

### Preamble:

This policy guides the process of seeking approval on an urgent matter when waiting for the next Board meeting is not practical. For urgent matters, the Executive can play a key role in formulating a recommendation for the Board in order to expedite discussion and decision.

### Policy Statement:

When an urgent matter that requires a Board decision is brought to the attention of a member of the Board, the matter must first be shared as soon as possible with the Executive prior to notifying the full Board. The Executive will proceed to discuss internally and determine the urgency of the matter and whether it can wait for a Board meeting. If it is deemed urgent, the Executive are to formulate a recommendation for the Board in order to expedite discussion and a decision. The recommendation is to be presented via email or emergency conference call. The decision will be made by the majority of the Board members who responded to the email by the specified deadline or participated in the emergency conference call.

### Procedures:

- 1) A Board Member who comes across an urgent matter requiring a decision notifies the Executive via email as soon as possible. An email to the full Board is not to be sent at this stage of the process. Examples of urgent matters include, but are not limited to:
  - a. Public statements or complex responses to the media,
  - b. Sensitive partner relations issues,
  - c. Urgent requests from stakeholders,
  - d. Any matter where a Board decision is required prior to the next scheduled Board meeting.
- 2) The Executive discuss the matter and determine the urgency and need for full Board decision.
- 3) If the matter is deemed urgent and requiring full Board decision, the Executive discuss internally and formulate a recommendation for the Board for the purposes of expediting discussion and a decision.
- 4) An emergency consultation email or conference call is sent to the full Board by a member of the Executive outlining:
  - a. the nature of the matter,
  - b. the reason for the urgency,
  - c. the recommendation from the Executive,
  - d. any relevant background documentation,
  - e. the date/time of the emergency conference call or the deadline for response via email.
- 5) The emergency consultation email or conference call is completed and the decision of the majority of those participating is carried.
- 6) Follow-up decisions or the outcomes of the urgent matter are to be presented at the next Board meeting.

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