not be attributed to specific directors of the Board.
- d) Accurately report the wording of a motion when made, and the fact that it was seconded. When voted on, the minutes shall indicate that the motion was passed or defeated and if passed, if it was passed unanimously.
- e) Not indicate how specific individuals voted unless a one or more of the directors in attendance want to go on record.
- f) Not report confidential information (such as matters that would normally be included in personnel records) but will report that such discussions took place and the nature of the subject matter addressed.
- g) Seek to reflect the options considered when matters of significance are being considered. In trying to capture the thoroughness of the discussion, it may be useful to record the pros and cons considered by the Board.
- h) On important decision items (the adoption of a new policy, approval of the budget, etc.) record the name of the policy approved and provide clear language regarding decisions of the Board.

#### **4. Process for recording minutes of Board meetings**

- a) Board meeting minutes will normally be recorded by the Corporation's administrative support services contractor who will provide draft minutes to the Executive Director within one week of the meeting date.
- b) The Executive Director will review the draft minutes for completeness and accuracy and circulate the revised draft minutes to the Board for review within two weeks of the meeting.
- c) The Board will be provided two weeks to review the draft minutes and provide comments to the Executive Director, with copy to all the directors of the Board.
- d) The draft minutes will be approved by the Board at a subsequent meeting and will incorporate any final approved adjustments.
- e) The approved minutes will be signed by the Secretary and forwarded to the corporate lawyers for filing and safekeeping.
- f) The approved minutes will be translated and posted on the Corporation's website.

#### **5. Process for recording minutes of standing committees**

- a) The Executive Director will normally record the minutes of standing committee meetings.
- b) The minutes will contain details regarding the context and the pros and cons of recommendations.
- c) Draft minutes will be sent to standing committee members within two weeks of the meeting.

- d) The standing committee members will have two weeks to review the draft minutes of standing committee meetings and provide comments to the Executive Director.

**6. Process for standing committee reports to the Board**

- a) The Executive Director will draft standing committee reports to the Board for review by standing committee chairs two weeks before scheduled Board meetings.
- b) The standing committee reports to the Board will include a summary of committee discussions and recommendations for consideration by the Board. The standing committee recommendations to the Board will include contextual information and identify any potential impacts on stakeholders and how recommendations contribute to the implementation of the Corporation's strategic plan.

Approved by the Board: February 9, 2024    Resolution 24BOD.Feb.09.019