



WORKERS' COMPENSATION BOARD

Northwest Territories and Nunavut

GOVERNANCE COUNCIL RULES OF ORDER**STATEMENT OF POLICY**

This Directive provided the “rules of order” by which the Governance Council shall conduct its meetings.

AUTHORITIES

Workers' Compensation Act Sections 3, 4 and 5

PROVISIONS**A. ROLES AND RESPONSIBILITIES****Chairperson**

The term “Chairperson” signifies the individual who presides at meetings. “Chairperson” also signifies the office held by that individual.

Responsibilities of the Chairperson are numerous. Most important, the Chairperson must achieve results while maintaining harmony and order during the meeting.

Duties of the Chairperson:

1. Be familiar with all items on the agenda and the reason for their discussion at the meeting.
2. Confirm that the meeting has been duly called and is properly constituted.
3. Start and finish or adjourn the meeting according to the schedule.
4. Introduce guests or observers at the beginning of the meeting.
5. Ensure that all Directors are given full opportunity to express their opinions.
6. Conduct the meeting in an orderly way, according to the Governance Council's mandate and rules for meetings.
7. Decide who may speak.
8. Limit discussions to the matters within the scope of the meeting and decide when there has been sufficient debate on each motion.
9. Call for votes.
10. Declare the results of voting.

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11. Ensure that proper minutes of the meeting are kept. Sign the minutes of the previous meeting at which s/he presided.

Vice-Chairperson

The Vice-Chairperson is an understudy of the Chairperson; prepared for the time when s/he may be called upon to preside over a meeting that the Chairperson cannot attend.

Duties of the Vice-Chairperson:

1. Be prepared to take over the duties of the Chairperson in the event of the Chairperson's absence for any reason.

Recording Secretary

One of the vital roles at a meeting is that of the recording secretary. This individual must capture on paper the ideas expressed, decisions made, and actions taken at the meetings. The Secretary's duties, however, start before the meeting and continue afterward.

Duties of the Secretary:

1. Prepare and send out the agenda to all those who are entitled to attend. The agenda should be prepared by the Secretary after discussion with the Chairperson.
2. Confirm the location of the meeting and ensure that it is properly set up prior to the meeting.
3. Ensure that all reports, information items and decision items are received from WCB staff in time to circulate prior to the meeting.
4. Bring to the meeting all the materials that may be needed, such as previous minutes and reports.
5. Take notes of the proceedings of the meeting, so that minutes can be drafted after the meeting.
6. Read aloud at the meeting any document which may be required.
7. Carry out any actions arising out of the meeting which pertain to the Secretary.



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Directors, too, have responsibilities while attending meetings.

Duties of Directors:

1. Arrive on time, prepared to participate in the meeting.
2. Read any material received prior to the meeting. If you are presenting a report at the meeting, endeavour to have it circulated in advance. Should this be impossible, ensure that there are sufficient copies for distribution at the meeting.
3. Be courteous and do not speak while others are speaking.
4. Address the Chairperson.
5. If you disagree, disagree with ideas and motions, not individuals.
6. Carefully word your motions. Give them thought prior to the meeting, if possible.

Corporate Secretary/General Counsel

Duties of the Corporate Secretary/General Counsel:

1. Provide advice on the interpretation of these rules.
2. Provide legal advice on matters that may arise during the meeting.
3. Provide advice on the governance function of the Governance Council.

B. RULES**1. Attendance****Rules:**

- a. Members of the Governance Council are expected to attend all scheduled meetings. If a member cannot attend a meeting, they must notify the Chairperson prior to the scheduled meeting.

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- b. If a Governance Council member misses twelve scheduled meeting days in a twelve month period, the Chairperson will write a letter, recommending dismissal from the Governance Council, to the Ministers Responsible for the WCB.

2. Quorum

A “*quorum*” is the smallest number of Directors legally capable of conducting the business of the Governance Council. A quorum is statutorily defined in the *Workers' Compensation Act* as a majority of the number of Directors appointed pursuant to the Act.

Rules:

- a. A quorum is the majority of Directors of the Governance Council who are entitled to attend and vote.
- b. Meetings to carry on the official business of the Governance Council cannot be called to order without a quorum.
- c. If a quorum is present at the beginning of a meeting and some Directors leave, thereby reducing the number to less than a quorum, the meeting may continue only if it is the wish of the remaining Directors to do so.
- d. Those Directors at a meeting who declare a conflict of interest, and thus refrain from debate and subsequent voting on a specific issue, are still included in determining a quorum.

3. Call to Order

A “*meeting*” is any scheduled meeting day of the Governance Council, including meetings of the Policy Committee, Finance Committee and Executive Committee. Scheduled conference calls are also considered meetings.

Out of Order is the declaration by the chairperson that a motion or a Director's remarks or conduct are not acceptable to the meeting.

Rules:

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- a. The Governance Council shall meet on a regular basis. Where necessary, additional meetings shall be held at the call of the Chairperson or the Acting Chairperson.
- b. Meetings start or convene only when the Chairperson calls the Directors to order. The Chairperson should try to do this at the appointed time, but s/he must exercise judgement concerning the number of Directors present and possible reasons for delay.
- c. In the event of an unexplained absence of the Chairperson, neither the Vice-Chairperson nor any other Director may call the meeting to order until at least ten minutes after the announced starting time.

4. Agendas

An “*agenda*” is the list of business to be transacted or considered at a meeting.

A “*tentative agenda*” is the proposed agenda as circulated prior to its approval at the meeting to which it relates.

“*Minutes*” are the official record of a meeting.

Rules:

- a. The agenda for meetings shall contain all matters referred for Governance Council consideration from the President and/or the Governance Council members.
- b. The agenda will also include written or verbal reports to be provided from the President, the Chairperson, the Finance and Audit Committee Chairperson, the Policy Committee Chairperson and the Oversight Committee Chairperson, covering activities of the Board in regard to their respective responsibilities.
- c. The agenda belongs to the meeting, not the Chairperson or any other person.
- d. Immediately following the call to order and any opening remarks from the Chairperson, the next item shall be the “Approval of the Agenda”. The Chairperson shall ask, “May I have a motion for approval of the agenda.”
- e. After the motion to approve the agenda has been made and seconded, Directors may move amendments to add or delete items.
- f. After the agenda, as presented or as amended, is approved the meeting proceeds to the next item, usually the minutes of the previous meeting.



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“Objection to Consideration” is an amending motion which may be made when the agenda is being accepted and which requests the deletion of a certain item.

Rules:

- a. Objection to consideration of an agenda item must be made in the form of an amendment to delete the item from the agenda, and it is to be done when the tentative agenda is being approved.
- b. Objection to consideration of an item not identified on the agenda and which arises during the course of the meeting is effected by an interruption stating the objection. A seconder is not required. The Chairperson will then dispose of the objection by either a ruling or a vote of the Directors.

6. Other Business

“Other Business” are items of business which members at a meeting vote to have added to the agenda.

Rules:

- a. Those wishing to have items added to the agenda must move an amendment to the motion to approve the agenda. If the amendment is seconded and carries, the item(s) becomes part of the agenda.

7. Business Arising

No item called *“Business Arising”* should appear on a meeting agenda. Items from the previous meeting that warrant further discussion should be treated as separate agenda items.

8. Motion

A *“motion”* is a proposal for consideration by the meeting.

A *“mover”* is the Director who first proposes a motion for consideration.

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“*Second a Motion*” indicates to the Chairperson that at least two Directors (the mover being the first) support a motion.

Rules:

- a. To be placed before a meeting for discussion, debate and voting thereon, three things must happen to make a motion debatable. It requires, in this order, a mover, a seconder, and acceptance by the Chairperson.
- b. When moved, seconded, and accepted, debate or discussion may begin. The mover has the right to be both the first and last speaker.
- c. Movers and seconders, like their fellow Directors, have the right to vote for or against or to abstain from voting on the motions they have moved and seconded.

9. Withdraw a Motion

Motions may not be withdrawn or altered by the mover or seconder after they have been accepted by the Chairperson.

10. Amendments

An “*amendment*” is a motion to change the motion under discussion by adding, deleting or substituting words or by dividing the motion.

A “*deletion*” is the removal of an item from the tentative agenda, or the removal of a word or words from a motion.

“*Divide, Division*” is the splitting of a motion into two or more separate and smaller motions.

Rules:

- a. Amendments, being themselves motions, are subject to the rules of motions: they require a mover, seconder and acceptance by the Chairperson.
- b. An amendment must address a motion under present consideration by the meeting.
- c. An amendment must add to, delete from, or substitute words in the main motion, or divide the motion.

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- d. Amendments may not be amended.
- e. Only one amendment may be on the floor at one time.

- f. Any number (subject to the ruling of the Chairperson) of amendments may be made but they must be dealt with one at a time. An amendment may only be moved after the preceding one has been voted on.
- g. After all amendments have been voted on, the debate on the main motion (in its original or now-amended form) resumes.

11. Motion to Refer

A motion to refer, whether made as a main motion or while debate is in progress, is fully debatable.

12. Table or Postpone

The “*floor*” is the attention of the meeting. A Director having the floor has the right to speak. A motion or amendment is on the floor when it is the subject under present consideration.

Rules:

- a. A motion to table (or postpone) may be made only if the postponement is until a fixed date or until some specific and known event has occurred.
- b. A tabling motion may be made while the main motion or amendment is on the floor, and takes precedence.
- c. Tabling motions may be debated. However, the debate must be confined to the advisability of the proposed postponement.
- d. Tabling motions may be amended only to change the length of the postponement.

13. Debate

“*Debate*” means to discuss opposing ideas on a subject.

Rules:

- a. Discussion begins only after a motion has been accepted by the Chairperson.

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- b. The mover has the right to speak first.
- c. The seconder has the right to speak second. (This right is usually waived)

- d. A Director wishing to enter the discussion must so indicate to the Chairperson by raising his/her hand and waiting until recognized.
- e. Normally the Chairperson will not permit a Director to speak a second time until everyone who wishes to speak has spoken once. Exceptions will be made at the discretion of the Chairperson, for instance when a particular comment requires clarification from a previous speaker.
- f. After all the Directors have had the opportunity to speak on the matter, the Chairperson may express their opinion on the topic. If the Chairperson chooses to exercise this option, the other Directors will have the option to reply to the Chairperson's comments.
- g. All speakers should practise good manners and be considerate of the rights, including the right to differ, and feelings of other Directors.

14. Limiting Debate**Rules:**

- a. How long debate of discussion should continue before a vote is called for is at the discretion of the Chairperson.
- b. Directors may request that "the vote be now called" or, when the vote is called, Directors may request that debate continue. The Chairperson accepts or denies the request. Directors must then accept the ruling, or challenge the Chairperson.

15. Adopting, Accepting, Approving, Receiving

"Adopt" means to concur.

"Acceptance" is the indication (usually by repeating) by the Chairperson that a motion is in order.

Rules:

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- a. When an item is presented to a meeting, the first motion to be made concerning it is that it be “received”. Thus, even if not approved, it becomes part of the minutes.
- b. A motion to receive may be amended only to divide the item for receipt of one section at a time.
- c. The meeting may table or refer the motion and item.

- d. If the vote to receive an item is in the affirmative, the next motion concerning the item will normally be one to adopt, approve, or recommend its proposals to another body.

16. Interruptions**Rules:**

- a. Any Director may interrupt a speaker only if s/he sincerely believes that a matter of honour, information, safety or other similar item cannot properly wait until the speaker finishes.
- b. The interrupter states, “Mr/Madam Chairperson, I interrupt,” and then waits to be recognized by the Chairperson.
- c. The Chairperson will ask the reason for the interruption and either act on the information supplied or declare the interruption unjustified and direct the speaker to continue.

17. Voting Methods

“*Carry, Carries, Carried*” is the result of a vote when those in favour of the motion constitute the majority of those voting.

A “*consensus*” is a collective or general opinion as declared by the Chairperson at a meeting.

A “*poll*” is a voting method in which voters either answer to their name or physically move (as specified by the Chairperson), thereby indicating their preference.

A “*question*” is the subject, motion, or amendment under discussion. Also the voting thereon.

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A “*show of hands*” is a voting method in which those in favour and opposed raise their hands when called on by the Chairperson.

“*Unanimous*” means all who voted are in agreement.

A “*voice vote*” is a voting method in which the Chairperson asks those in favour to signify by saying “aye” or “yes” and those opposed by saying “nae” or “no”.

Rules:

- a. Voting may be by consensus, voice vote, show of hands, or poll at the discretion of the Chairperson.
- b. Anyone entitled to vote may demand that a poll be used instead of consensus, voice vote, or show of hands, provided the request is made immediately after the result is announced.
- c. A demand for a poll does not require a seconder.
- d. A demand for a poll invalidates the previous results.

18. Tie Votes

The Chairperson does not have the right to vote except when there is a tie vote, in which case the Chairperson shall break the tie by voting according to his/her own judgement of the issue.

19. Conflict of Interest

A “*conflict of interest*” is any situation in which a Director’s ability to act in the best interests of the WCB is or could be directly or indirectly compromised by his/her Personal Interest, as defined in Governance Council Directive B-006, Corporate Governance Guidelines.

Rules:

- a. A Director who has a conflict of interest shall declare this when the agenda is being approved, if possible, or at the first opportunity thereafter.
- b. Those who declare a conflict of interest may neither speak nor vote on any motion or amendment made concerning the matter on which they have made the declaration.

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- c. Those who abstain from participation or leave the meeting because of their declared conflict of interest are still included as present in determining whether there is a quorum.
- d. The minutes must record all declarations of conflict of interest.
- e. These rules are in addition to and not intended to replace the rules relating to conflict of interest contained in Governance Council Directive B-006, Corporate Governance Guidelines.

20. Majority

A “*majority*” is one more than half. In determining a majority only those who voted are counted.

Rules:

- a. At all meetings, a simple majority is sufficient to carry any motion.
- b. A simple majority is one more than half of the votes cast.

21. Rescinding, Reconsidering

“*Rescind*” means to cancel a previous decision.

“*Reconsider*” means to re-debate and vote anew a matter previously settled.

Rules:

- a. A motion which has been acted on (money spent, contracts signed, meeting adjourned) may not be reconsidered.
- b. Any motion passed at the previous meeting but not yet acted on may be reconsidered at the subsequent meeting by Directors moving, seconding and passing a motion to do so.
- c. Any motion defeated at the previous meeting may be reconsidered at the subsequent meeting by Directors moving, seconding and passing a motion to do so.
- d. To reconsider a motion that was dealt with earlier in the same meeting, the mover (but not the seconder) of the motion to reconsider must be a Director who voted with the majority on the original vote.
- e. A motion of business should be reconsidered once only.

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- f. Motions of adjournment cannot be reconsidered or rescinded.

22. Challenging the Chairperson

A “*chairperson*” is the presiding officer.

“*Challenge the Chairperson*” is the process by which a Director who disagrees with a decision of the Chairperson requests a vote of the meeting concerning the decision.

Rules:

- a. Every Director at a meeting has the right to propose a challenge to any specific decision of ruling of the Chairperson.
- b. Those proposing a challenge to the Chairperson do so by interrupting to state, “I challenge the Chairperson.”
- c. If there is a seconder, the Chairperson must recognize the challenge.
- d. Debate on a challenge is not permitted.
- e. The Chairperson has the option of immediately:
 - i. revising his/her ruling or decision to the satisfaction of the challenger, or
 - ii. putting the matter to the vote of the meeting.
- f. Only a majority vote can reverse a decision of the Chairperson. In the event of a tie vote, the decision of the Chairperson is sustained.

23. Dissenting**Rules:**

- a. A Director who votes against a motion that carries, or who votes for a motion that is defeated, may have his/her dissent (from the majority) recorded in the minutes of the meeting by so requesting immediately after the result of the vote is announced.
- b. A Director who is absent from a meeting may have his/her dissent from any item(s) recorded in the minutes by a written request sent to the Secretary within a reasonable time (usually 10 days) after the draft minutes have been received.

24. Visitors

A “*visitor*” is any person who, although not a Director of the Governance Council, is permitted to attend to listen, report or testify at the pleasure of the meeting.



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- a. Visitors may be permitted to attend any meeting.
- b. By invitation from the Chairperson, visitors may address the meeting, ask and answer questions and take part in discussions.
- c. Visitors are not permitted to move or second motions, nor do they have Directors' rights to interrupt, challenge, or vote.

- d. Directors have the right to request that a Visitor(s) be excluded from the meeting. Whether the Director's request is acted on depends on the ruling of the Chairperson or the vote of the Directors.

25. Vote of Thanks**Rules:**

- a. A motion for a vote of thanks does not require a seconder, acceptance, debate or a vote provided:
 - i. The motion does not include any adoption of a report or policy change.
 - ii. The motion does not involve a tangible award, medal, gift or presentation, or a honorary or life Directorship on the Governance Council.
 - iii. No Director objects.

26. Side Meetings**Rules:**

- a. No side meetings should be permitted by the Chairperson at any time during the meeting.
- b. When Directors are being disruptive, the Chairperson should either wait for them to stop or ask them to stop talking.

27. Adjournment

"Adjourn" means to end a meeting.

Rules:


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- a. Directors may move adjournment at any time during a meeting but may not do so when another motion is being discussed.
- b. A motion to adjourn requires a seconder and is fully debatable.
- c. The Chairperson may adjourn the meeting without a vote of the Directors only if:
 - i. Discussion and conduct has degenerated to a point where order cannot be restored.
 - ii. An emergency exists, such as fire or flood.
 - iii. All the business on the approved agenda has been concluded.

28. Recess

A “*recess*” is a break in the meeting.

Rules:

- a. The Chairperson may declare a recess whenever s/he considers it prudent to do so.
- b. A Director may interrupt to move that a short recess be declared. Such a motion requires a seconder and is fully debatable.

REFERENCES

B-006 Corporate Governance Guidelines

B-007 Meeting Attendance by Board Members

HISTORY

Board Directive B-002 (00/03/24)

Policy Directive B-002 (96/11/21)

Board Directive B-4 (81/06/10)

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Chairperson