



## Regina Community Clinic Board of Directors Policies and Procedures

**Policy:** Governance  
Governance and Communications  
Policy  
**Policy #** GOV-009

**Approved:** Board of Directors  
**Date:** April 22, 2026

---

### **Policy: Governance and Communications Policy**

**Purpose:** This policy provides the protocol by which the Regina Community Clinic (RCC) will facilitate board functioning and open communication among the RCC, its Board, stakeholders, members, and the community. This policy will be used in conjunction with the Communication, Brand, and Reputation External Working Relationships and Public Image Policy (CBR-001) as needed.

**Policy Statements:** While the RCC has bylaws that provide a clear framework and definition for its governance and board structure and system, this protocol provides further guidance on governance practice, internal board practices, and interfaces between the board and management and between the board and the community.

RCC's board aspires to:

- Engage actively at a strategic level rather than operational.
- Always act in the best interests of the RCC.
- Be free of conflicts of interest with their role as board members and declare such conflicts of interest openly and willingly as soon as possible.
- Make decisions by consensus wherever possible.
- Be transparent in its governance while complying with the board's policies, and Code of Conduct, including its expectation of reasonable confidentiality and the Bylaws of the Cooperative.
- Appropriately use its committees to support the work of the organization, and ensure due attention is provided to issues.

### **Procedures:**

#### Regular meetings

1. The board maintains control of its own agenda. Each year, within three (3) months of the annual general meeting (AGM), the board will develop a schedule of meetings, which includes, but is not limited to:
  - a. Scheduled time for monitoring of the board's own compliance with its policies, and for review of the policies themselves.
  - b. Scheduled time for board governance education and orientation.
  - c. Regular meetings consistent with RCC bylaws and for monitoring the strategic plan, which ultimately flows into the budget and operational plans of the RCC
2. Based on the outline of the annual schedule, detailed board meeting agendas shall be prepared jointly by the RCC Board Chair and the Executive Director.
3. As much as is practically possible, the board seeks to make all its decisions by consensus and the chair will seek to build unanimity around a decision before calling a vote. If, in the chair's view,



## Regina Community Clinic Board of Directors Policies and Procedures

unanimity is not reasonably achievable, the chair may call for a vote and a majority decision will stand. Once the board has made a decision, it is the responsibility of all of the board members to publicly support that decision as necessary.

### Board Agendas

4. The Chair of the Board, Executive Director, and Executive Assistant will collaborate on the Board agenda as early as possible prior to the meeting. Notice of meeting and board packages will be forwarded to all board members a minimum of five (5) days in advance of the meeting. Board members may add items to the agenda if approved by the Board Chair/Board prior to or at the Board meeting. Approvals will be contingent on the issue, the current agenda, and any time sensitivities related to the proposed item and items on the current Agenda.
5. The management team, including the medical co-ordinator, will be supplied with a board package, excluding any in-camera materials. Any member who requests the board agenda may receive it but not the accompanying agenda materials. The management team and medical coordinator do not have a vote at board meetings but can bring needed perspectives to agenda items when appropriate or when asked.
6. The Board agenda should include motions that need to be made/approved by the Board to simplify the Board Chair's agenda management and to ensure motions are captured appropriately for the minutes.
7. The members of the co-operative will have the opportunity to observe and/or take part in regularly scheduled board meetings at the approval of the chair. Members and non-member visitors may speak or present to the board at the discretion of the Executive Director and chair.
  - a. Individuals or groups wishing to speak and present to the RCC Board will advise the Executive Director at least ten (10) days prior to the next regularly scheduled meeting. Written information outlining the request for presentation may be required.
  - b. Presenters will be given up to 15 minutes for their presentation and up to 15 minutes for subsequent discussion by the board, audience, and staff. Time limits will be at the discretion of the Chair.
  - c. Persons or groups who would like an item on the agenda, but do not wish to speak to the subject, may submit written material to the Executive Director up to ten (10) days before the next regularly scheduled meeting.
  - d. All members and groups making presentations will receive correspondence regarding their presentation or agenda item within thirty (30) RCC days following the meeting.
  - e. This policy cannot be construed as limiting the Board of Directors ability to meet. Regular meeting and special meetings may be called anytime by the board chair in accordance with the bylaws to attend to the business of the co-operative.
8. RCC meetings are governed by Roberts Rules of Order although dialogue and divergent views on agenda items are permitted and encouraged in full before a resolution is actually moved and seconded.



## Regina Community Clinic Board of Directors Policies and Procedures

9. All board members are expected to speak up at the meetings, be direct, honest and open, and respectful of other opinions. Board members have the responsibility to speak up if they don't feel that they have the full information, or if they feel that the board is not spending enough time to discuss options and next steps. New agenda items or topics should be proposed to the chair at least a week before board meetings to give the chair and RCC staff time to prepare.
10. While the RCC Code of Conduct covers conflicts of interest and/or loyalty, the board seeks to deal with specific contentious situations proactively, openly and clearly, will seek legal counsel if needed, and will ensure everybody understands how these will be dealt with and why.

### Consent Agendas

Consent agendas may be used for RCC Board of Directors meetings, thereby permitting non-controversial board action items to be organized apart from the rest of the agenda and approved as a group. This includes all business items that require formal board approval and, because of their non-controversial nature, do not require board discussion before a vote is taken. Items may be on a consent agenda only if all board members agree. If even one member considers a specific item requires discussion, it must be removed from the consent agenda and placed on the regular agenda for the board meeting. All consent agenda information will be provided to board members well in advance of the meeting allowing time for removal of any item(s) that a member or members feel requires further board attention.

Reports from the executive director and medical coordinator fall within the consent agenda structure.

Reports from other agencies or organizations that are provided as information will be noted as information only in the "Information Items" area of the agenda. If a Board discussion is required, the report should be on the agenda in "Decision Items".

### RCC Board Committee Reports

The Chair of each board committee is responsible for reporting to the Board on the work done by the Committee between board meetings. If a committee requires a decision by the Board, the item should be noted as an agenda item requiring a motion.

### In-Camera Meetings

The board holds in-camera meetings, if needed, at the conclusion of each board meeting. The board secretary shall take confidential minutes. The board shall decide whether the minutes need to be distributed to board members. The board may also hold in-camera meetings at any other times as deemed necessary by the chair to deal with sensitive and confidential matters.

In-camera sessions for the board are tools for the board to have open and private discussions after board meetings regarding the performance of the organization or strategic issues affecting the organization. Board committees with members-at-large on them should **not** have in-camera sessions and should bring any issues that require in-camera to the Board.

Typically, the Executive Director will not be present for in-camera meetings but may be invited for in-camera proceedings when the directors are dealing with the Executive Director's performance or compensation. Other typical examples of in-camera sessions include when the Finance and Audit Committee or board meets with the auditor without management being present.



## Regina Community Clinic Board of Directors Policies and Procedures

The chair should determine and announce who will remain in the meeting and the rationale if requested for excluding any individuals being asked to leave the meeting. The chair must ensure that directors discuss only those items on the agenda that have been identified as being required to be held in-camera, and do not hold discussions on new issues that are not properly in-camera items.

In most cases, formal board decisions will not be made during in-camera sessions, but rather, once the regular board meeting reconvenes immediately following the conclusion of the in-camera session. There may be situations when those who regularly attend board or committee meetings should not have access to the pre-meeting materials or post-meeting minutes of an in-camera session. This is most likely to happen with members of management and staff. Therefore, the minutes of the in-camera portion of the meeting, if any, will be recorded and retained separately. These minutes are approved at an in-camera session at the next regularly scheduled board or committee meeting.

### Minutes\*

The minutes or notes of board meetings are a summary of who was present and what was discussed and decided. The RCC Executive Assistant (Confidential) will record meeting minutes at each board and committee meeting. Minutes will be provided to the board/committees for approval at the next board/committee meeting. If there are time-sensitive actions/decisions that the board needs to follow up on, then a draft copy of the minutes will be provided as soon as possible. Those minutes will remain draft until the next board meeting where they will be formally approved.

It is best practice not to record meetings in high detail. Minutes should not report confidential information – board discussions that are confidential in nature should be moved to in-camera. Directors may ask to have their vote recorded.

The RCC Governance and Human Resources Committee and board (when needed) should reflect regularly of the format and detail of its minutes.

(\*Adapted from ICD – A Guide to Not-For-Profit Board Minutes)

### Electronic Meetings

The RCC Bylaws provide for board meetings to be held electronically, as follows:

- All rules pertaining to in-person meetings apply equally to electronic meetings.
- All meeting participants must ensure they maintain complete privacy in their off-site meeting space, which ensures all discussions are kept confidential and are only heard by those invited to and attending the meeting.
- At no time will meeting participants record any portion of the meeting. The only exception to this is any recording made by the board's recording secretary for the purpose of minute-taking. Any such recording must be deleted/destroyed once the official minutes of the meeting have been approved. (Code of Conduct?)
- Under no circumstances are discussions in the "chat" function of virtual meeting software to be copied and saved by meeting participants or included as part of the official meeting minutes. (Code of Conduct?)



## Regina Community Clinic Board of Directors Policies and Procedures

### Strategic Engagement and Interfaces with Management

- The RCC Board of Directors is responsible for corporate governance, its responsibility to direct, monitor and evaluate RCC itself, through strategy, policy, and, the Executive Director.
- The board seeks to be actively engaged in strategy through active participation in assessing and approving strategic direction. The board governs through the approval and monitoring of strategic direction and board-level policies.
- While the board will inevitably and necessarily seek and need information from management from time to time at an operational level, the board endeavours to use this information in its governance roles – that is to set the strategic direction and gain reasonable assurance that the organization is indeed moving substantially in that direction.
- The RCC board and its committees carry out their functions primarily through meetings. Meetings are most effective when, in addition to directors, those people whose input is required attend and participate in the meeting. There are times when limitations are required on attendance by senior management and other advisors who customarily attend meetings. Such meetings are in-camera sessions.
- 

### Maintaining Board Confidences

The aspect of confidentiality permeates any interaction a board member may have with others, exclusive of other board members. This includes other individuals, colleagues, governments and organizations. All information about the RCC Board of Directors and its activities should be presumed to be confidential. The business of the board should not be discussed outside the boardroom. Should an instance arise which prompts a board member to have concern, it should be discussed with the chair, at the earliest opportunity.

### Formal Communications

In terms of formal communications, the following principles apply:

- The Executive Director is the primary spokesperson for, communicates on behalf of, and represents, the RCC.
- The chair communicates on behalf of, and represents the Board of Directors of, RCC.
- Individual board members refer all enquiries to the designated RCC spokesperson, typically the Executive Director. When in doubt, enquiries are referred to the chair for board matters, and to the Executive Director for all others. This applies to event invitations, stakeholder, media, public, management, staff, and other stakeholder requests and communications.

### Informal Communications

Regarding informal communications, individual board members will inevitably and legitimately have informal communications with stakeholders and RCC members. In all of these instances, it is incumbent upon board members to be explicitly clear that they are communicating in a personal capacity, not on behalf of the RCC or the board.

### Attendance at Events

RCC may host events including those of a social, representational and commercial nature, which board members are invited to attend. As with all communications with stakeholders, board members are



## Regina Community Clinic Board of Directors Policies and Procedures

expected to exercise vigilance and tact, referring any sensitive matters to the designated RCC spokesperson(s).

There may be instances when board members are requested to participate in various other events by virtue of their affiliation with RCC, for example, a speaking engagement to a professional organization. In these instances:

- The board member should advise the Executive Director of the request.
- The request will be considered and vetted by the chair of the board and/or the Executive Director.
- The board member may be provided with generic speaking notes for the occasion.
- The board member will make it clear that they are speaking in a personal capacity and not on behalf of RCC.
- The board member will provide the Executive Director with a verbal debrief of the event.

### Media Relations

Board members will refer any requests for media interviews to the Executive Director. In referring a media enquiry, board members should be mindful that:

- Media requests for information usually require a speedy response and should be handled on a priority basis.
- By referring the call to the Executive Director, Board members provide a signal as to the limit of their authority.
- They must never talk “off the record”.

### Requests from the Public

Occasions may arise from time to time whereby a board member is approached, either in writing or otherwise, by an individual or organization requesting the assistance of a board member in resolving an issue with RCC. Under these circumstances, the request should be directed to the Executive Director who will route the enquiry or request for appropriate action within RCC.

### Review

This policy will be reviewed annually by the Board, following the AGM where new officer and committee assignments are made.

Approval/Implementation/Evaluation Process	
Date Approved:	April 22, 2026
Approved by:	Board of Directors
Who & Date Reviewed:	Governance Committee, November 8, 2021; Governance and Human Resources Committee, January 12, 2026; Governance and Human Resources Committee, March 24, 2026
If revised, indicated the policy cancelled or suspended:	Article IV-6; Article IV-6.; G-6
Distribution:	
Monitor Date:	
Type of Monitoring:	
Director Responsible:	Governance and Human Resources Committee