



Board Voting Policy and Guidelines

1. Purpose

The purpose of this policy is to define the FSAA's policies and guidelines in regard to voting processes by the Board of Directors (the Board).

2. Scope

The policy applies to all actively elected members of the Board.

3. Requirements

Whenever a vote is required by the Board, the FSAA Constitution is the accepted directional document. The following is from the Constitution:

- Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- No business is to be transacted by the committee unless a quorum is present

Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5) of the Constitution, the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid

and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Voting and decisions not included in the Constitution

Due to the nature of there being a limited number of Board meetings each year, there are times when voting and decisions must be made that cannot wait until the next meeting. The following process has been agreed by prior Boards of the FSAA and documented in meeting minutes:

- The CEO/Secretary is to email the matter to be voted /decided upon to all current active Board members
- The CEO/Secretary may include a recommendation as seen in the best interests of the FSAA
- A response date is to be included as to when each individual Board member should respond (generally within one week)
- Board members should respond individually and not include other Board members in their response so as to not influence the vote/decision of other individuals
- If there is a recommendation and a Board member does not respond, it is taken they agree with the recommendation
- As in all votes/decisions taken by the Board, a majority rule applies
- In the case of a tied vote, a casting vote will be applied by the chairperson of the FSAA.

4. Breach of this Code

It is not envisaged there will be any breach to the code as the process is specific and measurable.