

(4) Notwithstanding anything in this Act, a board may, for the purposes of this Act and the regulations, appoint another board to act on its behalf or on behalf of a joint committee established pursuant to this section.

1988 cS-3.1 s47

**Organizational meeting**

**64(1)** The organizational meeting of a board

- (a) subject to clause (b), shall be held annually, and
- (b) in any year in which a general election takes place, shall be held within 4 weeks following the date of that election,

at a time and place to be fixed by the secretary of the board.

(2) The secretary of the board shall give notice of the organizational meeting to each trustee as if it were a special meeting.

1988 cS-3.1 s48

**Chair**

**65(1)** At the organizational meeting, and afterwards at any time as determined by the board, the board shall elect one of its members as chair and another as vice-chair to hold office during the pleasure of the board.

(2) If the chair through illness or other cause is unable to perform the duties of the chair's office or is absent, the vice-chair has all the powers and shall perform all the duties of the chair during the chair's inability to act or absence.

(3) If both the chair and the vice-chair through illness or other cause are unable to perform the duties of the office or are absent, the board shall appoint from among its members an acting chair, who on being so appointed has all the powers and shall perform all the duties of the chair during the chair's and vice-chair's inability to act or absence.

1988 cS-3.1 s49

**Regular meetings**

**66(1)** The board shall hold as many regular meetings as it considers necessary to deal adequately with its business.

(2) The resolution of the board establishing the regular meetings of the board shall state the date, time and place of the regular meeting.

(3) The board is not required to give notice of the regular meetings of the board.

1988 cS-3.1 s50

**Special meetings**

**67(1)** A special meeting of a board may be called by

- (a) the chair of the board,
- (b) a majority of the trustees, or
- (c) the Minister,

after written notice has been given to each trustee in accordance with subsection (2).

**(2)** A notice of a special meeting shall state

- (a) the date, time and place of the special meeting, and
- (b) the nature of the business to be transacted at the special meeting.

**(3)** The notice of the special meeting shall be

- (a) sent by registered mail to each trustee at least 7 days before the date of the meeting, or
- (b) personally served at least 2 days before the date of the meeting on
  - (i) the trustee, or
  - (ii) a responsible person at the trustee's residence.

**(4)** Notwithstanding subsections (1) to (3), a special meeting may be held without notice being given under this section if every trustee agrees to waive the requirements of subsections (1) to (3).

**(5)** Unless all the trustees are present at the special meeting, no business other than that stated in the notice of the special meeting shall be transacted at the special meeting.

1988 cS-3.1 s51

**Procedure**

**68** The board may make rules governing its internal procedure and its meetings.

1988 cS-3.1 s52

**Readings of bylaw**

**69(1)** Every bylaw of a board shall have 3 distinct separate readings before the bylaw is finally passed.

**(2)** Not more than 2 readings of a bylaw shall be given at any one meeting unless the trustees present at the meeting unanimously agree to give the bylaw a third reading.

(3) The first reading of a bylaw shall be in full and, if each board member has in the member's possession a written or printed copy of the bylaw, the second and third readings may be by title and description only.

1988 cS-3.1 s53

**Open meetings**

**70(1)** The meetings of a board shall be held in public and no person shall be excluded from them except for improper conduct.

(2) The chair of the board may cause to be excluded from a meeting any person who, in the opinion of the chair, is guilty of improper conduct at that meeting.

(3) Notwithstanding subsection (1), when a majority of the trustees present at a meeting of the board are of the opinion that it is in the public interest to hold the meeting or a part of the meeting in private for the purpose of considering any matter, the board may by resolution exclude any person from the meeting.

(4) When a meeting is held in private, the board does not have the power to pass a bylaw or resolution at that meeting apart from the resolution necessary to revert to an open meeting.

1988 cS-3.1 s54

**Quorum**

**71(1)** No act or proceeding of a board is binding unless it is adopted at a meeting at which a quorum of the board is present.

(2) The quorum of a board is a majority of the trustees that, as specified under section 247, are to be elected to the board.

(3) Notwithstanding subsection (1), the Minister may order that when the number of trustees has fallen below the quorum the remaining trustees are deemed to be a quorum until elections are held to fill the number of vacancies required to achieve a normal quorum.

(4) Notwithstanding subsection (1), when the number of trustees at a meeting is less than a quorum because one or more trustees have declared a conflict of interest with respect to a matter before the board at the meeting, the Minister may order that the remaining trustees are deemed to be a quorum for the purpose of deciding that matter.

(5) A trustee may participate in a meeting of the board by electronic means or other communication facilities if the electronic means or other communication facilities enable the trustees participating in the meeting and members of the public attending the meeting to hear each other.

(6) Trustees participating in a meeting of the board by electronic means or other communication facilities are deemed to be present at the meeting.

RSA 2000 cS-3 s71;2009 c48 s7

#### **Voting on question**

**72(1)** All resolutions shall be submitted to a board by the chair or a trustee and no seconder is required.

(2) The chair and every trustee present at a meeting of the board shall vote for or against every question unless

- (a) in a specific case, the chair or a trustee is excused by resolution of the board from voting, or
- (b) the chair or a trustee is otherwise excused by this Act.

(3) The secretary of the board shall, whenever a recorded vote is requested by a trustee, record in the minutes the name of each trustee present and whether the trustee voted for or against the matter.

(4) Notwithstanding subsection (3), the secretary of the board shall, immediately after a vote is taken and on the request of a trustee, record in the minutes the name of that trustee and whether that trustee voted for or against the matter or abstained.

1988 cS-3.1 s56

#### **Required votes**

**73** At a meeting of a board the following apply:

- (a) each question shall be decided by a majority of the votes of those trustees present;
- (b) in case of an equality of votes, the question shall be decided in the negative;
- (c) a vote on a question shall be taken by open vote;
- (d) notwithstanding clause (c), with respect to the election of a chair or a vice-chair, if one or more trustees request that the vote be by secret ballot, the vote shall be by secret ballot.

1988 cS-3.1 s57

#### **Records**

**74** The board shall maintain a record of all the proceedings of the board and committees of the board.

1988 cS-3.1 s58