



Climbing Escalade Canada
("the Corporation")

Board and Committee Electronic Voting Policy

1. Purpose

- 1.1 In order to address time sensitive issues in an expedient manner, the Climbing Escalade Canada ("CEC") Board of Directors ("Board") and the CEC Volunteer-based Committees ("Committees") may vote on issues online between meetings.
- 1.2 The Board is entitled by Section 7.1 of By-Law No 1 to vote on resolutions between meetings, but the Board lacks clear direction on when this should be done.
- 1.3 This policy provides clarity to Board and Committee procedures and outlines the rules for votes that take place by electronic means between meetings.

2. Principles

- 2.1 Most matters that come before the Board or a Committee are best dealt with at meetings.
- 2.2 In limited circumstances, a matter may be of sufficient urgency that it is best dealt with by an electronic vote between meetings.
- 2.3 In any event, Directors and Committee members must have sufficient time to discuss a matter so that they may weigh all options and arguments and make an informed decision.
- 2.4 The process of electronic voting should be clear and transparent.

3. Application to Board of Directors

- 3.1 A matter can be brought before the Board for an electronic vote by the Chair, by the Vice Chair, by the Executive Director, or by any two Directors if:
 - 3.1.1 The individual, or individuals, bringing forward the motion reasonably concluded that the matter needs to be settled on an urgent basis;
 - 3.1.2 It would be inappropriate or impractical to wait for the next scheduled Board meeting to settle the matter;
 - 3.1.3 It would be inappropriate or impractical to call a meeting on an emergency basis to settle the matter;
 - 3.1.4 The matter does not involve the making, amending, or repealing of a By-Law;
 - 3.1.5 The matter does not involve the appointment, termination, or remuneration of an Officer; and
 - 3.1.6 The matter has not been excluded from the scope of this electronic voting policy by another policy.

4. Application to Committees

- 4.1 This Policy applies to all Committees, whether standing or ad-hoc.
- 4.2 A matter can be brought before a committee for e-vote by any member of that committee or any CEC staff member if:

- 4.2.1 The individual, or individuals, bringing forward the motion have reasonably concluded that the matter needs to be settled on an urgent basis; and
- 4.2.2 The decision falls within the jurisdiction and competence of the Committee.

5. Process of Electronic Voting

- 5.1 All electronic motions will require support from two thirds of all Directors or eligible voting Committee members to pass.
- 5.2 The following methods are appropriate methods of electronic voting:
 - 5.2.1 Using the reply-all function to clearly indicate a vote on email threads on which all members of the Board or Committee, as the case may be, are copied; or
 - 5.2.2 Sending a clear vote on any other instantaneous messaging system which allows all members of the Board or Committee, as the case may be, to see the votes of all other members of the Board or Committee.
- 5.3 An electronic vote must be conducted in a manner accessible for all Directors or Committee member. The result of any electronic vote in which accessibility issues barred any Director or Committee member from participating shall be voided.

6. Timelines for Electronic Voting

- 6.1 Unless waived or amended by the Chair of the Board or Committee, at the sole discretion of the applicable Chair, electronic voting will be conducted in accordance with the following timeline:
 - 6.1.1 There will be a discussion period of forty-eight (48) hours commencing when the motion is presented. During the discussion period, the individual or individuals bringing forward the motion shall provide their reasons for supporting the motion and the reasons why it needed to be brought as an electronic motion.
 - 6.1.2 Following the end of the discussion period, there shall be a voting period of not more than twenty-four (24) hours (the "Voting Period"). The Voting Period shall end forty-eight hours after the motion was introduced unless:
 - 6.1.2.1 If twenty-four hours have passed since the motion was introduced and more than two-thirds of all Directors or eligible voting Committee members have voted in favour of the motion and no one has voted against the motion, in which case the Chair may, at the Chair's sole discretion, end the Voting Period early.
 - 6.1.2.2 If at any point prior to the end of the Voting Period, the Chair of the Board has reason to believe that a Director is not aware of the electronic motion, the Chair shall make reasonable efforts to contact the Director through other means.
- 6.2 A Director or Committee member is entitled to change their vote one or more times throughout the Voting Period, but can no longer change their vote once the Voting Period has concluded.

7. Reporting of Electronic Votes

- 7.1 Electronic votes and their results shall be included in the minutes of the next meeting of the Board or Committee following the electronic vote.

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