

BOARD OF DIRECTORS

Health Sciences North / Horizon Santé-Nord

ISSUED BY: Board of Directors

AUTHORIZED BY: Board of Directors
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CATEGORY: Section V-B - Governance Process
SUBJECT: **PROCEDURE FOR VOTES BY EMAIL**

Electronic voting by the HSN Board of Directors (Board) is not permitted under the Administrative By-Law and is non-compliant with the Ontario *Not-for-Profit Corporations Act, 2010*

Electronic voting by Board Committees (except when the Executive Committee adopts a motion on behalf of the Board) is not forbidden under the By-Law or the Ontario *Not-for-Profit Corporations Act, 2010*, and is accepted by the Board as it is not binding on the Corporation.

Votes taken during Board meetings held with some or all of the Directors joining by videoconference or teleconference do not constitute electronic voting.

PURPOSE

To outline the procedures to be followed by Committees of the Board the context of a regular Committee meeting.

PRINCIPLES

1. From time to time it may be necessary for a Committee of the Board to hold a vote outside the context of its regular meetings. Such votes should normally be restricted to situations where:
 - the matter is within the committee's delegated authority;
 - the issue is sufficiently straightforward where real-time deliberation is likely to be limited or not required;
 - there is time-sensitivity in obtaining a recommendation to the Board before its next meeting.
2. Voting by email or other similar process, when conducted by the procedure outlined below, shall have the same standing and shall be considered as authoritative as a vote conducted at a regular Committee meeting.
3. Given the limitations that accompany email voting procedures, for example, the diminished capacity to have a free flowing debate and potential misunderstandings of technical material, motions must be phrased in as clear and concise a manner as possible and provide as much background material as possible to reduce the need for lengthy rounds of email questions.
4. For the purposes of email votes, those members participating in the vote shall be counted for the purposes of having a quorum to hold the vote. The outcome of a vote by email will be decided by a majority of votes cast.

5. All documents circulated for email votes are confidential and must be handled accordingly.

PROCEDURE

1. An email motion must be moved and seconded by a Committee member in advance of being circulated for vote.

2. The governance professional, or the administrative support person for the Committee in question, as the case may be, is responsible for circulating to all Committee members the text of the motion, the name of the mover and seconder and any supporting documentation deemed appropriate to assist Committee members in making an informed decision.
3. The governance professional or administrative support person must clearly indicate in the motion the date and time by which a vote must be cast, being a date within seven calendar days or at the start of the next Committee meeting – whichever comes first.
4. During the voting period, Committee members may communicate with one another to discuss the motion.
6. When voting, Committee members must reply to all other Committee members with their decision, with a copy to the governance professional or administrative support person. Votes may be in the affirmative, negative or abstention; Committee members may include an explanation of the reasons for their vote if they wish in their response. Failure to respond by the deadline will be recorded as “did not respond”, not as consent. The governance professional or the administrative support person shall be responsible for tallying the votes immediately after the deadline for voting has expired and shall inform all Committee members of:
 - the motion;
 - vote tally;
 - any abstentions or non-responses;
 - confirmation of quorum and;
 - the outcome forthwith.

Policy Review Log

Date	Action
November 11, 2014	Issued
May 12, 2015	Revised
March 16, 2017	Reviewed
March 31, 2020	Revised
March 28, 2023	Revised
February 19, 2026	Revised
March 12, 2026	Reviewed