



OHF POLICY ON DIRECTORS EMAIL VOTING

All revisions are noted with **BOLD** text.

Approved 2021-03-14

1. OVERVIEW

- 1.1 From time to time the Chair of the Board may call for an email vote of the Directors if the business at hand satisfies the below criteria:
 - 1.1.1 time is of the essence, and
 - 1.1.2 it is impracticable to gather the Directors for a meeting, and
 - 1.1.3 the motion is not controversial, and
 - 1.1.4 the motion does not require extensive background or explanation.
- 1.2 Motions conducted by email are intended to be straightforward. Therefore, there will be no material amendments or discussion on the proposed motion.

2. PROCEDURE

- 2.1 All motions for an email vote shall originate from the Chair of the Board or their designate.
- 2.2 All email votes will be sent to the group “OHF Directors” (OHFDirectors@ohf.on.ca). All Directors are assumed to have received the email if sent to that address.
- 2.3 Each Director shall “Reply All” on all motion correspondence. If a Director fails to “Reply All” the Chair of the Board or their designate will forward the correspondence to all Directors.
- 2.4 All email votes must be approved by unanimous decision. If not unanimous, it will automatically be deferred until the next Directors’ meeting.
- 2.5 A Director is required to declare a conflict of interest on the proposed motion if applicable. If a Director declares a conflict of interest, they will not be counted for purpose of determining the outcome of the vote.
- 2.6 The email subject line must include “MOTION”.
- 2.7 The motion shall appear in the email body.
- 2.8 New motions, not previously introduced at a Directors’ meeting, must:
 - 2.8.1 be identified as such, and
 - 2.8.2 receive a mover and seconder prior to the voting period.
- 2.9 Motions tabled from a previous Directors’ meeting must:
 - 2.9.1 be identified as such, and
 - 2.9.2 have the mover and seconder identified.
- 2.10 The voting period must be clearly identified by noting a start and end time.
 - 2.10.1 The voting period may not be less than 24 hours.
- 2.11 If a Director does not vote during the voting period, the proposed motion will automatically be deferred until the next Directors’ meeting.
- 2.12 Following the voting period, the Chair of the Board or their designate shall identify the outcome of the motion and report the outcome to the Directors.
- 2.13 All motions conducted by email shall be ratified at the next meeting of the Directors and noted in the minutes of such meeting.