

TECHSPLOURATION CONSENSUS MODEL

Background and History

Consensus Model:

At the January 2008 Techsploration Board of Directors meeting it was agreed to adopt the Consensus Model as the decision making process for the Techsploration Board of Directors. Therefore, Rules of Order for the Conduct of Business will operate on a consensus basis. "Roberts Rules of Order" will be the final authority on that which cannot be resolved by consensus.

Principles of Consensus:

- Voluntary – cannot be imposed on a group.
- Respects diversity of interests and opinions – no "1" right answer.
- Seeks to develop acceptable compromises.
- Requires good will from all parties – and commitment to working towards an acceptable solution.
- Requires opposition to provide a rational explanation as to why a decision would have a negative impact on the organization.
- Requires acceptance of overall course – as opposed to "line-by-line" concurrence.
- Requires committed engagement of all parties – during and after the decision.

TECHSPLOURATION's Consensus Process lays out a four-step approach to decision making – with checks and balances at each stage of the process.

Step 1

Item tabled for consideration – by any director – all relevant facts outlined.

Chair – or any other director – summarizes the desired decision/proposal relative to the item.

Chair asks if there is consensus on the decision/proposal.

Option 1:

All directors support the decision/proposal – consensus attained.

Option 2:

All directors support and/or will stand aside on the decision/proposal – consensus attained.

Option 3:

One or more directors block or oppose proposal – consensus not reached – proceed to Step 2.

Step 2

Conduct further discussion on issue – director(s) articulate rationale for opposing proposal. Discussion focuses on developing a compromise solution.

After discussion, Chair – or any director – summarizes a revised decision/proposal relative to the item.

Chair asks if there is consensus on the revised decision/proposal.

Option 1:

All directors support the decision/proposal – consensus attained.

Option 2:

All directors support and/or will stand aside on the decision/proposal – consensus attained.

Option 3:

One or more directors block or oppose proposal – consensus not reached – proceed to Step 3.

Step 3

If consensus is not yet reached, the chair has three options.

Option 1:

Ask for further discussion/revision. Continue to pursue consensus – revert back to step 2.

Option 2:

Refer the matter back to the appropriate committee(s) with direction to report back with a revised recommendation.

Table the item for consideration at a future meeting.

Option 3:

Declare a block.

Refer matter to directors for further consultation.

Discuss at subsequent meeting.

Further to Step 3

At a subsequent meeting, director(s) may table further revisions to the proposal as an aid to consensus.

Chair will ask if there is consensus on the revised decision/proposal.

Option 1:

All directors support the decision/proposal – consensus attained.

Option 2:

All directors support and/or will stand aside on the decision/proposal – consensus attained.

Option 3:

One or more directors block or oppose proposal – consensus not reached – proceed to Step 4.

Step 4

If the Chair rules that an impasse has been reached, and a decision is required immediately, the Chair will call for an extraordinary vote.

The current requirements regarding voting will apply.

Motions relating to TECHSPLOATION Inc. by-laws state that no less than three directors, of which one is an officer of the executive, shall constitute a quorum for meetings of the board of directors.

Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

All resolutions put to a meeting shall be decided by a show of hands and a poll shall be carried by a majority of votes. Each director shall have one (1) vote and the Chair shall not have a casting vote in addition to any vote or votes that the Chair has as a director. (TECHSPLOATION Incorporation document 441436-5, May 4, 2007).

Appendix – Some important terms:

- Support/favor – accept the proposal as presented.
- Stand aside – allow the proposal to proceed, with unresolved issues note.
- Block – oppose the proposal.