



SECTION 5000: GOVERNANCE

POLICY 5070: GOVERNANCE BYLAW

- *Date Adopted: May 18, 2016*
 - *Revised: March 29, 2018 (legislation change reflecting Local Government Elections held in October)*
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REGULATIONS/LEGISLATION

School Act, Section 50, 55, 57,58(1)(2)(3), 59, 60, 65(3)(5), 66, 67(1), 68(2)(3)(4), 69(2)(3)(4), 70(1)(2), 72(1)(2)(3) 113, 143

1. CONDUCT OF MEETINGS (applicable to all meetings of the Board)

Quorum and Meeting

- 1.1 A quorum of the Board is a majority of the trustees holding office at the time of the meeting.

For the purposes of determining a quorum, at the start of a meeting or during a meeting, the presiding officer shall count as present any trustees who are connected to the meeting by electronic means.

- 1.2 Pursuant to the *School Act*, the Board may allow trustees to participate in a public meeting by electronic means (SAB). Participation in this manner will be permitted for the purposes of obtaining a quorum at all meetings except the Inaugural Meeting.

In all other cases, the Board shall, in advance or as a first order of business, consider the participation by a trustee or trustees at the meeting by electronic means.

Trustees who will be present at a meeting by electronic means shall advise the secretary treasurer of the contact number where they will be available at least four hours prior to the start of the meeting. The secretary treasurer will attempt to contact the trustee immediately prior to the start of the meeting at the designated contact number. In order to participate in a meeting by electronic means, the trustee must be present by electronic means at the time that a quorum is called by the presiding officer.



1. CONDUCT OF MEETINGS (applicable to all meetings of the Board) *(continued)*

1.3 At the appointed time for commencement of a meeting the presiding officer shall ascertain that a quorum is present before proceeding to the business of the meeting. If a quorum has not been made within one-half hour after the appointed time the meeting shall stand adjourned until the next regular meeting date or until another meeting shall have been called in accordance with this Bylaw. The chairperson or presiding officer must be physically present at a meeting at which the public is not excluded.

1.4 After a meeting has commenced, if notice is drawn to a lack of quorum, the presiding officer shall ascertain whether there is a lack of quorum and, if so found, either suspend the business of the meeting until a quorum is present or adjourn the meeting to the next regular meeting date or to another meeting called in accordance with this Bylaw.

1.5 Notice of meetings shall be prepared by the secretary treasurer under the direction of the chairperson who shall consult with the Superintendent of Schools on the agenda. Written notice of each meeting, together with the proposed agenda, must be given at least 48 hours in advance to each trustee by delivery to the place designated by him or her. Non receipt by a trustee shall not void the proceedings.

A change to the order of business may be proposed by any trustee and shall require a two-thirds vote or unanimous consent.

1.6 All meetings shall stand adjourned at 7:30 p.m. unless a unanimous resolution is passed to extend the hour of adjournment.

Minutes

1.7 Minutes of the proceedings of all meetings shall be recorded in a minute book, certified as correct by the secretary treasurer or other employee designated by the Board under Section 69(4) of the *School Act*, and signed by the chairperson or other member presiding at the meeting or at the next meeting at which the minutes are adopted. Minutes shall show members present, members present by electronic means, and members absent.



1. CONDUCT OF MEETINGS (applicable to all meetings of the Board) *(continued)*

- 1.8 Except for minutes of a meeting or portion of a meeting from which persons other than trustees or officers of the Board, or both, were excluded, the minutes shall be open for inspection at all reasonable times by any person, who may make copies and extracts on payment of a fee set by the Board.

Secretary Treasurer

- 1.9 The secretary treasurer, or another employee designated by the Board if the secretary treasurer is unable to attend the meeting or if the meeting concerns the work performance or employment of the secretary treasurer, must be present at the time a decision of the Board is rendered and must record any decision.

Public Meetings

- 1.10 All matters coming before the Board shall be considered in public unless the public interest requires otherwise. Accordingly, the following matters shall be considered in closed session unless the Board determines otherwise:
- (a) Personnel matters including contract and collective agreement negotiations; matters pertaining to individual employees including medical matters, appointment, promotion, demotion, transfer, conduct, competence, discipline, suspension, termination or retirement; grievances and requests of employees, Board officers or their bargaining agents or representatives, plans that relate to the management of personnel or the administration of the Board that have not yet been implemented or made public.
 - (b) Legal matters: accident claims and other matters where Board liability may arise; legal opinions and advice respecting the liability or interest of the Board or respecting any matter to be considered in closed session; information or action regarding legal actions brought by or against the Board.
 - (c) Matters pertaining to individual students including medical matters and the conduct, discipline, suspension or expulsion of students.



1. **CONDUCT OF MEETINGS** (applicable to all meetings of the Board) *(continued)*

- (d) Acquisition and disposition of real property prior to finalization including: future site planning and designation; negotiations regarding purchase, lease, sale or exchange of real property; consideration of appraisal reports and claims by owners; determination of Board offers; expropriation procedures.
- (e) Matters pertaining to the safety, security or protection of Board property.
- (f) Other matters where the Board decides that the public interest so requires.

1.11 Notwithstanding any rule limiting reconsideration of the agenda, a trustee may make a motion to move a matter from the agenda of a closed meeting or session to the agenda of the open meeting, or the reverse. The motion requires a seconder, is debatable, and requires a simple majority to pass.

Maintenance of Order

1.12 The chairperson or other member presiding at a meeting may expel from the meeting a person, other than a trustee, that the chairperson or other member presiding at the meeting considers guilty of improper conduct. A majority of the trustees present at a meeting of the Board may expel a trustee from the meeting for improper conduct.

2. **INAUGURAL MEETINGS**

2.1 After the general local election of trustees, the secretary treasurer for the school district shall convene a first meeting of the Board as soon as possible and, in any event, within 30 days from the date that the new Board begins its term of office.

2.2 The secretary treasurer shall announce the results of trustee elections and confirm that all trustees have taken the oath of office as required by the *School Act*, or shall administer, or cause to be administered, the oath of office to trustees present who have not taken it.



2. INAUGURAL MEETINGS *(continued)*

- 2.3 The secretary treasurer shall call for nominations for Board chairperson (seconding is not necessary) and conduct a vote by ballot in which that person receiving a clear majority shall be elected Board chairperson for the ensuing year. If no person receives a clear majority, further ballots shall be taken until the same is achieved or, if, after a second ballot, a tie shall occur, the election shall be decided by drawing of lots.
- 2.4 The chairperson so elected shall assume the chair at the next meeting.
- 2.5 The Board shall proceed to elect a vice chairperson in the same manner as the election of the chairperson of the Board, by motion, may defer the election of vice chairperson or determine that the position will rotate amongst trustees.

3. MEETINGS

Regular Meetings

- 3.1 A regular meeting shall be held at least once a month (except during July and August). A meeting shall be held not less than once in every three months. Additional meetings shall be held as the Board may decide.

Special Meetings

- 3.2 A special meeting of the Board may be called by the chairperson or, upon written request by a majority of the trustees, shall be called by the secretary treasurer. No business other than that for which the meeting was called shall be conducted at the meeting.
- 3.3 The order of business shall be as determined at the call of the meeting.
- 3.4 Written notice of a special meeting and an agenda shall be given to each trustee at least 48 hours in advance of the meeting.
- 3.5 In exceptional circumstances, advance notice and delivery of a written notice and the agenda of a special meeting may be waived by unanimous consent of all trustees who can reasonably be contacted.



4. IN CAMERA SESSIONS

- 4.1 If, in the opinion of the Board, the public interest so requires, persons other than trustees may be excluded from a meeting or from part of a meeting. The secretary treasurer or other employee designated under section 69(4) of the *School Act* must be present at the time that a decision of the Board is rendered and must record any decision.
- 4.2 No trustee shall disclose to the public the proceedings of a closed meeting or in camera session unless a resolution has been passed at the closed meeting to allow such disclosure, except such as might be necessary to enforce the conflict of interest provisions of the *School Act*.
- 4.3 The Board shall prepare a record containing a general statement as to the nature of the matters discussed at a meeting from which persons other than trustees or officers of the Board or both were excluded, and the record shall be presented at the next meeting of the Board open to the public and shall be open for inspection at all reasonable times by any person, who may make copies and extracts on payment of a fee set by the Board.

5. CHAIRPERSON AND PRESIDING OFFICERS

- 5.1 A chairperson and vice chairperson shall be elected at the first meeting of the Board in November, subject to the procedure outlined in paragraphs 2.3 and 2.5. The officers shall assume their positions at the following meeting.
- 5.2 The chairperson of the Board shall preside at meetings of the Board and generally fulfil the duties usually performed by a chairperson.
- 5.3 The chairperson shall be entitled to participate fully in the Board's deliberations, but on the same basis as other trustees, and shall not get priority in being recognized to speak in debate. As a trustee, the chairperson shall be entitled to vote, and may propose motions or invite other trustees to make them.



5. CHAIRPERSON AND PRESIDING OFFICERS *(continued)*

- 5.4 If the chairperson is absent or unable to act, the vice chairperson shall preside at meetings of the Board. If the vice chairperson is absent or unable to act the trustees present shall elect one of their members to preside at the meeting.
- 5.5 The chairperson can vote as any other member when the vote is by ballot. The chairperson or other presiding officer will vote as any other member, whenever the vote will affect the result, i.e. to break or to cause a tie or, in a case where a two-thirds vote is required, to cause or to block the attainment of the necessary two-thirds.
- 5.6 A majority of the Board may elect a new chairperson or vice chairperson at any time.

6. RULES OF ORDER

- 6.1 The current edition of Robert's Rules of Order shall govern points of order and procedures not provided for in the *School Act* or in this bylaw. Where there is an inconsistency between the *School Act* and this bylaw, the *School Act* shall apply.
- 6.2 The Board may adopt a procedural rule for one or more meetings by resolution approved by two thirds of the trustees present at the meeting. A rule, other than the requirement for notice of meetings, may be suspended by unanimous consent of the trustees present.
- 6.3 The rules contained in this bylaw may be amended by bylaw only, at a meeting of which notice of intention to propose the amendment has been given at the previous meeting and in the notice of the meeting.
- 6.4 The presiding officer's ruling on a point of order shall be based on rules of order as stated in paragraph 6.1. The ruling shall be subject to an appeal to the Board if requested by a trustee immediately after the ruling and before resumption of business.



6. RULES OF ORDER (continued)

- 6.5 An appeal of a ruling of the presiding officer shall be decided without debate by a majority vote of the trustees present. A successful appeal does not necessarily set a precedent.
- 6.6 A copy of the Board's procedural bylaw shall be available for inspection at reasonable times by any person.

7. BYLAWS AND RESOLUTIONS

- 7.1 Unless expressly required to be exercised by bylaw, all powers of the Board may be exercised by bylaw or by resolution.
- 7.2 The following matters shall be dealt with only by bylaw:
- (a) adoption of the budget, [SA s.113];
 - (b) a capital bylaw, [SA s.143];
 - (c) the acquisition or disposal of property, [SA s.65(5)];
 - (d) ordinary rules of procedure of the Board and rules relative to the organization of meetings of the Board;
 - (e) amendments to bylaws;
 - (f) where required by the *School Act*.

8. PROCEDURE ON BYLAWS

- 8.1 Written notice of intention to propose a bylaw shall be given at the meeting prior to first reading and in the notice of the meeting where the bylaw is to be proposed.
- 8.2 Every bylaw shall be dealt with in the following stages:
- (a) First reading: no debate or amendment;
 - (b) Second reading: discussion of the principle of the bylaw;
 - (c) Committee stage: if the question for second reading passes, the bylaw shall be referred to the committee of the whole for detailed consideration. The Board may, by unanimous consent of those present, proceed to third reading [(SA s.68(4)].
 - (d) Third reading: consideration of amendments made in committee and final decision.



8. PROCEDURE ON BYLAWS *(continued)*

- 8.3 When a bylaw has been amended in committee, it shall be reprinted as amended and shall not be further proceeded with, except by a two thirds vote, until the amended version has been distributed.
- 8.4 Subject to 8.5, at each of the three readings of a bylaw, the bylaw must be read in full. [SA s.68(2)].
- 8.5 A reading of a bylaw may, if a written or printed copy of a bylaw is in the possession of each trustee and is available to each member of the public in attendance at the meeting at which the bylaw is to be read, consist of a description of the bylaw by its title and a summary of its contents. [SA s.68(3)]
- 8.6 The Board shall not give a bylaw more than two readings at any one meeting unless the members of the Board who are present at the meeting unanimously agree to give the bylaw all three readings at that meeting. [SA s.68(4)]
- 8.7 The secretary treasurer shall certify on a copy of each bylaw the readings and the times thereof and the text of any amendment passed in committee.
- 8.8 A bylaw may be withdrawn at any stage with unanimous consent of the Board.

9. MOTIONS

- 9.1 Whenever possible, a motion should originate in a Board committee prior to being taken to a Board meeting.
- 9.2 A motion, when introduced, brings business before the meeting for possible action. A motion should be worded in a concise, unambiguous and complete form and, if lengthy or complex, should be submitted in writing.
- 9.3 The presiding officer may divide a motion containing more than one subject and it shall be voted on in the form in which it is divided.
- 9.4 All motions shall be seconded except in committee.



9. MOTIONS *(continued)*

9.5 An amendment is a motion to modify the wording of a pending motion. An amendment must be germane and must not alter the intent of the motion, i.e. closely related to or having a bearing on the subject of the motion to be amended.

A motion can be amended more than once, however, there can be only one amendment on the floor at a time and it shall be dealt with before another amendment is presented or the motion is decided. An amendment to an amendment must be germane to the first amendment and cannot be amended.

9.6 A motion to reconsider a decision can be made the day on which the original motion was voted upon, by a member who voted on the prevailing side. It may be seconded by any member.

It is debatable if the motion proposed to be reconsidered is debatable and the debate can be on the merits of the original question. No question can be reconsidered twice.

9.7 Motions to rescind or to amend something previously adopted will be considered only if notice has been given at the previous meeting or in the call for the present meeting and if no action has been taken which it is too late to undo. Such motions are debatable and debate can go into the merits of the original question. There is no time limit for these motions and they can be moved by any member.

9.8 Motions to rescind or to amend something previously adopted for which notice has been given require a majority vote to pass. However, if the original motion required a two thirds vote or a vote of the majority of the Board, the same vote is required on a motion to amend or rescind.

9.9 A motion that has been defeated at a previous meeting can be moved again at a subsequent meeting only if notice is given in the call of the meeting.



10. DEBATE

- 10.1 Debate shall be strictly relevant to the question before the meeting. The presiding officer shall warn speakers who violate this rule or who persist in tedious or repetitious debate.
- 10.2 Speakers shall be recognized by the chair and shall address all remarks to the chair.
- 10.3 Each trustee has the right to speak twice on the same question on the same day but cannot make a second speech so long as any trustee who has not spoken on that question desires to speak. No trustee shall speak for more than five minutes at one time.
- 10.4 A matter of privilege (dealing with the rights or interest of the Board as a whole or of a trustee personally) may be raised at any time and shall be dealt with forthwith before resumption of business.
- 10.5 No trustee shall interrupt another trustee who has the floor except to raise a point of order, a point of privilege or to disclose a conflict of interest.

11. VOTING

- 11.1 If a trustee has a conflict of interest, the trustee must not vote and such an abstention shall be recorded. If a trustee wishes to abstain for any other reason or to have a negative vote recorded he or she must so request before or immediately after the vote is taken.
- 11.2 Voting shall be by show of hands and only the results recorded unless a member requests recording of names before the vote is taken. Trustees connected to the meeting by electronic means must declare whether they are in favour or opposed to the question. There can be no voting by secret ballot when trustees are connected to a meeting through electronic means, except for election of officers. Where names are recorded, both positive and negative votes shall be recorded.



11. VOTING (continued)

11.3 All questions shall be decided by a majority of the votes of the trustees present and voting unless otherwise provided by the *School Act* [Interpretation Act s. 18(2)(c)]. Trustees who are connected to the meeting by electronic means must declare their vote before the presiding officer rules on the question.

12. CONFLICT OF INTEREST

12.1 If a trustee has any pecuniary interest in any matter and is present at a meeting of the Board at which the matter is considered, the trustee:

- (a) shall at the meeting disclose his or her pecuniary interest and the general nature of the pecuniary interest;
- (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 question in respect of the matter.

12.2 If the meeting is not open to the public, in addition to complying with these requirements the trustee shall immediately leave the meeting or the part of the meeting during which the matter is under consideration.

A trustee who has a conflict of interest and who is in attendance at a meeting by electronic means shall declare that conflict in advance of the start of the debate and shall be disconnected from the meeting at the start of the debate.

12.3 If the pecuniary interest of a trustee is not disclosed as required above by reason of the trustee's absence from the meeting, the trustee shall disclose the pecuniary interest and otherwise comply with the requirements at the first meeting of the Board attended by the trustee after the meeting referred to above.



12. CONFLICT OF INTEREST (continued)

- 12.4 The requirements of paragraphs 12.1 to 12.3 do not apply to any pecuniary interest referred to by the *School Act* as exempt from the disclosure requirements of the *School Act*.
- 12.5 "Pecuniary interest" means, with respect to a trustee, an interest in a matter that could monetarily affect the trustee and includes an indirect pecuniary interest referred to in Section 56 of the *School Act*.
- 12.6 The pecuniary interest of a spouse or of a parent or child of the trustee shall, if known to the trustee, be deemed to also be a pecuniary interest of the trustee.
- 12.7 If a meeting is open to the public, every disclosure of pecuniary interest and the general nature of it shall be recorded in the minutes of the meeting. If a meeting is not open to the public, the fact that a disclosure of pecuniary interest was made, but not the general nature of that interest, shall be reported to and recorded in the minutes of the next meeting that is open to the public.

13. BOARD COMMITTEES

- 13.1 Committees of trustees or individual trustees may not exercise the rights, duties and powers of the Board.
- 13.2 On completion of deliberations, a committee shall report its findings to the Board and such report cannot be acted upon unless approved by the Board.
- 13.3 The committee structure, rules of proceedings, and responsibilities shall be as determined by the Board on majority vote.