



IX. BOARD OF DIRECTORS

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IX. BOARD OF DIRECTORS

A. Elections

- (1) Filing Nomination Papers [Board Motion #01-08-20]

Nomination Papers may be delivered to the Election Commission by either post office, commercial carrier or transmitted by electronic mail.

- (2) Tie Votes [Board Motion #141-09-11]

In the event of a tie vote for an office in any electoral zone, the Election Commission shall choose the successful candidate by lot.

- (3) Recount of Election Ballots [Board Motion #33-12-12]

When there are five (5) votes or less between candidates in the same electoral zone, the Election Commission will automatically perform a recount of election ballots. A statement to this effect will appear on the election ballot making it clear to the membership that procedure is in place.

- (4) Candidate Entitlements

- (a) Campaign List [Board Motions #20-09-15, #22-03-20, #63-03-22]

- (i) After the eligible voters in an election year have been given the opportunity to opt out of receiving campaign communications (the "Campaign List"), a contact list is available to candidates for the zone in which the candidate has been nominated. The opting-out process should be completed by September 1st of an election year.
- (ii) The Campaign List must at all times be held in strict confidence by the candidates and any candidates requesting the Campaign List must sign a *Campaign List Confidentiality* form taking full responsibility for the confidentiality of the data. The *Campaign List Confidentiality Agreement* form is available on The Canadian Kennel Club website or may be obtained by contacting Head Office.
- (iii) Upon receipt of the completed *Campaign List Confidentiality Agreement* form, The Canadian Kennel Club will either transmit the Campaign List electronically or, alternatively, the candidate may request access through a secured portal on the CKC website.
- (iv) The Campaign List will include the names of voters entitled to vote in the upcoming election (other than those who have opted not to receive campaign communications) along with postal addresses, email addresses and telephone numbers where available. [Board Motion #137-09-23]
- (v) Candidates may only use information from the Campaign List to send voters campaign material. A candidate may provide the Campaign List to a mail house for the purpose of direct mailing voters with campaign material; however, the candidate remains responsible for ensuring that the mail house does not disclose the information for any other purpose.

- (vi) Should a voter contact a candidate and request that they no longer receive communications from candidates in respect of the election, the candidate shall honour that request and inform The Canadian Kennel Club immediately of the voter's request.
- (vii) Should The Canadian Kennel Club inform a candidate that a voter has requested they not be contacted by candidates, notwithstanding the fact that the voters name may appear on the Campaign List, the candidate shall not contact that voter for any purpose related to their campaign and shall remove that voter from the Campaign List.
- (viii) After the election closes on November 30th, a person who was a candidate in an election must within ten (10) business days destroy or return to The Canadian Kennel Club the Campaign List and may not use the Campaign List for any other purpose, nor supply it to any other party. Voter information must not be used for a commercial purpose.
- (ix) Any misuse of the Campaign List or contravention of this section of the policy is a disciplinary offence.
- (b) Candidate Profile and Photograph [Board Motions #21-09-15, #37-03-18, #41-09-20]

When filing nomination papers candidates shall provide a brief resume of no more than two hundred (200) words outlining their credentials along with a current photograph of themselves for dissemination to voters to enable them to make well-informed decisions concerning the election of the Board of Directors. After the September 1st closing date for filing nomination papers as set out in the By-laws, resumes and photographs of the candidates shall be posted to the CKC website.

B. Upon Being Elected to the Board

(1) Entitlements

- (a) Upon being elected to office for the first term, each Board member shall be provided with the following:
 - (1) The following equipment which shall be used in the performance of the Board member's duties and all shall remain the property of The Canadian Kennel Club and shall either be turned over to the Board member's successor or returned to Head Office upon the Board member leaving office:
 - (i) 1 Official Measuring Device
 - (ii) 1 Electronic Microchip Scanner.
 - (2) A reasonable supply of Canadian Kennel Club letterhead, envelopes, business cards and Order Desk cards.
 - (3) A current copy of The By-laws, the Policy and Procedures Manual, the Breed Standards, a copy of each set of Rules and Regulations, and a Board Manual. [Board Motion #05-12-23]
 - (4) An information package containing a list of Board members with their contact information, a list of management staff with their contact information and the committees for which they act as Manager liaison,

and general information regarding the procedures for using the voice mail, how to claim for expenses, etc. [Board Motion #07-03-13]

- (5) A secure email address. The use of these addresses will be mandatory while conducting CKC business. These email addresses will ensure a safe and secure transfer of CKC business information. [Board Motion #24-09-21]

(2) Board Photograph

- (a) A photograph of a newly elected Board of Directors shall be taken at the first meeting of the Board of Directors following an election.
- (b) Each Board member shall be provided with a copy of the photograph and one (1) copy shall be framed and hung in an appropriate location in Head Office.

(3) Curriculum Vitae

- (a) Upon being elected to office, each Board member shall prepare a brief Curriculum Vitae which shall include an overview of experience in the various disciplines. This document will be circulated electronically to all the other Board Members to be received at least three (3) weeks prior to the initial Board meeting (which must be held on or before the second Saturday in January). [Board Motions #36-06-11, #31-03-14]

(4) Code of Conduct [Board Motion #27-12-23]

At the first meeting of the newly elected Board of Directors, each Board member will consent to be a Director and agree to comply with Code of Conduct for Board Members by providing Head Office with a signed copy of the Code of Conduct for CKC Board Members.

C. Upon Leaving the Board

(1) Transition of Equipment and Files

- (a) Upon leaving the Board, all equipment and files in the member's charge shall be turned over to their successor in their zone. This should be coordinated through the Recording Secretary in the Executive Director's office.

(2) Recognition of Service

- (a) Upon leaving the Board, each member shall be presented with a framed certificate acknowledging their valuable service on behalf of The Canadian Kennel Club.

D. Code of Conduct for Board Members [Board Motion #42-12-18, #28-12-23]

(1) Principal Responsibilities

- (a) Each member of the Board is encouraged to present the concerns and opinions of the constituents in their respective zones while debating any subject at the table. However, when exercising his or her vote in the decision-making process, no Board member shall allow the interests of one group, zone or region to sway them from their fiduciary responsibilities to act, at all times, in the best interests of The Canadian Kennel Club as a whole.
- (b) It is the legal responsibility of the Board, collectively and individually, to exercise due care and diligence in the performance of their duties as the corporate

managers of The Canadian Kennel Club. To accomplish this, each Board member shall, with complete certainty, be aware of and fully understand all matters relating to the management of the corporation and shall, at all times, be comfortable that they are fully aware of all the facts prior to making any decision on any matter before the Board.

- (c) The Board must be seen as a corporate body, managing as a whole and collectively acting in the best interests of The Canadian Kennel Club. It is therefore imperative that all Board members continually maintain a level of mutual respect in the performance of their duties, whether those duties being performed are at the table, in their respective zones or in communication with the membership of The Canadian Kennel Club or the general public.
- (d) Upon any vote having been taken at the table, all Board members shall respect and accept the decision of the majority and thereafter shall support any decision which is made by the Board as a whole, regardless of their personal opinions and regardless of the manner in which they may have voted at the time.
- (e) No Board members shall have the authority to take any action, make any decision or express any opinion on behalf of the Board without first having gained the approval of the Board as a whole, or, at the very least, without first having comfort in the knowledge that the opinion being expressed is that of a majority of the Board.
- (f) Upon being elected, Board members are expected to read and become familiar with the documents governing the CKC including: The Animal Pedigree Act, the CKC By-laws, the Policies and Procedures and the CKC Code of Ethics. To support in this regard, Board members are expected to fully participate and engage in the board orientation process and documents. Board members are expected to be held to the highest standards with respect to provisions within these documents.
- (g) Board members are expected to read and become familiar with all materials and information provided by CKC personnel ahead of Board, Council and Committee meetings.
- (h) Board members are expected to interact with the constituents in their respective zones and reply to correspondence within a reasonable timeframe.
- (i) Board members are presented with Board meeting dates with sufficient notice including Board duties such as Councils and Committees and are expected to attend meetings.
- (j) A Board member who, without reasonable excuse, is absent from three (3) regular or special Board meetings over the three (3) year term of the Board will have deemed to have declared their position vacant unless each absence has been approved by the Board of Directors.

(2) Conflict of Interest

- (a) Board members should exercise extreme caution not to place themselves in a situation where they will be deemed by others as having an unfair advantage due to their position as a member of the Board.
- (b) It shall be the responsibility of every Board member to declare a conflict of interest. A Board member shall abstain from voting on any question in relation to which the member has declared a conflict of interest.

(3) Confidentiality

- (a) Matters of confidentiality shall not be discussed with anyone other than other members of the Board and such discussions shall only take place during an in-camera session of the Board.
- (b) The Executive Director's Report is considered to be a senior management report to the Board and may often include information which is confidential and intended for the Board's eyes only. Serious discretion should therefore be used by Board members when divulging the content of this report to anyone other than Board members.
- (c) It should be understood that matters such as those relating to human resources, the content of employment agreements, the negotiation of contractual agreements and the discussion of current litigations before the courts, are all considered to be matters which are confidential.
- (d) From time to time, certain members of the Board may be designated by the Board, to act on the Board's behalf and to discuss certain confidential matters with legal counsel, the Executive Director or outside consultants. Such discussions may therefore take place outside the confines of an in-camera session of the Board while, at all times, ensuring that the confidentiality of the matter is fully maintained.

(4) Legal

- (a) The Executive Director is the only officer of The Canadian Kennel Club who, in accordance with The By-laws, has complete and full signing authority with respect to legal matters. Other than the Chair, no Board member may sign in any legal capacity on behalf of The Canadian Kennel Club except as provided for in the By-laws.
- (b) At all times, Board members should take particular precautions not to enter into any discussion or voice any opinion which may be construed as being the view or the official policy of The Canadian Kennel Club, unless such view or opinion has been expressly approved by the Board.
- (c) Board members shall refrain from providing lay interpretations of the Animal Pedigree Act. Other than in circumstances where it is clearly understood or explicitly defined, all queries regarding interpretations of the Act shall be referred to the Executive Director for input from legal counsel.
- (d) All matters in litigation shall be addressed exclusively by the Executive Director in consultation with legal counsel. The Board shall be regularly apprised by the Executive Director of the facts surrounding any and all matters under litigation.
- (e) Should any Board member be contacted by the police or the Crown Attorney to give evidence in court, or should they receive a subpoena to appear in court, the

Board member shall contact the Executive Director immediately and upon the Executive Director seeking the advice of legal counsel, the Board member will then be advised of the proper course of action.

- (f) Should any Board member be contacted by counsel acting on behalf of a defendant, the Board member should offer no comment and the counsel should be advised to direct their inquiry to the Executive Director.
- (g) Board members shall not make direct inquiries of The Canadian Kennel Club legal counsel, but rather, such inquiries should be directed through the Executive Director.
- (h) In accordance with The By-laws, the Board, individually or as a whole, shall not in any way, interfere, intervene or attempt to influence any member of the Discipline Committee, Registration Committee or the Appeal Committee regarding any matter before the Committees.
- (i) Any Board member who receives a complaint from an individual, shall advise the individual to contact Head Office immediately to obtain information about the proper procedures for lodging an official complaint.
- (j) All Board members are expected to implicitly comply with the requirements of all laws, By-laws, policies and procedures, rules and regulations pertaining to The Canadian Kennel Club or the mandate of The Canadian Kennel Club.
- (k) The Executive Director shall advise the Chair of the Board of a complaint against a Board member and seek the Chair's input prior to taking any action including consultation with legal counsel. If the complaint should be against the Chairman of the Board, an alternate Director shall be advised by the Executive Director. [Board Motion #15-12-17]

(5) Correspondence

- (a) Board members should limit the extent of their correspondence on Club letterhead to official use only and at all times should take serious precautions not to include any comments or statements in writing which could, in any way, be deemed libelous in their nature.
- (b) Board members shall not make comments or statements in writing on behalf of the Board, unless such statements are in support of matters which have been discussed and approved by the Board as a whole.
- (c) A copy of any correspondence received by the Chair as a representative of the Board of Directors concerning a matter within the jurisdiction of the Board, shall be provided to all Board members upon receipt.

(6) Attending Shows and Events

- (a) Board members shall be deemed to be acting in an official capacity as a Board member when they attend a show, trial or event at the invitation of the host club or when they attend any show, trial or event on their own volition as a member of the Board.

- (b) Board members shall be deemed to be attending a show, trial or event in a capacity other than that as a member of the Board, when they are personally participating in the show as an exhibitor, a judge or any manner other than as a spectator.
- (c) Board members, when attending any show, trial or event, whether it be in the official capacity as a Board member or otherwise, shall at all times present and conduct themselves in a manner which is becoming to that of a member of the Board.
- (d) Board members, when attending any show, trial or event in an official capacity as a member of the Board, shall at all times during their attendance, wear their official Board badge in a manner which is visible to all. The official Board badge shall not be worn by a Board member when attending any show, trial or event in any capacity other than that of the official capacity as a Board member.
- (e) Board members, when attending any show, trial or event in the official capacity as a member of the Board, shall exercise only such authority as specifically designated by The By-laws, rules, regulations, policies and procedures of The Canadian Kennel Club.
- (f) Board members, when attending any show, trial or event in any capacity other than that of the official capacity as a Board member, shall not, enter into any discussion, perform any function, make any decision or exercise any authority, as a member of the Board.
- (g) Board members, when attending any show, trial or event, in an official capacity or otherwise, should be fully cognizant of the fact that they are not considered to be “show officials” and therefore do not have the right to intervene in the show process, nor do they have the right to interfere with or overrule the decision of any show official.
- (h) In the event that an alleged problem, infraction or violation is brought to the attention of a Board member while that Board member is attending a show, trial or event, in an official capacity or otherwise, the Board member should advise the complainant that it would be inappropriate for him or her to address the matter and that the individual should address their complaint directly to the appropriate show official.
- (i) In the event that an alleged problem, infraction or violation is witnessed by a Board member while attending a show, trial or event, in an official capacity or otherwise, the Board member may, at his option, file a written report with the Regulatory Division within ten (10) days giving a full account of what the Board member witnessed, the names of the individual(s) involved, to whom it was reported and any action that was subsequently taken by the show officials. The report should not contain any personal editorials, comments or opinions. It should be understood that in such cases the report may become part of the official record of any resulting disciplinary action and the Board member's attendance may be required at a hearing to provide evidence.
- (j) Notwithstanding the conditions noted above, any Board member, having attended a show, trial or event, whether it be in the official capacity as a Board member or otherwise, has the right after the fact, to file a report with respect to any matter which they may have witnessed at any show, trial or event, which they may deem to have been inappropriate or in contravention of The By-laws, rules, regulations policies and procedures of The Canadian Kennel Club.

- (k) Any Board member, like any member or non-member, has the right to lay an official complaint about any matter which may have arisen during their attendance at a show, trial or event. Such complaint shall be lodged and dealt with in accordance with normal procedures.
 - (l) Board members are reminded that in accordance with **Chapter II. Finance, Section B.1.(j), page 2:2**, no Board member shall be entitled to claim any expenses of The Canadian Kennel Club which may have been incurred while traveling to or from or while participating in any show, trial or event in any capacity other than that of an official capacity as a Board member.
- (7) Responding to Inquiries
- (a) Board members shall refrain from inserting themselves as third parties into situations which would cause them to be performing functions which are normally carried out by the staff at Head Office.
 - (b) Board members who receive inquiries about specific problems with such things as registration applications, show results, accounting matters or any other similar matters, shall inform the individual that they are to contact Head Office directly for an answer to their query.
- (8) Media Inquiries
- Board members should be extremely cautious when contacted by media for comment. Even small, local issues can be picked up on the wire and become national issues. In most instances, the recommended course of action is to refer the inquiry to Head Office, therefore ensuring that the response is consistent across the country.
- (9) Communicating with Foreign Clubs
- Board members shall not enter into independent discussions, verbal or written, with foreign clubs on any official matters. All such official communication shall be carried out by the Chair or the Executive Director, on behalf of the Board as a whole.
- (10) Relationship with Head Office Staff
- (a) Board members shall treat staff with dignity and courtesy and shall refrain from speaking about staff in a derogatory manner when communicating with members of the Club and the general public.
 - (b) Individual Board members shall refrain from interfering with or giving direction to any member of the staff.

E. Board Meetings

- (1) General
- (a) Meetings of the Board of Directors shall take place in accordance with the procedures set out in The By-laws.
 - (b) Notice of each meeting of the Board will be sent to Board members well in advance of the meeting and such notice will also include the cut-off date for submission of agenda items.
 - (c) The Chair, in consultation with the Executive Director, may cancel a Board meeting due to the lack of substantive items on the agenda at the time of the cut-off date for submission of agenda items.

- (d) The Executive Director shall act in the capacity as the official Board Secretary and shall designate a member of the staff to act as Recording Secretary.
 - (e) The Recording Secretary shall be the day-to-day liaison with Board members and shall be responsible for physically assembling the agenda and taking the minutes of each Board meeting.
- (2) Minutes [Board Motion #02-10-26]
- (a) The proceedings of each Board meeting, with the exception of executive or in-camera meetings, or those portions of a Board meeting that are conducted in executive or in-camera session, shall be recorded by The Canadian Kennel Club electronically and minutes of the proceedings shall be produced by the Recording Secretary. The Canadian Kennel Club is authorized to make audio and video recordings of Board Meetings. No other individual or organization, including any member of the Board, officer, employee, attendee or viewer is authorized to make, or cause to be made, any audio or video recording of any meeting of the Board. Current CKC Members may request access to a recorded meeting, and if requested a link to view the recording will be provided. [Board Motion #15-12-14]
 - (b) Audio or video recordings will be retained for a period of three (3) years. [Board Motion #24-06-22]
 - (c) Motions shall contain the appropriate preamble to define the impact and general intent of the motion, followed by a verbatim wording of the motion and the outcome of the vote.
 - (d) For the sake of brevity in the printing and publishing of the minutes, editorial comments or specific statements by individual Board members about certain motions shall not be included in the minutes.
 - (e) Meetings or portions of meetings conducted in executive or in-camera session shall not be recorded electronically. The minutes of an executive or in-camera session shall only record the business transacted by the disposition of motions.
 - (f) The minutes of each Board meeting shall be reviewed in draft form by the Executive Director prior to their being forwarded to members of the Board.
 - (g) Minutes of Board meetings shall be forwarded to Board members as soon as is reasonably possible, following the meeting of the Board.
 - (h) Minutes are considered to be in draft form only until such time as the Board approves them. Once approved, they shall be published in the Official Publication and/or posted electronically.
- (3) Order of Business
- (a) The order of business at all meetings of the Board shall be as follows {items (4) through (6), (8), (11) through (14) and (17) may be moved to the consent portion of the agenda at the pleasure of the Board of Directors}: [Board Motion #86-09-13]
 - (1) Call to Order
 - Time and date noted by Chair for the record
 - (2) Agenda [Board Motion #86-09-13]
 - Changes to the agenda
 - Agenda approval

- Approval of the Consent Portion of the Agenda
- (3) Chair's Report/Remarks
 - Presented by the Chair
 - Written or verbal, at the Chair's discretion
- (4) Adoption of Minutes of Previous Meeting(s)
 - Including any amendments proposed
- (5) Business Arising from the Minutes
- (6) Gifts and Donations (If any)
 - Books, artifacts, pictures, paintings, etc. donated to Club
- (7) Formal Presentations to the Board (If any scheduled)
 - Individual or group delegations
 - Must be submitted and approved prior to cut-off date
- (8) Correspondence and/or Petitions (If any)
 - Presented by the Executive Director
- (9) Strategic Plan Update
 - Strategic Planning Committee update on current progress
 - Presented by Committee Chair and/or Executive Director
- (10) Executive Director's Report
 - Written and forming part of agenda
 - Presented verbally by Executive Director
- (11) Independent Standing Committee Reports (If any)
[Board Motions #49-06-11, #28-03-21]
 - Permanent committee working at arm's-length from the Board
 - Audit, Discipline, Registration and Appeal Committees
 - Agenda items presented by committee chairs
- (12) Standing Committee and Council Reports
[Board Motion #28-03-21]
 - Permanent working committees and councils of the Board
 - Agenda items presented by committee and council chairs
- (13) Select Committee Reports (If any in existence)
 - Committees appointed on interim basis to perform specific tasks
 - Agenda items presented by committee chairs
- (14) General Business (If any)
 - Agenda items unrelated to specific agenda items on the table
 - Presented by individual Board members
- (15) New Business
 - Items not on current agenda
 - Cannot be motions relating to policy, rules, etc., requiring prior notice
 - May include notices of motion for future Board meeting agenda items
- (16) Announcements
 - Individual Board members (relating to their respective zones)
 - Chair
 - Executive Director

(17) Set/Confirm Meeting Dates and Locations

- Chair confirms next Board meeting date
- First meeting of newly elected Board dates set for the three-year term

- (b) It shall be the Chair's responsibility to maintain proper decorum at the table. The Chair's rulings in this regard shall be respected by the members of the Board and may only be challenged on a formal motion regarding a point of order. Such a challenge must be dealt with immediately by a vote of the members of the Board.
- (c) It shall be the Chair's prerogative to suggest a variance of the order of business; however, such variances must receive a consensus of approval from the members of the Board.
- (d) It shall be the Chair's prerogative to set times for breaks in any meeting of the Board.

(4) Agenda

- (a) The Executive Director shall be responsible for establishing a reasonable cut-off date for the submission of items to be placed on the agenda of any Board meeting.
- (b) Board members should make every effort to submit their agenda items well in advance of the cut-off date to allow sufficient time for the agenda to be prepared. Items received after 5:00 p.m. on the cut-off date will not be included in the agenda.
- (c) All agenda items shall be submitted to the appropriate Manager liaison and the Manager shall then submit them, in their final form, to the Recording Secretary for inclusion in the agenda. In the event that an item does not directly relate to a specific Division responsibility, then the agenda item shall be submitted directly to the Executive Director.
- (d) All items submitted for the agenda must be in the prescribed format and they must contain brief background notes to explain the purpose of the agenda item. Items which are not accompanied by background notes, may be declined at the discretion of the Executive Director.
- (e) If it is determined by the Chair and the Executive Director that an agenda item requires further input from legal counsel or staff prior to the matter being placed before the Board for its consideration, the agenda item will be removed and postponed to a future Board meeting. In such cases, the Board member submitting the item will be advised of this action by the Chair or the Executive Director.
- (f) The Chair and the Executive Director shall both review the agenda and agree to its content in final form.
- (g) Board members submitting items for the agenda shall be encouraged to nominate items of a routine, procedural, informational or self-explanatory nature for the consent agenda. The Chair and the Executive Director, in collaboration, shall determine which items belong on the consent portion of the agenda. Prior to the meeting, Board members will be encouraged to ask all the questions they want related to consent agenda items and if there is a specific item any Board member wants discussed, they can request the item be moved to the full agenda. A vote on a single motion applies to all the items on the consent portion of the agenda. [Board Motion #92-09-13]

- (h) Barring unforeseen circumstances, the meeting agenda shall be sent to the Board members at least three (3) weeks in advance of the Board meeting.
 - (i) After it has been distributed to Board members, a copy of the agenda (exclusive of agenda materials) shall be made available to members on the internet and a copy of the agenda for a particular meeting shall be sent to any member who requests it. A notice informing members of their right to request a copy of the agenda for a particular Board meeting shall be placed in the Official Publication and/or posted electronically at least twice each year.
- (5) Attendance
- (a) Board members shall be expected to attend each meeting of the Board.
 - (b) Any Board member who is unable to attend a meeting shall advise the Recording Secretary as soon as possible; thus allowing reservations for accommodation to be canceled accordingly.
 - (c) The names of the Board members and staff members in attendance at Board meetings shall be recorded in the minutes of each successive day of the meeting. Board members, who are absent, shall be so recorded.
 - (d) Should it be necessary for a Board member to depart prior to the end of the meeting, the record shall reflect the time of the Board member's departure.
 - (e) The Executive Director shall attend all Board meetings and in the event that the Executive Director is unable to attend a Board meeting, he/she shall designate a senior staff member to attend on his/her behalf.
 - (f) Attendance of staff at Board meetings shall be at the discretion of the Executive Director.
 - (g) Attendance of legal counsel at Board meetings shall generally be at the discretion of the Executive Director.
- (6) Rules of Order
- (a) A roll call vote shall be taken at the request of any member of the Board provided the request is supported by at least one other Board member.
 - (b) Written motions which are included in the agenda do not require a seconder. All other motions require a mover and a seconder.
 - (c) All business conducted at the table shall be addressed through the Chair.
 - (d) Members in the gallery at any Board meeting may only address the Board at the Chair's discretion.
 - (e) Individuals or delegations may make presentations to the Board as long as a written submission, which outlines the overall intent of the presentation, has been forwarded to the Executive Director prior to the cut-off date and the item has been approved by the Executive Director and the Chair for inclusion on the agenda. The written submission shall be distributed to all members of the Board with the agenda.
 - (f) While in open session, all proceedings of Board meetings shall be on the record and completely recorded.

- (g) Upon a motion for in-camera session being approved by the Board, all parties who are not Board members shall be asked to leave the boardroom. Under certain circumstances, the Chair may request that persons such as the Executive Director, legal counsel, Audit Committee chair or other members of senior staff remain in the room. Persons remaining in the room during an in-camera discussion shall be bound by the rules of confidentiality.

F. General Meetings [Board Motion #22-03-23]

(1) General

- (a) General meetings, which shall include Annual General Meetings and Special General Meetings, shall take place in accordance with the procedures set out in The By-laws.
- (b) The date and location of any general meeting shall be determined by the Board.
- (c) Every effort shall be made to avoid setting a date, time and location of an Annual General Meeting which may conflict with a neighboring show, trial or event.
- (d) All business conducted at a General Meeting shall be addressed through the Chair.
- (e) It shall be the Chair's responsibility to maintain proper decorum.
- (f) Persons acting in an unruly manner may be removed from the meeting at the rule of the Chair.
- (g) All Board members, the Executive Director and any managers who may be present, shall be in attendance during all sessions of an Annual General Meeting.
- (h) Other than when making formal presentations, Board members and staff shall address those in attendance from their position at the head table only.
- (i) All members may attend and speak at General Meetings. Only those members, who are entitled to vote in accordance with The By-laws, may vote on any matters put to a vote at General Meetings.
- (j) Non-members are welcome to attend General Meetings as observers, however, they shall not, under any circumstances, be permitted to participate in the meeting in any manner.
- (k) When addressing the Board or staff at General Meetings, members must stand and speak at the microphone provided for this purpose. For the record, each speaker must identify themselves each time they speak.
- (l) The Honourary Chair of The Canadian Kennel Club shall formally be invited to attend the Annual General Meeting at the expense of The Canadian Kennel Club.

(2) Minutes

- (a) The proceedings of each General Meeting shall be recorded by The Canadian Kennel Club electronically and later transcribed into written form by the Recording Secretary. If requested, a copy of the recording will be provided, and the applicant will be charged the cost of reproduction.
- (b) Audio or video recordings will be retained for a period of three (3) years.

APPENDIX 1 – Role and Responsibilities of Board Members

[Board Motion #48-03-11]

Position Title: Board Member

Time Commitment: Variable from a few hours a week to several hours per week.

Term: Three years. Elected as per Section 12 of the By-laws.

Accountability

The Board of Directors is collectively accountable to Canadian Kennel Club (CKC) members in all zones in Canada. They are accountable for CKC's performance in relation to its Mission and Strategic Objectives and for the effective stewardship of financial and human resources.

Authority

Individual Board members have no authority to approve actions by the CKC, to direct staff or to speak on behalf of the association unless given such authority by the Board.

Qualifications

- CKC Regular/Premier/Life Member in good standing. [Board Motion #07-03-13]
- Resident in the relevant electoral zone.
- Have completed one (1) year continuous membership in CKC.
- Have attained the age of nineteen (19) years.
- Knowledge of the mission and strategic direction of the CKC.
- Commitment of time.
- Openness to learning.
- Computer literacy.

Personal Characteristics to Consider

- Ability to listen, analyze, think clearly, work well with people individually and in a group.
- Possess knowledge and skills in more than one area of Board governance: policy, finance, programmes and/or personnel.
- Willing to prepare for and attend Board and committee meetings, ask questions, take responsibility and follow through on any given assignment, and evaluate one-self.
- Develop certain skills to recruit CKC members, read and understand financial statements, ability to learn more about the CKC as an organization.
- Possess: honesty, sensitivity to and tolerance of differing views, friendly responsive approach, zone-building skills, personal integrity, and a sense of humour.

Responsibilities

- Attend all Board and committee meetings and special functions as approved.
- Work as a team member and support Board decisions.
- Be informed about the organization's Mission, By-laws, services, policies and programmes.
- Review agenda and supporting materials prior to Board and committee meetings.
- Make a serious commitment to actively participate on committees, task forces and offer to take on special assignments.
- Volunteer for and willingly accept assignments and complete them thoroughly and on time for CKC and its members.
- Abide by the By-laws, code of conduct and other policies that apply to the Board.
- Establish, review and monitor policies that guide core operational practices (e.g., financial management, human resource management).
- Keep up to date on developments affecting CKC and its members.
- Attend and participate in the Annual General Meeting.

- Assist the Board in carrying out its fiduciary responsibilities.
- Keep informed about issues relevant to the mission and objectives of the CKC.
- Be responsive to CKC zone members.
- Educate CKC members about the role of CKC.