

A large, stylized green tree graphic is centered on the page. It has a thick vertical trunk and two horizontal branches. The tree is superimposed over a large yellow circle that serves as a background for the main title.

PROCEDURAL BY-LAWS

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ARTICLE 1 - ARTICLE INTERPRETATION

1.1 Definition and Meaning of Terms

- 1.1.1 For this By-law and all other By-laws of the *Board* unless the context otherwise requires:
- 1.1.1.1 the singular includes the plural;
 - 1.1.1.2 “ACT” means the *Education Act* as amended from time to time;
 - 1.1.1.3 “BOARD” means the Nipissing-Parry Sound Catholic District School Board which, in accordance with the *Act*, is a Roman Catholic School Board in union with the See of Rome and represents Nipissing-Parry Sound Region;
 - 1.1.1.4 “COMMITTEE OF THE WHOLE BOARD” means a meeting of all *Trustees* in *Committee* and includes workshops held for the purposes of spiritual retreats, trustee orientation, or trustee in-service all of which are meetings open to the public unless *In Camera*;
 - 1.1.1.5 “CHAIR” means the *Chair* of the *Board*.
 - 1.1.1.6 “COMMITTEE” means any statutory, special, advisory or ad hoc *Committee* established by the *Board*;
 - 1.1.1.7 “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.
 - 1.1.1.8 “DIRECTOR” means the Director of Education who is Chief Executive Officer and Chief Education Officer of the school system, and Secretary of the *Board*;
 - 1.1.1.9 “IN CAMERA” means a meeting from which the public is excluded;
 - 1.1.1.10 “INAUGURAL MEETING” means the first *Meeting* of a newly elected *Board* to be held following a municipal election and the commencement of the term of office;
 - 1.1.1.11 “MEETING” includes a meeting of the *Board* and of a *Committee*;
 - 1.1.1.12 “STUDENT TRUSTEE” means a student selected to represent pupils on the *Board* in accordance with the *Act* and Regulations. The *Student Trustee* is not entitled to vote;
 - 1.1.1.13 “TRUSTEE” means a person elected, acclaimed or appointed to the office of trustee of the *Board* pursuant to the provisions of the applicable legislation, and includes a *Student Trustee* unless so specified;
 - 1.1.1.14 “VICE-CHAIR” means the Vice-Chair of the *Board*;

1.1.1.15 “YEAR” means, unless qualified by the word “election”, “calendar” or “school”, the period commencing on the first day of December, and ending on the last day of November 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.

1.2.3.1 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 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 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 office.

ARTICLE 2 - INAUGURAL MEETING OF THE BOARD

2.1 Date of INAUGURAL MEETING

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 7:00 p.m. In the case of a non-election year, the *Board Inaugural Meeting* shall be held in the boardroom 15 minutes prior to the first *Board Meeting* in December. The procedure at *Board Inaugural Meetings*, subject to other By-Laws, shall be as follows and as applicable:

2.2 Purpose of INAUGURAL MEETING

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

2.2.1.1 Provided, however, that the *Trustees* may, at the *Inaugural Meeting*, consider any other business that, in the opinion of the *Director*, requires action by the *Board* as a matter of urgency.

2.3 Presiding Officer at the INAUGURAL MEETING

2.3.1 The *Director* shall take the chair as Chairperson pro-tem and call the *Meeting* to order.

2.3.1.1 In the absence of the *Director*, a senior official shall be elected to preside.

2.3.2 In a municipal election year, the Presiding Officer shall, or call upon an invited judge to:

2.3.2.1 read the return of the Clerks, certifying to the election of the *Trustees*;

2.3.2.2 administer to each *Trustee* the Oath of Office and the Oath of Allegiance;

2.3.2.3 declare the *Board* to be legally constituted for the appropriate term of office.

2.4 Procedure for Election of Officers at the INAUGURAL MEETING

2.4.1 The *Director* shall then conduct the election for the office of the *Chair* of the *Board* which shall be as follows:

2.4.1.1 Nominations shall be made in writing, presented to the *Director* and read as soon as received.

2.4.1.2 A *Student Trustee* is ineligible for nomination.

- 2.4.1.3 Each nomination shall require a “mover” but not a “seconders”.
- 2.4.1.4 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 a single nomination, the nominee is declared elected unanimously.
- 2.4.1.5 The *Director* 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.
- 2.4.1.6 In the event that none of the nominees accept their nomination, the *Director* shall reopen nominations.
- 2.4.1.7 The votes shall be counted by two (2) scrutineers appointed by the *Director*.
- 2.4.1.8 The member receiving a clear majority of the votes cast by all members present shall be declared elected.
- 2.4.1.9 Should no member receive a clear majority of the votes required, the name or names of those receiving the lowest number of votes shall be dropped and the names of those remaining shall be announced in alphabetical order and the members shall proceed to vote anew and so continue until the *Chair* is elected.
- 2.4.1.10 In the case of an equality of votes on three (3) consecutive ballots the candidates remaining shall draw lots to fill the position.
- 2.4.1.11 The *Chair* so elected shall then take the chair and conduct the election for the office of the *Vice-Chair* in the manner prescribed for the election of the *Chair*, mutatis mutandis.

2.5 Election of Officers - at times other than the INAUGURAL MEETING

- 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.

ARTICLE 3 - MEETINGS

3.1 Regular BOARD MEETINGS

3.1.1 In each year, the Regular Meetings of the Board shall be held at 7:00 o'clock in the evening of the last Tuesday of each month with the exception of July and August. Should any such Tuesday fall on a statutory or civic holiday, the Board shall meet on the preceding Tuesday at the same hour, or as otherwise decided.

3.2 Special BOARD MEETINGS

3.2.1 The *Chair* shall call a *Special Meeting* of the *Board* or of the *Committee of the Whole Board*, including *In Camera*:

3.2.1.1 at any time determined by resolution of the *Board* at the date and time so determined;

3.2.1.2 at the date and time fixed by the *Chair* within seven days of receipt of the written request of four *Trustees*;

3.2.2 The *Chair* may call a *Special Meeting* of the *Board* or of the *Committee of the Whole Board*, including *In Camera*, 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 *Act*, and "Ontario Regulation 463/97 — Electronic Meetings", the *Board* shall provide for the use of electronic means for the holding of *Meetings*.

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*.

3.3.2.1 Provided that if a *Trustee* has been appointed to fill a vacancy, such *Trustee* shall be physically present in the meeting room of the *Board* for at least one (1) regular *Meeting* of the *Board* during each period of four (4) full calendar months calculated from the date appointed to fill the vacancy to the end of that *Year*.

3.3.3 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 at the business office of the *Board* and so recorded in the minutes:

3.3.3.1 *The Chair*, or designate;

3.3.3.2 at least one (1) additional *Trustee*; and

3.3.3.3 the *Director*, or designate.

- 3.3.4 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:
- 3.3.4.1 the chairperson of the *Committee*, or designate; and
 - 3.3.4.2 the *Director*, or designate.
- 3.3.5 Subject to the requirements of subsections 3.3.2, 3.3.3 and 3.3.4, 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*.
- 3.3.6 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*.
- 3.3.7 The electronic means shall permit the *Trustee* to hear and be heard by all other participants in the *Meeting*.
- 3.3.8 The electronic means shall be provided in such a way as to ensure compliance with the rules governing *Conflict of Interest* of *Trustees*.
- 3.3.9 A *Student Trustee* who participates through electronic means shall not participate in any *In Camera Meeting*.
- 3.3.10 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*.
- 3.3.11 Should there be technical difficulties and the electronic portion of the *Meeting* cannot be reconvened before the end of the recess provided in subsection
- 3.3.11.1 Subsection 3.7.5 shall apply if there is no quorum;
 - 3.3.11.2 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.
- 3.3.12 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 in 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*, the *Vice-Chair*, another *Trustee* selected by the *Trustees* present shall preside at *Meetings* of the *Board* or *Committee of the Whole*.

3.6 Notice of MEETINGS

- 3.6.1 No formal notice of Regular *Meetings* 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 the 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* except for the *Student Trustee* 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* except the *Student Trustee* 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* or *Trustees* declare pecuniary interests under the *Municipal Conflict of Interest Act*, the number of *Trustees* that constitutes a quorum in and 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 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 this, 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:
 - 3.9.1.1 the security of the property of the *Board*;
 - 3.9.1.2 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;
 - 3.9.1.3 the acquisition or disposal of a site;
 - 3.9.1.4 decisions in respect of negotiations with employees of the *Board*;

3.9.1.5 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.

3.10.1.1 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

1. Call to Order
2. Adoption of the Agenda
3. Declaration of Conflict of Interest
4. Adoption of Minutes of Previous Meeting
5. Ownership Linkage
6. Board Education
7. Items for Decision
 - 7.1 Ends
 - 7.2 Governance Process
 - 7.3 Executive Limitations
 - 7.4 Board of Trustees - Staff Linkage
8. Linkage with Non-Owners
9. Required Approvals Agenda
10. Monitoring Reports
11. Board Self-Evaluation
 - 11.1 Meeting Monitor's Report
12. Incidental Information
 - 12.1 Director's report on information requested in EL10
 - 12.2 Director's Report
 - 12.3 Student Trustee Report
 - 12.4.a Committee Reports
 - 12.4.b Other Information Items
13. Adjournment

3.12 Agenda for COMMITTEE MEETINGS

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

3.13 Order of Agenda

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

3.14 Application to Special MEETINGS

3.14.1 The provisions of subsection 3.11 apply with necessary modifications for Special *Meetings* of the *Board*.

3.15 Application to IN CAMERA MEETINGS

3.15.1 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 No matter will be placed on the Agenda of a *Meeting* of the *Board* unless:

3.16.1.1 it is a matter that is part of the *Board* job description as outlined in *Board* policy and contained under the agenda headings outlined in subsection 3.11 of the By-law;

3.16.1.2 it is a Notice of Motion as prescribed in subsection 5.1 of the By-law;

3.16.1.3 the matter is one for which Notice of Motion has been given at a prior *Meeting* of the *Board*;

3.16.1.4 a *Committee* is delivering a report to the *Board*;

3.16.1.5 it is a presentation given without debate;

3.16.1.6 it is a communication for receipt, referral, or both;

3.16.1.7 it is the adoption of the annual budget estimates of the *Board*;

3.16.1.8 it is a matter which by law or government policy must be decided by the *Board*;

3.16.1.9 it is a matter requested by a *Trustee* to be placed on the agenda after the *Trustee* has followed the *Trustee* Inquiry process outlined in subsection 3.17 of the By-law;

3.16.1.10 it is a matter that, in the opinion of the *Director*, requires action by the *Board* as a matter of urgency; or

3.16.1.11 with the majority affirmative votes of the majority of all *Trustees*.

3.17 TRUSTEE Inquiries

3.17.1 Prior to placing a matter as an agenda item,

3.17.1.1 issues related to a violation of *Board* Policy must have previously been discussed with the *Chair*;

3.17.1.2 matters pertaining to the operations of the school system must have previously been directed to the *Director*; and

3.17.1.3 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:

3.18.1.1 inquiries will be made of the *Chair* and/or *Director*, as appropriate; inquiries must be in sufficient detail to enable the *Chair* and/or *Director* to respond in a reasonable manner;

3.18.1.2 where appropriate, the *Chair* or *Director* may request that a *Trustee* provide the inquiry in writing;

3.18.1.3 if, after receiving the information from the *Chair* and/or *Director*, 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 *Board Meeting* 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 delivered by courier, mail or electronically to each *Trustee* four business days in advance of such *Meeting*.

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

3.19.2.1 the minutes of the previous *Meeting*;

3.19.2.2 the full text of all notices of motion for consideration; and

3.19.2.3 copies of all Committee 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 by courier, mail or electronically to each *Committee* member forty-eight hours in advance of such *Meeting*.

3.21 Deadline for Including Matters on the Agenda

3.21.1 The deadline for including matters on the agenda for the next Regular *Meeting* of the *Board* shall be seven (7) business days preceding the *Meeting*.

ARTICLE 4 - DELEGATIONS

4.1 Protocol for Delegations

- 4.1.1 The *Board* agenda will provide for Delegations, all of which shall comply with the following:
- 4.1.1.1 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*;
 - 4.1.1.2 the individual or group must indicate to the Secretary of the *Board* the name of the individual(s) who will appear as a delegation;
 - 4.1.1.3 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;
 - 4.1.1.4 the Chair of the *Meeting* at which the delegation appears will recognize only the spokesperson as the representative of any group delegation;
 - 4.1.1.5 a delegation will be accorded ten minutes in order to make its presentation before the *Board*;
 - 4.1.1.6 where there are multiple delegations on the same topic, the Chair of the *Meeting* may require that presentations be combined or reduce the time of the presentations;
 - 4.1.1.7 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*;
 - 4.1.1.8 the Chair of the *Meeting* may terminate a presentation that deviates materially from the topic of the presentation;
 - 4.1.1.9 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;
 - 4.1.1.10 each delegation, at the time of registration with the Secretary of the *Board*, shall receive a copy of this Section of the By-law;

- 4.1.1.11 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;
- 4.1.1.12 with respect to delegations from *Board* employees, where the submission is, or relates to, a matter:
 - 4.1.1.12.1 that is personal to the speaker, there shall be no special restrictions;
 - 4.1.1.12.2 that is 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;
- 4.1.1.13 the Secretary of the *Board* shall be responsible to communicate the *Board's* response to a delegation, if any.

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:

5.1.1.1 shall be wholly in writing;

5.1.1.2 shall be accompanied by an explanatory notice;

5.1.1.3 shall be delivered to the Secretary of the *Board* as per subsection 3.21 of the by-law;

5.1.1.4 shall, after its appearance on the Agenda, be taken as read unless any *Trustee* requests that it be read in full;

5.1.1.5 may be referred by resolution of the *Board* to a *Meeting* of the *Committee of the Whole Board* or an appropriate *Committee*;

5.1.1.6 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*;

5.1.1.7 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-law.

5.2 DIRECTOR Monitoring Reports

5.2.1 Where the *Board* receives from the *Director* a monitoring report that flows from a responsibility delegated to the *Director* under *Board Policy* – except where approval is required by the *Board* on a matter delegated by policy to the *Director* – the minutes of the *Meeting* at which the Report is received shall expressly provide that the *Board* has received and approved of the Report as an action consistent with the authority delegated to the *Director*, subject in all instances to what otherwise actually occurred.

5.3 Speaker to Await Recognition

5.3.1 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:

- 5.4.1.1 by general or unanimous consent, in which the *Chair*, exercising discretion, states that the motion will be adopted in the absence of objection;
- 5.4.1.2 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 Roberts 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 a vote in favour or opposed to the matter under discussion, or an abstention, and each such vote or abstention shall be recorded in the *Minutes*.

5.5 No Reconsideration in 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:
 - 5.5.1.1 no motion to reconsider the matter has been previously made during the same calendar Year, and failed;
 - 5.5.1.2 a motion to reconsider the matter is made by a *Trustee* who voted on the prevailing side of the motion sought to be reconsidered; and
 - 5.5.1.3 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, and *Trustees* may:
 - 5.6.1.1 without debate, simply vote again on the original motion;
 - 5.6.1.2 amend the original motion and vote on the amended motion; or
 - 5.6.1.3 make a motion to rescind the original motion.

5.7 Conflicts

- 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:

- 5.7.1.1 shall, prior to any consideration of the matter at the *Meeting*, disclose the interest and the general nature thereof;
 - 5.7.1.2 shall not take part in the discussion of, or vote on any question in respect of the matter; and
 - 5.7.1.3 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.

ARTICLE 6 - COMMITTEES

6.1 BOARD May 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:

6.3.1.1 a *Committee* instituted by the *Board* through *Board* Policy shall function according to the other provisions of the *Board* By-laws with necessary modifications;

6.3.1.2 the chair of a *Committee* shall be selected by the *Committee*;

6.3.1.3 no *Trustee* shall be a member of a *Committee* where the *Trustee* has or is likely to have a *Conflict of Interest*.

ARTICLE 7 - OFFICERS

7.1 Officers Names

7.1.1 The Officers of the *Board* shall be:

7.1.1.1 the *Chair*;

7.1.1.2 the *Vice-Chair*;

7.1.1.3 the *Director* who shall also be Secretary of the *Board*;

7.1.1.4 the Superintendent of Business and Financial Services who shall hold the office of Treasurer of the *Board* and, when exercising such office, shall be known as Treasurer of the *Board*.

7.2 Duties of the CHAIR

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

7.2.1.1 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;

7.2.1.2 be a signing officer of the *Board* as prescribed in the By-laws;

7.2.1.3 approve the draft agenda of *Board Meetings*;

7.2.1.4 be a member *ex-officio* of all *Board Committees*;

7.2.1.5 perform all other functions required of the Chair of a School Board, and those expressly delegated to the *Chair* by the *Board*;

and may:

7.2.1.6 call special *Meetings* of the *Board*;

7.2.1.7 issue statements to the public media on behalf of the *Board*; and

7.2.1.8 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

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

- 7.3.1.1 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;
- 7.3.1.2 be a signing officer of the *Board* as prescribed in the By-laws; and
- 7.2.1.3 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 DIRECTOR

- 7.4.1 The Board will instruct the Director through written policies, delegating interpretation and implementation to the Director. In addition to those duties assigned under provincial legislation, Board Policy, and these By-laws, the Director is the Chief Executive Officer and Chief Education Officer of the school system. The *Director*:
 - 7.4.1.1 is accountable to the *Board* acting as such;
 - 7.4.1.2 may use any reasonable interpretation of the *Board's* Ends and Executive Limitations policies;
 - 7.4.1.3 is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities; and
 - 7.4.1.4 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:
 - 7.5.1.1 attend all *Meeting* of the *Board* and of *Committees*.
 - 7.5.1.2 prepare minutes of all *Meetings*;
 - 7.5.1.3 keep records as required by law and subject to the directions of the *Board*;
 - 7.5.1.4 conduct the official correspondence of the *Board*;
 - 7.5.1.5 receive and pass on to the *Board*, *Committee of the Whole Board* or the relevant *Committee*, all correspondence, petition and reports of other officials;
 - 7.5.1.6 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*;

- 7.5.1.7 maintain an up-to-date policy register;
- 7.5.1.8 maintain charge of all correspondence, reports and other documents;
- 7.5.1.9 promulgate all orders, policies and other directions of the *Board* and other matters in accordance with requirements of the law;
- 7.5.1.10 act as the “head” of the organization for the purpose of the *Municipal Freedom of Information and Protection of Privacy Act*, and
- 7.5.1.11 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:
 - 7.6.1.1 with the approval of the *Director*, invest surplus moneys in accordance with the provisions of the Education Act.
 - 7.6.1.2 submit to the *Board* annually a statement of estimated revenue and expenditures;
 - 7.6.1.3 prepare annual financial statements and arrange for the audit by the auditors appointed by the *Board*;
 - 7.6.1.4 through the Director of Education, report annually to the *Board* particulars of existing insurance and fidelity bonds expiring during such *Year* with recommendations for renewal;
 - 7.6.1.5 through the Director 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

- 7.7.1 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*.

ARTICLE 8 - TRUSTEE VACANCY

8.1 Filling a Trustee Vacancy

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

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 all *Committee of the Whole Board*.
- 9.1.2 Every By-law and Policy, upon adoption, shall be signed by the *Chair* and by the Secretary of the *Board*.
- 9.1.3 All expenditures are subject to the prior approval of the *Director* or the Treasurer of the *Board* or such other officials as the *Director* or the Treasurer may from time to time designate in writing.
- 9.1.4 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 *Director*.
- 9.1.5 Cheques, accounts, or orders for payment drawn on account of the *Board* maintained at any bank shall be signed by the *Chair* or the *Vice-Chair*, and by the Treasurer of the *Board* or the *Director*.
- 9.1.6 Documents covering routine matters, or otherwise not requiring to be executed under the corporate seal of the *Board*, shall be signed by the *Director* or such other officials as the *Director* may from time to time designate in writing.
- 9.1.7 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.
- 9.1.8 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

- 9.2.1 The *Director* shall be responsible for affixing the corporate seal of the *Board* to such instruments as require the same.

9.3 Signatures by Reproduction

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

ARTICLE 10 - DEVELOPMENT OF AND CHANGES TO BOARD POLICY

10.1 Informed Decision-Making

10.1.1 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:

10.2.1.1 written notice proposing the policy or amendment shall have been given at a *Meeting* held prior to the later *Meeting*;

10.2.1.2 the text and a brief statement of intended purpose of the policy or amendment shall have been included in the notice;

10.2.1.3 the text of the policy or amendment as so enacted 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:

10.3.1.1 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

10.3.1.2 it is a matter that, in the opinion of the *Director*, requires action by the *Board* as a matter of urgency and a majority of all *Trustees* approve the policy or policy change.

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:

11.1.1.1 written notice proposing the amendment shall have been given at a *Meeting* held prior to the later *Meeting*;

11.1.1.2 the text and a brief statement of intended purpose of the amendment shall have been included in the notice; and

11.1.1.3 the text of the amendment as so enacted 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.