

**MOOSE FACTORY ISLAND
DISTRICT SCHOOL AREA BOARD**

PROCEDURAL BY-LAWS

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**THE BY-LAWS OF
MOOSE FACTORY ISLAND DISTRICT SCHOOL AREA BOARD**

1. ARTICLE 1 - ARTICLE INTERPRETATION

1.1. DEFINITIONS AND MEANING OF TERMS

For this By-law and all other By-laws of the Board unless the context otherwise requires:

- 1.1.1. The singular includes the plural.
- 1.1.2. **ACT** means the *Education Act* as amended from time to time.
- 1.1.3. **BOARD** means the Moose Factory Island District School Area Board which, in accordance with the *Act*, is a public school board and represents the off-reserve portion of Moose Factory Island.
- 1.1.4. **COMMITTEE OF THE WHOLE BOARD** means a meeting of all Trustees in Committee and includes workshops for the purposes of retreats, Trustee orientation, or Trustee in-service, all of which are meetings open to the public unless *in camera*.
- 1.1.5. **CHAIR** means the Chair of the Board.
- 1.1.6. **COMMITTEE** means any statutory, special, advisory, or *ad hoc* Committee established by the Board.
- 1.1.7. **CONFLICT OF INTEREST** means a direct or indirect pecuniary interest as defined by the *Municipal Conflict of Interest Act* as amended from time to time.
- 1.1.8. **SUPERINTENDENT** means the Superintendent of Education who is the Chief Executive Officer and Chief Education Officer of the school system, and Secretary of the Board.
- 1.1.9. **IN CAMERA** means a meeting from which the public is excluded.
- 1.1.10. **INAUGURAL MEETING** means the first meeting of a newly elected Board to be held following a school board election and the commencement of the term of office.
- 1.1.11. **MEETING** includes a meeting of the Board and of a Committee.
- 1.1.12. **TRUSTEE** means a person elected, acclaimed, or appointed to the office of trustee of the Board pursuant to the provisions of the applicable legislation.
- 1.1.13. **VICE-CHAIR** means the Vice-Chairperson of the Board.

1.1.14. **YEAR**, unless qualified by the word election, calendar, or school, means the period commencing on the first day of September and ending on the last day of August next following.

1.2. VOTING

1.2.1. Except as otherwise provided in these By-laws, an affirmative vote shall require a majority of the votes of the Trustees present and entitled to vote.

1.2.2. The Chair may vote on any motion before the Board.

1.2.3. Any motion on which there is an equality of votes is lost.

1.2.4. Should there be an equality of votes on any motion upon which the Chair has not voted, the Chair may cast the deciding vote.

1.3. CALCULATION OF MAJORITIES

1.3.1. Whenever in the By-laws of the Board there is a provision for a majority of Trustees, such majority shall be calculated as a simple majority of Trustees present and eligible to vote; and where there is a provision for a majority of all Trustees, such majority shall be calculated as a simple majority of all Trustees of the Board regardless of absences or vacancies in the office.

2. **ARTICLE 2 - INAUGURAL AND ANNUAL MEETINGS OF THE BOARD**

2.1. DATES OF INAUGURAL AND ANNUAL MEETINGS

2.1.1. Subject to statutory requirements, the Board shall, in an election year, fix a day not later than the first Tuesday in December for the Inaugural Meeting of the Board for the ensuing year beginning at 6:30 p.m. in the evening.

2.1.2. In the case of a non-election year, the Board Annual Meeting shall be held immediately prior to the first Board meeting in December.

2.1.3. The procedure at Board Inaugural and Annual Meetings, subject to other By-laws, shall be as follows and as applicable.

2.2. PURPOSE OF INAUGURAL AND ANNUAL MEETINGS

2.2.1. The purpose of the Inaugural or Annual Meeting shall be to fulfill the requirements of the *Act* and Regulations, including the election of the Chair and Vice-Chair.

2.2.2. The Trustees may, at the Inaugural or Annual Meeting, consider any other business that, in the opinion of the Superintendent of Education, requires action by the Board as a matter of urgency.

2.3. PRESIDING OFFICER AT THE INAUGURAL OR ANNUAL MEETING

2.3.1. The Superintendent shall preside as the Chair until the Trustees have elected a Chair, and shall call the meeting to order.

2.3.2. In the absence of the Superintendent, the Business Administrator shall be elected to preside.

2.3.3. In a school board election year, the Presiding Officer shall:

- a) administer to each Trustee the Oath of Office and the Oath of Allegiance; and
- b) declare the Board to be legally constituted for the appropriate term of office.

2.4. PROCEDURE FOR ELECTION OF OFFICERS AT THE INAUGURAL OR ANNUAL MEETING

2.4.1. The Superintendent shall conduct the election for the office of Chair of the Board which shall be as follows:

- a) Nominations shall be made verbally.
- b) Each nomination shall require a “mover” but not a “seconder”.
- c) After the third call for nominations and after one or more nominations have been made, the nominations shall be declared closed. In the case of single nomination, if the nominee agrees to stand, the nominee is declared elected unanimously.
- d) The Superintendent shall then poll in reverse order those nominated to determine if they wish to stand. If an acclamation does not occur, voting shall then be conducted by secret ballot after each candidate has addressed the Board for no more than five (5) minutes and after Trustees have been allowed to question each candidate once.
- e) In the event that none of the nominees accept their nomination, the Superintendent shall reopen nominations.
- f) The votes shall be counted by (2) two scrutineers appointed by the Superintendent, if required.
- g) The member receiving a clear majority of the votes cast by all members present shall be declared elected.

- h) In the case of an equality of votes, the candidates shall draw lots to fill the position.
- i) The Chair so elected shall then take the chair and conduct the election for the office of Vice-Chair in the manner prescribed for the election of the Chair.

2.5. ELECTION OF OFFICERS

- 2.5.1. At the first meeting in December of each year and at the first meeting after a vacancy occurs in the Office of Chair, the Trustees shall elect one of themselves to be Chair.
- 2.5.2. At the first meeting in December of each year and at the first meeting after a vacancy occurs in the office of Vice-Chair, the Trustees shall elect one of themselves to be Vice-Chair.
- 2.5.3. For the purposes of this subsection 2.5, the process outlined in subsections 2.3 and 2.4 shall apply.

3. **ARTICLE 3 – MEETINGS**

3.1. REGULAR BOARD MEETING

- 3.1.1. In each year, the regular meetings of the Board shall be held at 6:30 p.m. in the evening on regular dates, as decided by the Board, with the exception of July and August.

3.2. SPECIAL BOARD MEETING

- 3.2.1. The Chair shall call a Special Meeting of the Board or of the Committee of The Whole Board, including an *in camera* meeting:
 - a) at any time determined by resolution of the Board at the date and time so determined;
or
 - b) at the date and time fixed by the Chair within seven days of receipt of the written request of three trustees (quorum).
- 3.2.2. The Chair may call a Special Meeting of the Board or of the Committee of The Whole Board, including an *in camera* meeting, at a date and time fixed by the Chair.

3.3. ELECTRONIC MEETINGS

- 3.3.1. To ensure access to public meetings, and in accordance with sections 208.1 and 229 of the *Education Act* and Ontario Regulation 463/97—Electronic Meetings, the Board shall provide Trustees with the ability to participate in Board or Committee meetings using electronic means.

- 3.3.2. Each Trustee shall be physically present in the meeting room of the Board for at least three (3) regular meetings of the Board during each year.
- 3.3.3. If a Trustee has been appointed to fill a vacancy, the Trustee shall be physically present in a meeting room of the Board for at least one (1) regular meeting of the Board during each period of four (4) calendar months calculated from the date appointed to fill the vacancy to the end of that year.
- 3.3.4. At every electronic meeting of the Board or of the Committee of the Whole Board, the following persons shall be physically present in the boardroom and so recorded in the minutes:
- a) the Chair, or designate;
 - b) at least one (1) additional Trustee; and
 - c) the Superintendent or Business Administrator.
- 3.3.5. At every meeting of a Committee of the Board, except the Committee of the Whole, the following persons shall be physically present in the meeting room of the Committee and so recorded in the minutes:
- a) the Chairperson of the Committee, or designate; and
 - b) The Superintendent, or designate.
- 3.3.6. Subject to the requirements in subsections 3.3.2, 3.3.3, 3.3.4, and 3.3. 5, at the request of any Trustee, the Board shall provide the Trustee with electronic means of participating in one (1) or more meetings of the Board or of a Committee of the Board, including the Committee of the Whole Board. A request to participate by electronic means shall be made to the Business Administrator no later than three (3) working days prior to the meeting in question.
- 3.3.7. A Trustee who participates in a meeting through electronic means shall be deemed to be present at the meeting and the minutes shall record the presence through electronic means of each such Trustee.
- 3.3.8. The electronic means shall permit the Trustee to hear and be heard by all other participants in the meeting.
- 3.3.9. The electronic means shall be provided in such a way as to ensure compliance with the rules governing Conflict of Interest of Trustees.
- 3.3.10. A member of the Board participating in a Board or Committee meeting using electronic means may verbally move or second a motion. This shall be recorded in the minutes of the meeting by the Secretary of the Board or designate.
- 3.3.11. Should there be technical difficulties and the electronic portion of the meeting is interrupted, the meeting shall be recessed for a period not exceeding thirty (30) minutes as determined by the Chair of the meeting.

3.3.12. Should there be technical difficulties and the electronic portion of the meeting cannot be reconvened before the end of the recess provided in subsection 3.3.11:

- a) Subsection 3.7.5 shall apply if there is no quorum.
- b) The minutes of the meeting shall indicate the time of any electronic disruption and the recess determined by the Chair of the meeting, and the name of any Trustee who thereby ceases to be present.

3.3.13. A Trustee and a member of a Committee participating electronically in a meeting shall be governed by the rules of the Board related to meetings of the Board or Committees (as the case requires).

3.4. COMMITTEE OF THE WHOLE BOARD

3.4.1. The Committee of the Whole Board, including the Committee of the Whole Board *in camera*, when necessary, may precede or follow the regular meeting of the Board, as appropriate.

3.4.2. The Committee of the Whole Board shall be composed of all Trustees. When the Board, by a motion which is decided without debate or amendment, resolves itself into Committee of the Whole Board, the Chair or acting Chair will remain the Chair.

3.4.3. All rules of the Board shall be observed in Committee of the Whole Board except those limiting the number of times a Trustee may speak.

3.4.4. In Committee of the Whole Board, a Trustee may at any time move that the committee rise to report progress, or to obtain the ruling of the Chair, with leave to sit again, and such motion is always in order and shall be decided without debate.

3.4.5. Questions of order arising in Committee of the Whole Board shall be decided by the Chair subject to an appeal to the Committee of the Whole Board by any Trustee.

3.4.6. A report of the Committee of the Whole Board may, before its adoption, be amended by the Board, without going back into Committee of the Whole Board for that purpose.

3.5. PRESIDING OFFICER

3.5.1. The Chair, when present, shall preside at all meetings of the Board.

3.5.2. In the absence of the Chair, the Vice-Chair shall preside at meetings of the Board.

3.5.3. In the absence of the Chair and the Vice-Chair, another trustee selected by the Trustees present shall preside at the meeting of the Board or Committee of the Whole.

3.6. NOTICE OF MEETINGS

- 3.6.1. No formal notice of a regular meeting of the Board and of the Committee of the Whole Board shall be required, but a written or electronic reminder of each meeting shall be circulated to each Trustee not less than forty-eight hours in advance of each meeting.
- 3.6.2. Written notice of every Special Meeting of the Board and of the Committee of the Whole Board shall be given by delivery or by electronic means to each Trustee at least forty-eight hours (excluding Saturdays and Sundays) prior to the time of the meeting.
- 3.6.3. The notice of every Special Meeting of the Board and the Committee of the Whole Board shall state all business to be transacted or considered, and notwithstanding any other By-law, no other business will be considered unless a majority of all Trustees are present at the meeting and unanimously agree to consider other business. Notice is not required for monitoring reports and other information items to be presented at the meeting.

3.7. QUORUM FOR MEETINGS

- 3.7.1. A majority of all Trustees of the Board shall constitute a quorum for meetings of the Board and of the Committee of the Whole Board.
- 3.7.2. A majority of all Trustees shall constitute a quorum for an *in camera* meeting of a Committee of the Board, including an *in camera* meeting of the Committee of the Whole Board.
- 3.7.3. A majority of the Trustees who are members of a Committee shall constitute a quorum for meetings of the Committee.
- 3.7.4. When a Trustee(s) declares pecuniary interest under the *Municipal Conflict of Interest Act*, the number of Trustees that constitutes a quorum is adjusted as directed by the *Municipal Conflict of Interest Act*.
- 3.7.5. If a quorum is not present at a meeting within thirty (30) minutes of its scheduled time of commencement, the meeting shall stand adjourned without any further formality.

3.8. LENGTH OF MEETINGS

- 3.8.1. A regular meeting of the Board shall conclude no later than 9:00 p.m. unless extended by consent of a majority of Trustees.
- 3.8.2. A Special Meeting of the Board or of a Committee shall not continue in session for more than three hours.
- 3.8.3. Notwithstanding what is otherwise set out in subsections 3.8.1 and 3.8.2, upon consent of a majority of Trustees, a meeting may be extended beyond the limits otherwise provided.

3.9. IN CAMERA MEETINGS

3.9.1. In accordance with the *Act*, a meeting of a Committee of the Board, including a meeting of the Committee of the Whole Board, may be held *in camera* when the subject matter under consideration involves:

- a) the security of the property of the Board;
- b) the disclosure of intimate, personal or financial information in respect of a member of the Board or Committee, an employee or prospective employee of the Board or a pupil or his or her parent or guardian;
- c) the acquisition or disposal of a site;
- d) decisions in respect of negotiations with employees of the Board;
- e) litigation affecting the Board, and privileged legal communications.

3.10. RULES OF ORDER

3.10.1. The rules of order to be observed at meetings shall be in accordance with the provisions of these By-Laws.

3.10.2. In all cases for which no specific provision is made in these By-Laws, the rules and practice of a current edition of Robert's Rules of Order shall govern.

3.11. AGENDA FOR REGULAR MEETINGS

3.11.1. The order of business for regular meetings of the Board that are open to the public shall be as follows:

1. Call to Order
2. Opening Prayer
3. Roll Call
4. Approval of Agenda
5. Approval of Minutes
6. Business Arising from Minutes
7. Business Administrator's Report
8. Principal's Report
9. Superintendent's Report
10. New Business
11. Committee of the Whole
12. Information Items
13. Date and Time of Next Regular Board Meeting
14. Adjournment

3.12. AGENDA FOR COMMITTEE MEETINGS

3.12.1. A Committee shall set its own agenda, provided that each committee meeting agenda shall provide for the adoption of the minutes of the Committee's previous meeting.

3.13. ORDER OF AGENDA

The order of the agenda may be altered with the consent of a majority of Trustees.

3.14. APPLICATION TO SPECIAL MEETINGS

The provisions of subsection 3.11 about the order of the agenda apply with necessary modifications for Special Meetings of the Board.

3.15. APPLICATION TO *IN CAMERA* MEETINGS

The provisions of subsection 3.11 apply with necessary modifications to an *in camera* meeting of the Committee of the Whole Board.

3.16. PLACING MATTERS ON THE AGENDA

3.16.1. Matters placed on the Board agenda must be part of the Board job description as outlined in Board policy and must be contained under the agenda headings outlined in subsection 3.11 of the By-law.

The following matters are appropriate items for the Board agenda:

- a) a Notice of Motion as prescribed in subsection 5.1 of the By-law;
- b) a matter related to a Notice of Motion that was given at a prior meeting of the Board;
- c) Committee reports to the Board;
- d) a presentation given without debate;
- e) a communication for receipt, referral, or both;
- f) the adoption of the annual budget estimates of the Board;
- g) a matter for which By-law or government policy must be decided by the Board;
- h) a matter that a Trustee has requested to be placed on the agenda after the Trustee has followed the Trustee Inquiry process outlined in subsection 3.17 of the By-Law;
- i) a matter that, in the opinion of the Superintendent of Education, requires action by the Board as a matter of urgency; or
- j) a matter sustained by the affirmative votes of the majority of all Trustees.

3.17. TRUSTEE INQUIRIES

3.17.1. Prior to placing a matter as an agenda item, a Trustee will have previously discussed with the Chair any issues related to a violation of Board policy.

3.17.2. Any matter pertaining to the operations of the school system must have been previously directed to the Superintendent of Education.

3.17.3. Trustees shall follow the protocol outlined in subsection 3.18.

3.18. PROTOCOL FOR TRUSTEE INQUIRIES

3.18.1. The following protocol for Trustee inquiries shall be followed:

- a) Inquiries will be made of the Chair and/or Superintendent of Education, as appropriate;
- b) Inquiries must be in sufficient detail to enable the Chair and/or Superintendent of Education to respond in a reasonable manner;
- c) Where appropriate, the Chair or Superintendent of Education may request that a Trustee provide the inquiry in writing;
- d) If, after receiving the information from the Chair and/or Superintendent of Education, as appropriate, the Trustee believes the item should be raised with the Board, the Trustee may request that the Chair place the item on the agenda of the next regular meeting of the Board or Committee of the Whole Board or Committee of the Whole Board *in camera*, as appropriate.

3.19. DELIVERY OF AGENDA FOR BOARD MEETING

3.19.1. The agenda for every meeting shall be hand-delivered or mailed to each Trustee forty-eight hours in advance of such meeting.

3.19.2. The agenda shall be prepared in accordance with subsection 3.11 and shall be accompanied by:

- a) the minutes of the previous meeting;
- b) the full text of all notices of motion for consideration; and
- c) copies of all administrator's reports.

3.20. DELIVERY OF AGENDA FOR COMMITTEE MEETING

3.20.1. The agenda for every Committee meeting that is not *in camera*, together with notice or reminder of such meeting, shall be delivered electronically to each Committee member forty-eight hours in advance of such meeting.

3.21. DEADLINE FOR INCLUDING MATTERS ON THE AGENDA

The deadline for including matters on the agenda for the next regular meeting of the Board shall be five (5) working days (at 4:30 p.m.) preceding the meeting.

4. **ARTICLE 4 – DELEGATIONS**

4.1. PROTOCOL FOR DELEGATIONS

The Board agenda will provide for delegations, all of which shall comply with the following:

- 4.1.1. In order to appear as a delegation at a regular meeting of the Board, the individual or group must contact the Secretary of the Board at least forty-eight hours before the Tuesday preceding that meeting.
- 4.1.2. The individual or group must indicate to the Secretary of the Board the name of the individual(s) who will appear as a delegation.
- 4.1.3. The individual(s) speaking for the delegation must provide the Secretary of the Board with sufficient written copies of the presentation. The written material must be provided in sufficient time for its inclusion in the agenda package.
- 4.1.4. The Chair of the meeting at which the delegation appears will recognize only the spokesperson as the representative of any group delegation.
- 4.1.5. A delegation will be afforded ten minutes in order to make its presentation before the Board.
- 4.1.6. Where there are multiple delegations on the same topic, the Chair of the meeting may require that presentations be combined or may reduce the time of the presentations.
- 4.1.7. Where a matter presented by a delegation deals with a topic that should properly be considered by the Committee of the Whole Board *in camera*, the Chair of the meeting shall halt the presentation. The presentation may continue once the Board has resolved to move into the Committee of the Whole Board *in camera*.
- 4.1.8. The Chair of the meeting may terminate a presentation that deviates materially from the topic of presentation.
- 4.1.9. The spokesperson(s) for a delegation shall refrain from the use of abusive or derogatory language at all times and the Chair of the meeting may expel or exclude from any meeting any person(s) who engage in this or any other form of improper conduct.
- 4.1.10. Each delegation, at the time of registration with the Secretary of the Board, shall receive a copy of this section of the By-Law.

- 4.1.11. Since a Trustee is permitted to place a matter on the agenda under subsection 3.16, and is permitted to make inquiries under subsection 3.17, a Trustee shall not be permitted to appear before the Board as a delegation.
- 4.1.12. With respect to delegations from Board employees, where the submission is, or relates to, a matter that is personal to the speaker, there shall be no special restrictions.
- 4.1.13. If the matter is being dealt with or may be dealt with under a collective agreement to which the Board is a party, such submission shall be dealt with in accordance with the provisions of such collective agreement.
- 4.1.14. The Secretary of the Board shall be responsible to communicate the Board's response to a delegation, if any.

5. ARTICLE 5 - BOARD MEETING PROCESS

5.1. NOTICE OF MOTION FOR A BOARD MEETING

- 5.1.1. A Trustee may place a Notice of Motion regarding any matter with respect to which the Trustee has a right to vote upon the agenda of a meeting of the Board. Such Notice of Motion:
- a) shall be wholly in writing;
 - b) shall be accompanied by an explanatory notice;
 - c) shall be delivered to the Secretary of the Board as per subsection 3.21 of the By-law;
 - d) shall, after its appearance on the agenda, be taken as read unless any Trustee requests that it be read in full;
 - e) may be referred by resolution of the Board to a meeting of the Committee of the Whole Board or an appropriate Committee; and
 - f) shall not be the subject of any debate or comment at the meeting at which it is introduced unless consent is provided by a majority vote of all Trustees.
- 5.1.2. Notwithstanding anything set out in this subsection 5.1, before a Trustee places a Notice of Motion on the agenda, the Trustee must have completed the trustee inquiry process as outlined in subsection 3.17 of the By-Laws.

5.2. ADMINISTRATOR'S REPORTS

When the Board receives the school/Board administrator's reports, the minutes of the meeting at which the report is received shall expressly provide that the Board has received and approved the reports as presented.

5.3. SPEAKER TO AWAIT RECOGNITION

Any Trustee wishing to speak at a meeting shall await recognition by the Chair.

5.4. METHODS OF DECISION-MAKING

- 5.4.1. Every matter considered by the Board shall be disposed of by a majority vote of Trustees present and eligible to vote on the matter, with preference given to the following sequence:
- a) by general or unanimous consent, in which the Chair, exercising discretion, states that the motion will be adopted in the absence of objection; or
 - b) by show of hands in the affirmative and in the negative.
- 5.4.2. When a decision cannot be reached by consensus, the Board shall determine the outcome through a motion that must be moved and seconded before being accepted by the Chair, and approved by a majority vote of Trustees present and eligible to vote, using Robert's Rules of Order as and when necessary.
- 5.4.3. Any Trustee may require that a vote be recorded by so requesting before the call to order for the vote. The Chair shall call the name of each Trustee in turn, beginning with the Trustee to the Chair's immediate left. Each Trustee shall respond, indicating whether the Trustee's vote is in favor or opposed to the matter under discussion, or if the Trustee is abstaining from voting, and each such vote or abstention shall be recorded in the minutes.

5.5. NO RECONSIDERATION IN THE SAME YEAR

- 5.5.1. Any matter which has been decided upon by the Board shall not be placed on the agenda of the Board during the same calendar year unless:
- a) no motion to reconsider the matter has been previously made during the same calendar year, and failed;
 - b) a motion to reconsider the matter is made by a Trustee who voted on the prevailing side of the motion sought to be reconsidered; or
 - c) by an affirmative vote of the majority of all Trustees of the Board entitled to vote thereon.

5.6. MOTION TO RECONSIDER

- 5.6.1. A motion to reconsider is debatable and once adopted, places before the Trustees the original motion on which the vote is to be reconsidered. The Trustees may:
- a) without debate, simply vote again on the original motion;
 - b) amend the original motion and vote on the amended motion; or
 - c) make a motion to rescind the original motion.

5.7. CONFLICTS OF INTEREST

- 5.7.1. Where a Trustee has a direct or indirect pecuniary interest in a matter being considered at a meeting, the Trustee shall act in accordance with the *Municipal Conflict of Interest Act* and:
- a) shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;
 - b) shall not take part in the discussion of, or vote on any question in respect of the matter; and
 - c) shall not attempt in any way whether before, during, or after the meeting to influence the voting on any such question.
- 5.7.2. Where the meeting is *in camera*, the Trustee shall also leave the meeting or the part of the meeting during which the matter is under consideration.
- 5.7.3. Where the interest of a Trustee has not been disclosed by reason of the Trustee's absence from the meeting at which the matter was considered, the Trustee shall disclose the interest and otherwise comply with requirements of subsection 5.7.1 at the next meeting attended by the Trustee.
- 5.7.4. A trustee who has a significant non-pecuniary interest in a matter which is to be voted on by the Board is encouraged to abstain.

6. **ARTICLE 6 – COMMITTEES**

6.1. BOARD'S RIGHT TO ESTABLISH COMMITTEES

- 6.1.1. The Board may choose to execute its functional responsibilities through statutory, standing and *ad-hoc* Committees that are consistent with the *Act* and Regulations.

6.2. COMMITTEES HAVE NO POWER TO ACT

- 6.2.1. No Committee shall have power to act, except where the Board shall have explicitly delegated such power, but then only to the extent of, and subject to the express conditions and limitations imposed upon the Committee, in such delegation.

6.3. MEMBERSHIP AND MANDATE

- 6.3.1. The membership, mandate, term and reporting expectations for every Committee established under this Article shall be consistent with the *Act* and shall be approved by the Board, and, within this context:
- a) A Committee instituted by the Board through Board policy shall function according to the other provisions of the Board By-Laws with necessary modifications;

- b) The Chair of the Committee shall be selected by the Committee; and
- c) No Trustee shall be a member of a Committee where the Trustee has or is likely to have a Conflict of Interest.

7. ARTICLE 7 – OFFICERS

7.1. OFFICERS OF THE BOARD

The Officers of the Board shall be:

- a) the Chair;
- b) the Vice-Chair;
- c) the Superintendent shall also be the Secretary of the Board;
- d) the Business Administrator shall hold the office of Treasurer of the Board and, when exercising such office, shall be known as the Treasurer of the Board.

7.2. DUTIES OF THE CHAIR

The Chair, in addition to those duties assigned under provincial legislation, Board policy, and these By-Laws shall:

- a) preside at all meetings of the Board and at all meetings of the Committee of the Whole Board and conduct them according to the By-laws;
- b) be a signing officer of the Board as prescribed in the By-laws;
- c) approve the draft agenda of the Board Meetings;
- d) be a member ex-officio of all Board Committees;
- e) perform all other functions required of the Chair of a school board, and those expressly delegated to the Chair by the Board; and may:
 - call Special Meetings of the Board;
 - issue statements to the public media on behalf of the Board; and
 - expel or exclude from any meeting any person who has been guilty of improper conduct at the meeting.

7.3. DUTIES OF THE VICE-CHAIR

The Vice-Chair, in addition to those duties assigned under provincial legislation, Board policy, and these By-laws shall:

- a) in the absence of the Chair, or in the event of the inability of the Chair to act, assume any or all of the duties of the Chair, except those which are precluded by law, By-Law or regulation; and whenever the Vice-Chair assumes any duty of the Chair, the absence or inability to act of the Chair shall be conclusively presumed;
- b) be a signing officer of the Board as prescribed in the By-laws; and
- c) perform all other functions required of the Vice-Chair of a school board, and those expressly delegated to the Vice-Chair by the Board.

7.4. DUTIES OF THE SUPERINTENDENT OF EDUCATION

7.4.1. The Board will instruct the Superintendent of Education through written policies, delegating interpretation and implementation to the Superintendent of Education. In addition to those duties assigned under provincial legislation, Board policy, and these By-laws, the Superintendent of Education is the Chief Executive Officer and the Chief Education Officer of the school system. The Superintendent of Education:

- a) is accountable to the Board acting as such;
- b) may use any reasonable interpretation of the Board's Vision, Mission, and Values policy, Strategic Directions and Key Priorities, and Delegation of Authority policies;
- c) is authorized to establish all administrative procedures, make all decisions, take all actions, establish all practices and develop all activities; and
- d) shall also hold the office of Secretary of the Board and, when exercising such office, shall be known as Secretary of the Board.

7.5. DUTIES OF THE SECRETARY OF THE BOARD

7.5.1. The Secretary of the Board, in person or by delegate, in addition to those duties assigned under the provincial legislation and the by-laws, shall:

- a) attend all meetings of the Board and Committees;
- b) prepare minutes of all meetings;
- c) keep records as required by law and subject to the directions of the Board;
- d) conduct the official correspondence of the Board;
- e) receive and pass on to the Board, Committee of the Whole Board or the relevant Committee, all correspondence, petitions, and reports of other officials;
- f) prepare, in consultation with the appropriate Chair, the draft agenda of all meetings of the Board, the Committee of the Whole Board and each Committee;
- g) maintain an up-to-date policy manual;
- h) maintain charge of all correspondence, reports and other documents;
- i) promulgate all orders, policies and other directions of the Board and other matters in accordance with requirements of the law;
- j) act as the "head" of the organization for the purpose of the *Municipal Freedom of Information and Protection of Privacy Act*; and
- k) bring to the attention of the Board any matter in respect of which, in the opinion of the Secretary, it may be necessary or useful for the Board to be aware.

7.6. DUTIES OF THE TREASURER OF THE BOARD

7.6.1. The Treasurer of the Board, in addition to those duties assigned under provincial legislation, Board policy, and otherwise in the By-laws, shall:

- a) with the approval of the Superintendent of Education, invest surplus funds in accordance with the provisions of the *Education Act*;
- b) submit to the Board annually a statement of estimated revenue and expenditures;

- c) prepare annual financial statements and arrange for the audit by the auditors appointed by the Board;
- d) through the Superintendent of Education, report annually to the Board particulars of existing insurance and fidelity bonds expiring during the year with recommendations for renewal; and
- e) through the Superintendent of Education, report annually to the Board from time to time and as requested by the Board on all financial matters.

7.7. REMOVAL OF OFFICERS

Unless prohibited by law, the Board may at any time, upon a majority vote of all Trustees of the Board, remove any officer(s) of the Board.

8. ARTICLE 8 - TRUSTEE VACANCY

8.1. FILLING A TRUSTEE VACANCY

The office of any Trustee that becomes vacant shall be filled in a manner which complies with the requirements of the Education Act.

9. ARTICLE 9 - EXECUTION OF DOCUMENTS

9.1. SIGNING AUTHORITIES

- 9.1.1. The Chair or other presiding Trustee and the Secretary of the Board shall sign the minutes of all Meetings of the Board and of all Committee of the Whole Board meetings.
- 9.1.2. All expenditures are subject to the prior approval of the Superintendent of Education, the Treasurer of the Board, or such other officials as the Superintendent or the Treasurer may from time to time designate in writing.
- 9.1.3. Deeds, transfers, contracts, loans and other documents, required to be executed under the corporate seal of the Board, shall be signed by the Chair and the Business Administrator.
- 9.1.4. Cheques, accounts, or orders for payment drawn on account of the Board maintained at any bank shall be signed by the Chair or Vice-Chair, and by the Treasurer of the Board.
- 9.1.5. Documents covering routine matters, or otherwise not requiring to be executed under the corporate seal of the Board, shall be signed by the Superintendent of Education or such other officials as the Superintendent of Education may from time to time designate in writing.

9.1.6. The Treasurer of the Board, or delegate, shall negotiate or deposit with or transfer to the bankers for the Board, but for credit only of the account of the Board, all or any cheques, promissory notes, drafts, acceptances, bills of exchange, and orders for the payment of money.

9.1.7. The Board may, by resolution, authorize the borrowing of funds from chartered banks in accordance with the provisions of the *Education Act*.

9.2. BOARD SEAL

The Business Administrator shall be responsible for affixing the corporate seal of the Board to such instruments as require the same.

9.3. SIGNATURES BY REPRODUCTION

Signatures of persons authorized to sign cheques, drafts, or orders for payment drawn on bank accounts of the Board may be mechanically reproduced.

10. **ARTICLE 10 - DEVELOPMENT OF AND CHANGES TO BOARD POLICY**

10.1. INFORMED DECISION-MAKING

In order to provide Trustees with the opportunity to make informed decisions, Board policy will be approved and changed using the processes contained in this Article.

10.2. POLICY APPROVAL OR CHANGE AFTER NOTICE

10.2.1. Policy of the Board may be established or amended from time to time at a meeting of the Board (such meeting hereinafter referred to as the “later meeting”) upon the affirmative vote of the majority of Trustees of the Board entitled to vote thereon, provided:

- a) Written notice proposing the policy or amendment shall have been given at a meeting held prior to the later meeting;
- b) The text and a brief statement of the intended purpose of the policy or amendment shall have been included in the notice; and
- c) The text of the policy or amendment as presented at the meeting is substantially the same as the text set out in the notice.

10.3. POLICY APPROVAL OR CHANGE WITHOUT NOTICE

10.3.1. A policy may be approved or changed without prior notice if:

- a) A majority of all Trustees who are eligible to vote on the matter approve dealing with the matter at the meeting at which the matter is introduced; or
- b) It is a matter that, in the opinion of the Superintendent of Education, requires action by the Board as a matter of urgency and a majority of all Trustees approve the policy or policy change.

11. ARTICLE 11 - AMENDMENTS TO BY-LAWS

11.1. AMENDMENT AFTER NOTICE

11.1.1. By-laws of the Board may be amended from time to time at a meeting of the Board (such meeting hereinafter referred to as the “later meeting”) upon the affirmative vote of the majority of all Trustees of the Board, provided:

- a) Written notice proposing the amendment shall have been given at a meeting held prior to the later meeting;
- b) The text and a brief statement of the intended purpose of the amendments shall have been included in the notice; and
- c) The text of the amendment as presented at the meeting is substantially the same as the text set out in the notice.

11.2. NO AMENDMENT WITHOUT NOTICE

11.2.1. The By-Laws of the Board shall not be amended except on notice as outlined in subsection 11.1 of the By-law.