

Governing Board Regulations

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1. Introduction

- 1.1 These Governing Board Regulations (**these Regulations**) set out requirements and procedures applicable to the Governing Board, which supplement the provisions set out in the Constitution.
- 1.2 Unless specified otherwise, defined terms used in these Regulations (denoted by initial capital letters) have the meaning given to them in the Constitution, and the rules of interpretation set out in Appendix 1 to the Constitution apply to these Regulations.

2. Convening Governing Board meetings

2.1 Frequency of meetings

- 2.1.1 The Governing Board will meet in person ordinarily three times each calendar year.
- 2.1.2 The President may call additional Governing Board meetings as they consider appropriate, which will ordinarily be held remotely by video or telephone conference. Typically, remote meetings will be held once a month.
- 2.1.3 The President must call a Governing Board meeting within no more than 30 days if at least three elected Governing Board members submit a written request to do so. Such meetings will ordinarily be held remotely by video or telephone conference.

2.2 Notice of meetings

- 2.2.1 The President (or their designee) will provide notice of in-person Governing Board meetings ordinarily no later than six weeks before they are held. The date and, if possible, the venue of an in-person Governing Board meeting should be set at the previous in-person meeting of the Governing Board.
- 2.2.2 Where a Governing Board meeting is held remotely and/or where urgent action is required, the meeting may be called at shorter notice (of not less than 24 hours, unless unanimously agreed by the Governing Board members).

2.3 Agenda and meeting papers

- 2.3.1 The agenda and meeting papers for Governing Board meetings will ordinarily be made available to the Governing Board members no later than two weeks prior to the meeting.

2.3.2 Subject to Article 5.4, the agenda for a meeting of the Governing Board will be set by the President in consultation with the CEO.

3. Chairperson

3.1 The President will ordinarily chair Governing Board meetings. If the President is unavailable, the Vice-President will chair the meeting. If the President and Vice-President are unavailable, the Governing Board will appoint a chairperson from among their number. The person chairing the Governing Board meeting pursuant to this Article is referred to as the '**Chairperson**' in these Regulations.

3.2 The Chairperson has control of the Governing Board meeting and will:

3.2.1 rule on (i) any matter of procedure arising at, or in relation to, a meeting of the Governing Board that is not specifically regulated by the Constitution or these Regulations, and (ii) any matter regarding the construction or interpretation of the Constitution, these Regulations, or any other rules governing the meeting; and

3.2.2 ensure that the Constitution and these Regulations are adhered to in relation to the conduct of the meeting.

3.3 Subject to Article 8, the ruling of the Chairperson on procedural matters is final and not open to debate, appeal, or other challenge.

4. Attendance at meetings

4.1 As specified in the Constitution, Governing Board members must make reasonable efforts to attend and actively participate in all Governing Board meetings (failure to attend two consecutive Governing Board meetings without valid justification, as determined by the Governing Board, may result in removal from office).

4.2 If a Governing Board meeting is held in person, the Governing Board members must attend in person, except where the President or Chairperson (if different) permits otherwise.

4.3 Governing Board members may not send alternates/substitutes to attend meetings in their place.

4.4 Meetings of the Governing Board are not public, but the President or Chairperson (if different) may invite third parties to attend all or part of such meetings, subject to such confidentiality protections as the President or Chairperson (if different) deems appropriate.

- 4.5 The CEO will attend meetings of the Governing Board with the right to speak and make recommendations, but without any right to propose or second motions or to vote.

5. Opening the meeting/sitting

5.1 Sittings

- 5.1.1 Governing Board meetings may be held over one or more days. Each day of a Governing Board meeting is referred to as a 'sitting'. References to the 'meeting' include all sittings, and so references to the start or close of the meeting refer respectively to the start of the first sitting or the close of the last sitting.

5.2 Call to order

- 5.2.1 The Chairperson will call the meeting to order by asking for quiet and confirming those Governing Board members who are present and those who are absent, and whether there is a quorum.
- 5.2.2 Any housekeeping items should be dealt with at the start of the meeting, before turning to any substantive agenda items.
- 5.2.3 The Chairperson will verify at the start of (and, as necessary, throughout) the meeting whether or not any Governing Board members have a conflict of interest to declare, and will (in the event of any declared or potential conflicts of interest) address the matter in accordance with Article 6.4.4.

5.3 Quorum

- 5.3.1 No business may be validly conducted at a Governing Board meeting (whether in person and/or remotely) unless a quorum is present. As set out in the Constitution, the quorum for Governing Board meetings is 50% plus one of the Governing Board members entitled to vote.
- 5.3.2 If there is no quorum at the start of a meeting, or at any point during the meeting, the meeting will be adjourned in accordance with Article 9.

5.4 Adoption of the agenda and amendments

- 5.4.1 The agenda circulated in advance of a Governing Board meeting may be amended at any time by the Governing Board. Where the amendment is made during the meeting, it should be made by way of a procedural motion (see Article 6.2.3).

- 5.4.2 The Chairperson will ask for a motion (and a seconder) that the agenda be adopted. The order of business will follow the order outlined in the adopted agenda.
- 5.4.3 A separate 'consent agenda' (grouping together items that may be approved together without debate) may also be presented at the beginning of a Governing Board meeting. Items may be removed from the consent agenda at the request of any Governing Board member. All items remaining on the consent agenda may be adopted by Simple Majority without debate. Removed items may be taken up either immediately after the consent agenda or later on in the normal business agenda at the discretion of the Governing Board.
- 5.4.4 No subject should be discussed at the meeting that is not on the agenda, as adopted or amended.

6. Conducting the meeting

6.1 Speaking rights

- 6.1.1 All Governing Board members (voting and non-voting) and the CEO have a right to speak during meetings.
- 6.1.2 The Chairperson may also invite other attendees (if any) to speak during the meeting.
- 6.1.3 The Chairperson may impose and enforce time limits on speakers, and has the final decision in terms of what is considered a relevant contribution to a debate.

6.2 Motions

- 6.2.1 Motions will not be discussed or debated unless they have been formally 'moved' (proposed) and 'seconded' (supported).
- 6.2.2 Only those Governing Board members with a right to vote may move or second a motion.
- 6.2.3 Where a procedural motion is moved and seconded, the Chairperson will immediately suspend the current discussion no matter how close the discussion is to a vote. Procedural motions include to:
 - (a) table a motion for the next meeting. The Chairperson will put such a motion to a vote immediately unless they consider that further discussion is required. If such a motion is carried, no further discussion on the motion or any amendments thereto

will be permitted. A tabled motion will automatically be included on the agenda of the next Governing Board meeting unless withdrawn by the mover;

- (b) adjourn the meeting or postpone the debate until a specified time;
- (c) put the motion to a vote immediately;
- (d) proceed to the next agenda item or modify the agenda;
- (e) challenge the ruling of the Chairperson;
- (f) not hear a Governing Board member further on a topic; and
- (g) require a Governing Board member to leave the meeting (either temporarily or for the remainder of the meeting).

6.3 Amendments to motions

- 6.3.1 An amendment to a motion is the process used to change a motion by adding and/or striking out words.
- 6.3.2 Amendments will ordinarily be considered in the order that they are proposed.
- 6.3.3 The Chairperson may rule that a proposed amendment is unacceptable if they believe that the proposed amendment:
 - (a) is unclear or ambiguous, or attempts to deal with more than one proposal in a single motion; and/or
 - (b) changes the main motion such that it does not fall under the jurisdiction of the Governing Board.
- 6.3.4 There must be a motion to amend a main motion that is both moved and seconded. The motion to amend must clearly state what is being changed about the main motion. Only those Governing Board members with a right to vote at the meeting may move or second an amendment to a motion. This includes the original mover and seconder.
- 6.3.5 The mover, with the approval of the seconder, may accept an amendment without further discussion or vote, which has the effect of amending the motion accordingly (this is referred to as a 'friendly amendment'). The discussion will then continue on the main motion as amended.

- 6.3.6 Where the original mover and seconder do not accept a proposed amendment, debate on the main motion will be suspended and the proposed amendment will be debated. The debate will be limited to the pros and cons of the proposed amendment, not to whether the main motion has merit.
 - 6.3.7 When the Chairperson believes that there has been sufficient debate on the proposed amendment, they will call for a vote on the amendment only.
 - 6.3.8 A proposed amendment cannot itself be amended, and must be voted on before another amending motion may be moved.
 - 6.3.9 If an amendment is adopted, the main motion with the amendment becomes the substantive motion and the discussion continues until the Chairperson calls for a vote.
 - 6.3.10 If the amendment is not adopted, the discussion will continue on the main motion until the Chairperson calls for a vote.
 - 6.3.11 Once an amendment has been voted on, that specific matter is considered to be settled. For example, once it has been decided that certain words should be added or struck out, another amendment that raises the same question of content and/or effect may not be proposed.
 - 6.3.12 At any stage, the Chairperson may limit the number of amendments to a motion (whether friendly amendments or otherwise). However, the Chairperson will ordinarily not exercise this power unless the number of amendments has reached three or more.
- 6.4 Voting procedures
- 6.4.1 As set out in the Constitution, unless specified otherwise, all decisions of the Governing Board will be taken by Simple Majority vote. In the event of a tie in votes, the Chairperson will have a casting vote (i.e. a double vote). For the purposes of calculating whether an appropriate majority has been obtained for any vote, an abstention or a vote that is not exercised (such as when the member entitled to exercise the vote has left the room) will not be treated as a vote.
 - 6.4.2 Subject to Articles 6.4.3 and 6.4.4, each voting member of the Governing Board present at the meeting may cast one vote on each motion.

- 6.4.3 A voting member who has left the meeting at the time of the call for a vote forfeits their rights to participate in the vote.
- 6.4.4 Governing Board members may not cast a vote on any matter in respect of which they have an actual or perceived conflict of interest and should (or may be required by the Chairperson to) excuse themselves from the meeting and refrain from participating in discussion on the matter. In the event of a dispute as to whether a Governing Board member has a conflict of interest:
- (a) if the dispute arises prior to a Governing Board meeting, it will be resolved as set out in the Integrity Code; or
 - (b) if the dispute arises at a Governing Board meeting, it will be resolved by the Chairperson. If there is an objection to the Chairperson's ruling or if the conflict relates to the Chairperson, the Governing Board (excluding the relevant member) will vote on the issue and a Simple Majority vote that a conflict exists or might exist is sufficient for the meeting to request the member concerned to excuse themselves from the meeting and refrain from participating in discussion on the matter.
- 6.4.5 All voting will be done by show of hands, except when, at the request of any member, a secret ballot is accepted by the Chairperson, or agreed by Simple Majority. Except in relation to a secret ballot, a vote will be recorded by member name where so requested by any voting member present at the meeting.
- 6.4.6 The Chairperson will announce the voting results. Any objection to voting must be made at the meeting at which the vote was taken in order to be valid. The objection will be resolved by the Chairperson.
- 6.5 Minutes
- 6.5.1 The CEO (or their designee) will take minutes of each meeting of the Governing Board, noting the names of the persons present and all motions voted on at the meeting.
- 6.5.2 The minutes will be finalised by the Chairperson and sent to the Governing Board members for review. Minor amendments (such as spelling and typographical errors) do not require Governing Board approval and will simply be accepted or rejected by the Chairperson. Any other amendments to the minutes proposed by a Governing Board member will ordinarily be discussed at the next meeting of the

Governing Board. At that next meeting, the Chairperson will ask for a motion (and a seconder) to accept the draft minutes (as amended, if applicable), usually as part of the consent agenda.

- 6.5.3 Only matters arising from the minutes that are not likely to be covered by any other item on the agenda may be discussed at the time the minutes are considered.

6.6 Language

- 6.6.1 All meetings of the Governing Board will be conducted in English. No translation services (simultaneous or otherwise) will be provided, arranged, or paid for by the IPC.

7. Unacceptable behaviour during meetings

- 7.1 The Chairperson may stop a speaker from speaking or require any person to leave the meeting (temporarily or for the remainder of the meeting) if they are disrespectful, if they make statements that are offensive to any person or contain offensive language, or if their conduct risks disrupting the proper and efficient conduct of the meeting.

8. Challenging a ruling of the Chairperson

- 8.1 Any Governing Board member present and entitled to vote at the meeting may formally challenge a ruling of the Chairperson by the procedure outlined below.
- 8.2 When a ruling of the Chairperson is challenged, the Chairperson will ask for a seconder. If the challenge is seconded, the meeting will be temporarily suspended.
- 8.3 The Chairperson will hand over the chair to another member of the Governing Board present at that time to continue as Chairperson of the meeting.
- 8.4 The temporary Chairperson will allow the individual challenging the ruling to give specific reasons including citing relevant Regulations.
- 8.5 The temporary Chairperson will allow a limited debate on the matter, usually two or three speakers.
- 8.6 The temporary Chairperson will call for the vote for or against the challenge.
- 8.7 The chair will then be handed back to the original Chairperson. The Chairperson will either continue with the meeting as they had formerly ruled or issue a new ruling, which could be subject to another challenge.

9. Adjourning and reconvening the meeting

9.1 Adjourning the meeting

9.1.1 The Chairperson will adjourn the meeting and suspend the business under discussion when:

- (a) the meeting occupies more than one sitting;
- (b) there is no longer a quorum; or
- (c) a procedural motion to adjourn the meeting has been put to a vote and carried.

9.1.2 The meeting will be adjourned to a date, time, and place (or, as applicable, video/telephone conference) specified by the President.

9.2 Reconvening the meeting

9.2.1 When a meeting is reconvened following adjournment, the Chairperson will undertake all the duties normally associated with opening a meeting and then direct the meeting to resume its business at the point in the agenda where the meeting had previously been adjourned.

10. Closing the meeting/sitting

10.1 The Chairperson will close each sitting as they consider appropriate, and usually in accordance with the timings set out in the agenda.

10.2 The Chairperson will declare the Governing Board meeting closed when they are satisfied that all agenda items have been addressed.

11. Conducting Governing Board business outside of meetings

11.1 Where Articles 11.2 and 11.3 are met, any business that could have been conducted at a Governing Board meeting may be considered and voted upon by email, fax, or other form of electronic or written communication, without a meeting of the Governing Board having to be convened.

11.2 Subject to Article 11.3, a motion in writing signed or consented to by email, fax, or other form of electronic or written communication by a Simple Majority of Governing Board members will be valid as if it had been passed at a meeting of the Governing Board. Any such motion may consist of several documents in the same form each signed or consented to by one or more of the Governing Board members.

11.3 All Governing Board members must receive notice of not less than one week (or of not less than 24 hours, in circumstances where urgent action is required and all Governing Board members unanimously agree to such shortened notice period) of any business proposed to be transacted in accordance with this Article 11.

12. Liability

12.1 Subject to Article 8 of the Constitution, to protect individual Governing Board members from any personal liability, Governing Board members may not sign (i) any agreement or contract on behalf of the IPC, (ii) for the acceptance of any claim on behalf of the IPC or as an individual member of the Governing Board, or (iii) for the admission of any liability on behalf of the IPC or as an individual member of the Governing Board.

13. Expenses

13.1 The IPC will cover travel and accommodation costs for all Governing Board members to attend in-person meetings of the Governing Board in accordance with the IPC's financial policies, as amended from time to time. Where required, the IPC will also cover such expenses for guides to accompany Governing Board members with a visual impairment and assistants for wheelchair users.

13.2 Subject always to the requirements of the Integrity Code, if a Governing Board member is invited to attend any meeting or event as a representative of the IPC, any duly justified expenses should ordinarily be paid by the host. If the expenses are not paid by the host, the invitation and expenses must be authorised by the President. In all cases, the CEO must be informed of such invitation in order to coordinate the official representation of the IPC.