



**Nunavut Tunngavik Inc.**

**RULES AND PROCEDURES  
FOR MEETINGS OF THE  
BOARD OF DIRECTORS**

*Approved by the Board of Directors in October 1996  
Last Amended in February 2009*

**1. CALLING OF MEETINGS**

- 1.1 The Board of Directors of NTI (the “Board”) may, by resolution, designate a date and place for the next meeting of the Board. (NTI By-Laws s. 5.14(a))

**2. NOTICE**

- 2.1. Where the Board has not designated a date or place for the next meeting of the Board, the President may designate where and when the next meeting shall be held. (NTI By-Laws s. 5.14(b))
- 2.2 Where the President designates when and where the next meeting of the Board shall be held, he or she shall provide fourteen days written notice of the meeting to the other Directors. (NTI By-Laws s. 5.14(b))
- 2.3 The written notice provided by the President shall contain the date, time, and place of the meeting, contain the purpose of the meeting and provide each Director with enough information to permit the other Directors to prepare for the meeting.
- 2.4 The notice provided by the President may be served on the Directors by way of fax or other communication facilities.

**3. WAIVER OF NOTICE**

- 3.1 A meeting of the Board may still be held if fourteen days written notice has not been provided to all the Directors, provided all Directors consent to waiving the fourteen days notice. (NTI By-Laws s. 5.14(b))
- 3.2 Directors shall indicate their consent to the waiver of the notice by signing a waiver, witnessed by one other person, or by voting at the meeting for a motion waiving notice of the meeting.

#### **4. TELECONFERENCING AND UNANIMOUS WRITTEN RESOLUTION**

- 4.1 All Directors may, by resolution at the start of a meeting, consent to another Director(s) taking part in a Board meeting by way of telephone or other communication facilities that will permit all persons participating in the meeting to understand and contribute effectively to the deliberations of the meeting. The Director(s) taking part in this manner shall be deemed to be present at the meeting. (NTI By-Laws s. 5.15)
- 4.2 Any decisions of the Board may be adopted by unanimous written resolution, and the written resolution may be in electronic format.

#### **5. AGENDA**

- 5.1 Any person wishing to make a presentation to the Board or requiring a decision from the Board shall provide a written request for the matter to be included on the agenda of a board meeting to the Chief Executive Officer at least fourteen days prior to the meeting.
- 5.2 The Chief Executive Officer shall present all requests for inclusion on the agenda to the President and the President shall develop and present an agenda for review and approval by the Board at the meeting. The agenda for a meeting shall set out the items to be discussed at the meeting and the approximate length of time that will be spent on each item.
- 5.3 Where the President includes a matter on the agenda for a meeting, the person who made the request shall provide a written submission to the Chief Executive Officer at least one week before the meeting. The submission shall include a brief description of the matter and any decision requested from the Board, a draft of any resolution the Board will be asked to consider and any other material necessary for the Board to fully consider the matter.
- 5.4 The Board shall, immediately following any motions concerning the waiving of notice, participation by teleconference and /or membership on the Board for the meeting, consider a motion for adoption of the agenda. During the discussion of the motion to adopt the agenda, the Board shall consider any motion to add or delete matters from the agenda.
- 5.5 Upon approval by the Board, the agenda shall govern the course of the meeting and the Chairperson of the meeting shall ensure that the agenda is followed.
- 5.6 The agenda for the Board meetings may include, without limitation, the following:
  - a) approval of minutes of the previous meeting;
  - b) quarterly financial statements disclosing actual expenditures relative to the budget provided by the President and the Vice President of Finance (NTI By-Laws s. 8.2);
  - c) reports presented by the Executive members of NTI;

- d) reports presented by the various committees of the Board;
- e) items brought forward from the previous meeting; and
- f) items submitted to NTI's Chief Executive Officer.

5.7 A Director may, at any time during a meeting, make a motion to reconsider the agenda to add or to delete any matter from the agenda.

## **6. QUORUM**

6.1 Quorum for a meeting of the Board shall be six directors, at least one of whom is resident in each of the three Regions of Nunavut. (NTI By-Laws s. 5.16)

6.2 In the event that the quorum requirement is no longer being met, all business shall be suspended until a quorum is reconstituted.

## **7. CHAIRPERSON**

7.1 The President of the NTI shall be the Chairperson of meetings of the Board. (NTI By-Laws s. 6.1)

7.2 In the event that the President is absent or unable to perform his or her duties, the First Vice-President of NTI shall be the Chairperson of meetings of the Board. (NTI By-Laws s. 6.2(a))

7.3 In the event that the President and the First Vice-President are both absent or unable to perform their duties, the Vice-President of Finance of NTI shall be the Chairperson of meetings of the Board. (NTI By-Laws s. 6.3(a))

7.4 The Chairperson shall ensure that the meeting is being conducted fairly, effectively and efficiently. The Chairperson may call for recesses, adjournments or use points of order to carry this out.

## **8. VOTING**

8.1 Each Director present at a meeting shall have the right to cast one vote. (NTI By-Laws s.5.17)

8.2 The Chairperson of a meeting shall vote at a meeting only to break a tie. (NTI By-Laws s. 5.13)

8.3 The voting procedure shall be by a show of hands or, where a Director(s) participates by teleconference, by role call, except where a Director requests that a vote be in the form of a secret ballot or by recorded vote.

8.4 Except where otherwise provided for in the Canada Corporation Act, the By-Laws, or these Rules and Procedures, all questions shall be decided by a majority of votes cast. (NTI By-Laws s. 5.17)

8.5 At any time prior to or during the taking of a vote on a motion, any Director may, by calling a point of order, request that the vote be by secret ballot or recorded vote. The Chairperson shall ensure that the vote is conducted

pursuant to that request. Where requests are made for a secret ballot and a recorded vote with respect to the same vote, the Chairperson shall follow the direction of the majority of the members present.

- 8.6 Where a Director requests his or her opposition, and the reasons why, shall be recorded in the minutes.
- 8.7 Where a Director requests and has advised the Board that he or she is in a conflict of interest and, as a result, abstains from voting, that fact shall be recorded in the minutes.

## **9. MOTIONS**

- 9.1 All motions shall be moved by a Director and then seconded by another Director.
- 9.2 During the discussion on a motion, any Director may make a motion concerning that original motion (*e.g.*, a motion to have the original motion considered by a committee) (a "Secondary Motion").
- 9.3 On a Secondary Motion being made, the Chairperson shall immediately consider that Secondary Motion and, if it does not directly concern the original motion, shall rule that Secondary Motion out of order. If the Chairperson does not rule the Secondary Motion out of order, he or she shall call for seconders to that Secondary Motion and shall ensure discussion and voting on that Secondary Motion is completed before allowing discussion on the original motion to recommence.
- 9.4 All rules and procedures herein applicable to motions apply to Secondary Motions.

## **10. DISCUSSION ON MOTIONS**

- 10.1 After making a motion, the mover shall be provided with an opportunity to speak to the motion and may request that other Directors or staff be allowed to speak on the motion.
- 10.2 Each Director shall be provided with an opportunity to speak to the motion upon being recognized by the Chairperson.
- 10.3 At the request of a Director, the Chairperson may allow a member of NTI's staff or another person to speak to the motion. Where the Chairperson refused the request, the Director may appeal to the Board by a Point of Order.
- 10.4 Each of the speakers shall confine their comments and questions to the issue on the floor.
- 10.5 Prior to calling a vote, Chairperson shall allow the mover at least one opportunity to reply to any statements or concerns made during the discussion on the motion.

## **11. AMENDMENTS TO MOTION, CONSIDERATION BY COMMITTEE, ETC.**

- 11.1 A Director may suggest amendments to a motion or resolution, which may be incorporated if approved by the mover and seconder of the motion.
- 11.2 A motion on the floor may be referred to a committee for consideration and report, by way of a Secondary Motion (made during discussion of the original motion) to this effect.
- 11.3 Consideration of a motion on the floor may be postponed, by way of a Secondary Motion (made during discussion of the original motion) to this effect. Such a Secondary Motion shall specify when or how the original motion shall return to the Board for consideration and a vote. If adopted, no further discussion shall take place on the original motion.
- 11.4 A Secondary Motion may be moved to extend or limit debate on a motion on the floor. The Secondary Motion requires the support of two-thirds (2/3) of the Directors present. The Secondary Motion shall state the way in which it will be in effect.
- 11.5 A motion may be moved at any time at a meeting, or at a subsequent meeting, to reconsider or rescind a resolution that has already been passed by the Board.

## **12. OPEN AND CLOSED SESSIONS**

- 12.1 All meetings of the Directors shall be open to all Inuit, except where confidential and privileged issues are to be discussed by the Directors.
- 12.2 Any issue that relates to disciplinary action or the determination of salary for specific employees shall be considered confidential and privileged information and shall only be discussed *in camera* by the Directors. Where the Chairperson deems that a matter is confidential and privileged, he or she shall call for a motion to go into an *in camera* session. If no motion is made to go *in camera*, the Chairperson shall not allow debate or discussion on the confidential or privileged matter.
- 12.3 Where a Director deems that an issue should be discussed *in camera*, that Director may put forward a motion to go into an *in camera* session.
- 12.4 When a meeting goes into an *in camera* session, the motion shall, specify staff members who may be allowed to be present during the *in camera* session.
- 12.5 The By-Laws and these Rules and Procedures shall remain in effect for any *in camera* sessions, except that a motion made during an *in camera* session (except to leave the *in camera* session) shall require all of the votes cast to be adopted.
- 12.6 Except where the Board specifically allows otherwise, all discussions and any decisions, motions or resolutions made during an *in camera* session shall

remain confidential and not disclosed by any member of the Board or any staff member who attended the session.

### **13. POINTS OF ORDER**

13.1 Any Director or the Chief Executive Officer may, at any time during a meeting, address the Chairperson on a Point of Order including any of the following matters:

- a) that these Rules and Procedures, the By-Laws or the Canada Corporations Act are not being followed;
- b) that proper procedure is not being followed;
- c) that the agenda is not being adhered to;
- d) that a speaker is not speaking to the matter on the floor for discussion and should be instructed to speak to the matter or to yield the floor; or
- e) to appeal any decision of the Chairperson.

13.2 When a Director or the Chief Executive officer raises a Point of Order, the Chairperson shall immediately stop all proceedings, including any discussion or voting then taking place, and rule on the Point of Order.

13.3 Any Director who does not agree with the decision of the Chairperson on a Point of Order may immediately appeal to the Directors by way of a motion. The motion for appeal shall be discussed and voted on, if seconded immediately. The decision of the Board on a motion to appeal the Chairperson's decision on a Point of Order is final.

### **14. SUSPENSION OF THE RULES AND PROCEDURES**

14.1 These Rules and Procedures may be suspended by the Board, so long as the proceedings do not breach the By-Laws of NTI. A motion with the support of two-thirds (2/3) of the Directors is required to give this effect.

### **15. LANGUAGE OF MEETINGS**

15.1 The primary language of NTI shall be in Inuktitut and Inuinnaqtun. (NTI By-Laws s. 9.1)

15.2 Every Director shall have the right to speak in Inuktitut and Inuinnaqtun, during any Directors meetings (NTI By-Laws s. 9.1(a))

15.3 All the proceedings for Directors meetings shall be made available in Inuktitut and Inuinnaqtun.

*(Last Amended in February 2009)*