

SUPERIOR-GREENSTONE DISTRICT SCHOOL BOARD

BY-LAWS

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P R E A M B L E

A. PURPOSE

The following organizational By-Laws are established by the Superior-Greenstone District School Board for the orderly dispatch of its business.

These By-Laws shall be subject to the provisions of any Statute or Regulation of the Province of Ontario and, in the event of any conflict, the statutory provisions shall prevail.

B. NAME OF THE BOARD

The name of the Board shall be SUPERIOR-GREENSTONE DISTRICT SCHOOL BOARD.

C. JURISDICTION

The area served by the Board shall be as delineated by Government Regulation effective January 1, 1998, and as it may be altered by Regulation from time to time.

D. BOARD STATUS

Pursuant to section 58.5(1) of the *Education Act*.

“Every district school board is a corporation and has all the powers and shall perform all the duties that are conferred or imposed on it under this or any other Act”.

But, pursuant to section 58.6 of the *Education Act*.

“A district school board shall be deemed to be a local board and a school board for the purposes of the *Municipal Elections Act, 1996*”.

Section 1.0
FORCE OF BY LAWS

1.1 Application

These By-Laws are drafted to govern the procedures to be used by Members and staff while conducting the business of the Superior-Greenstone District School Board.

The Superior-Greenstone District School Board's By-Laws are based primarily on Robert's Rules of Order. However, should the Board's By-Laws conflict with Robert's Rules of Order, the Board's By-Laws shall take precedence.

1.2 Matters not Specifically Described

Matters not specifically described in these By-Laws shall be conducted in a manner established by the Chair based on Robert's Rules of Order. Only a Member may challenge a procedure not specifically prescribed herein but employed by the Chair, in which case a majority vote of the Members present shall confirm or reject the procedure. The use of a procedure as devised by the Chair in such circumstances does not establish a precedent.

1.3 Amending By-laws

Any By-Law may be amended by a majority vote of those Members voting in any Regular Meeting of the Board, provided that Notice of Intention to introduce such amendment(s) and the specific amendment to be introduced have been given, in writing, at the previous Regular Board Meeting, and there is a reference to that effect in the Agenda, and provided that such amendment is not in conflict with any statute or regulation in force.

1.4 Change to Act or Regulations

Any changes made in numbering or content to any Act or Regulation referred to herein at any time shall be considered as written into the present By-Laws with the new reference and alternate numbering, as required.

1.5 Conflict with Act or Regulations

The operating procedures contained in these By-Laws shall be observed in all proceedings of Board, except as otherwise provided herein, and shall be the rules and regulations for the order and dispatch of the business of the Board and its committees, except where any statute or regulation otherwise provides.

1.6 Temporary Suspension of a Provision

The suspension of any provision contained in these By-Laws shall be allowed, with the exception of the provisions of the Code of Conduct, Appendix C, with the majority consent of the Members present. Such suspension shall be in effect only for the meeting at which the approval is given.

1.7 Will of the Board

These Procedural By Laws are drafted to enable the Board to conduct its business in an organized and efficient manner. It is not intended that these By Laws should at any time thwart the will of majority of the Members of the Board. Section 1.6 above is intended to ensure that the Board always has a remedy to apply in those situations where the By Laws as stated prevent the Board from exercising its will and yet preserves the application and integrity of the By Laws on an ongoing basis.

Section 2.0
DEFINITIONS

In these By-Laws:

- 2.1 **“Act”** means the *Education Act*, Revised Statutes of Ontario, as amended from time to time.
- 2.2 **“Ad Hoc Committee”** means a committee established by the Board to consider a specific, assigned matter, and report back thereon to the Board by a fixed date.
- 2.3 **“Appointed Board Officers”** means the Treasurer of the Board.
- 2.4 **“Appointed Members”** means Members appointed by the Board to sit as Members with full or partial rights and to include (a) First Nations representative and (b) Student representatives.
- 2.5 **“Board”** means the Superior-Greenstone District School Board.
- 2.6 **“Chair”** means the Chair of the Board.
- 2.7 **“Committee Chair”** means a Chair of a Standing, Ad Hoc, Statutory, or other committee of the Board.
- 2.8 **“Committee of the Whole”** means the Board meeting as a whole within the rules and regulations of a committee and be open to the public unless, in accordance with the *Education Act*, the subject matter under consideration permits the meeting to be closed to the Public (“In-Camera”).
- 2.9 **“Director”** means Director of Education, Secretary of the Board and its Chief Executive Officer.
- 2.10 **“Elected Board Officers”** means the Chair and Vice-Chair of the Board.
- 2.11 **“Ex-Officio”** refers to a Member who is permitted to act by virtue of office, but an Ex-Officio Member does not vote and is not counted in determining a quorum.
- 2.12 **“Management Team”** means the Senior Administration (i.e. Supervisory Officers) employed by the Board.
- 2.13 **“Member”** means a Trustee, elected or appointed, of the Board.
- 2.14 **“Pro tem”** means any temporary appointment, usually effective for only one meeting.
- 2.15 **“Quorum”** means a majority of members of the Board elected pursuant to the *Municipal Elections Act* or appointed pursuant to the *Education Act* or Regulations, except for Student Trustees.
- 2.16 **“Standing Committee”** means a committee established by the Board to consider, on a regular basis, a specific, fixed area of the Board’s operations.

- 2.17 **“Statutory Committee”** means any committee formed by requirement of statute or regulation.
- 2.18 **“Vice-Chair”** means the Vice-Chair of the Board.

Section 3.0

INAUGURAL and ANNUAL ORGANIZATIONAL MEETINGS

3.1 Inaugural Meeting

The Inaugural Meeting of a newly elected Board shall be held during the first seven (7) days of December at the call of the Board Secretary.

This meeting shall be held at the head office of the Board in Marathon, Ontario.

3.2 Annual Organizational Meeting

The Annual Organizational Meeting of the Board for the second, third and fourth years of a Board's term of office shall be held in the first seven (7) days in each succeeding December at the Board's Head Office, unless the Board otherwise directs.

3.3 Quorum Needed

It shall be necessary for the conduct of any business, including elections at the Inaugural and Organizational Meetings, that there be a quorum present.

Should no quorum be found, then the meeting shall be postponed for a period not exceeding seven (7) days.

3.4 First Nations Representative

As provided under Regulation, the Secretary shall announce, if available, the name of the member appointed by the First Nations within the Board's jurisdiction to represent the interests of Indian pupils attending the Board's schools, and that person so named shall be deemed an elected member of the Board once appointed by Board resolution.

3.5 Procedures

The procedures at the Inaugural Meeting and each succeeding Annual Organizational Meeting shall be as follows.

3.5.1 Secretary Assumes Chair

The Secretary shall assume the Chair until the election of a Chair is concluded.

3.5.2 Call to Order

The Secretary shall:

(a) call the meeting to order; and

(b) in an election year, read the returns of the clerks of the municipalities, if available, certifying as to the election of the members; and

(c) declare the Board to be legally constituted when all members present have taken the declaration and oath, if taken, and they constitute a majority of all of the members of the Board.

3.5.3 Ballots

The Secretary shall have ballots prepared for each office.

3.5.4 Scrutineer

The Secretary shall designate two staff members to act as scrutineer.

3.5.5 Elections

The Secretary shall conduct the election for the Office of **Chair** by calling for nominations from the floor and each member so nominated shall indicate whether or not he/she will stand.

A seconder for a nomination is **not** required.

The following provisions shall apply.

(a) Acclamation

If only one person is nominated or elects to stand, that member shall be declared elected by acclamation.

(b) Contested

Where more than one member stands, a vote shall be taken by secret ballot, and the member receiving the majority of unspoiled ballots cast shall be declared elected.

Amended by Resolution No. 269/04: November 15, 2004

(c) Addressing the Members

Time will be allocated for each candidate for the Office of Chair to address the Board in public session.

(d) No Majority on First Ballot

If no nominee receives a majority, the name of the member receiving the fewest votes shall be removed and the members shall proceed to vote anew, again by secret ballot, and so on until a Chair has been duly elected.

(e) Tie for Fewest Votes

If no nominee receives a majority and two or more nominees are tied respecting the fewest votes, those nominees so tied shall draw lots to determine which name shall remain on the ballot and which name shall be dropped.

(f) Drawing Lots

In the event of an equality of votes for the position of Chair, a further ballot shall be taken. If, upon the last ballot the equality remains, the nominees shall draw lots to fill the position of Chair.

3.6 Procedures for Drawing Lots

Two ballots shall be prepared: one stating the name of the position to be filled and the other blank. The person drawing the ballot stating the name of the position shall be declared the winner.

3.7 Balloting

The Secretary shall announce the results of any ballot, but shall not declare the count.

3.8 Assuming Chair

Upon election, the newly-elected Chair shall assume the role of Chair, and will preside over the remainder of the meeting.

3.9 Destroying Ballots

As the first order of business on assuming the role of the Chair, the newly-elected Chair shall call for a motion, duly moved and seconded, to destroy the ballots.

3.10 Vice-Chair

As Chair shall then conduct the election of the Vice-Chair of the Board, in the same manner as for the election of the Chair.

3.11 Committee Chair(s)

3.11.1 Elections

The Chair shall then conduct the elections for the Chair of each Standing Committee in an order as determined by the Chair and in the same manner as for the election of the Board Chair.

3.11.2 Motion to Destroy Ballots

After each position is filled, if balloting has been involved, then a subsequent motion to destroy the ballots shall be in order.

3.11.3 Option to Secret Ballot

By majority consent, voting for Committee Chair positions may be taken by show of hands rather than secret ballot.

3.12 Business

Any other general business of the Board shall then be conducted.

3.13 Term of Office

The term of office for all elected Board Officers shall be for one (1) year, or the following December, whichever comes first, however, officers shall remain in office until such time as elections for their offices have been held.

There shall be no restrictions as to how many consecutive terms an individual Member shall serve as an Officer of the Board.

Section 4.0

REGULAR MEETINGS OF THE BOARD

4.1 Schedule for Regular Meetings

Regular Meetings of the Board shall be held on a schedule as determined by the Board annually at its December meeting.

4.2 Cancellation

The Chair and/or the Director may cancel a meeting for reasonable cause such as a lack of a quorum.

4.3 Rescheduling Cancelled Meetings

The Chair, in consultation with the Director, may, at their discretion, reschedule a cancelled meeting to another date.

4.4 Meeting Location

Regular meetings of the Board shall be held at the head office of the Board, and/or alternate designated meeting room locations as determined by the Board. In special or emergency circumstances, the Chair, in consultation with the Director, may alter the venue/designated meeting room, provided sufficient notice is provided to members.

Amended by Resolution No. 97/05: March 21, 2005

4.5 Notice of Meeting

The notice of meeting, agenda and supporting materials shall be forwarded (a minimum of five {5} days wherever possible) to Members, prior to the holding of any meeting.

4.6 Distribution

Notice of all Regular Meetings of the Board shall be made available, *upon request*, to local media representatives within the jurisdiction of the Board, and such notice shall include a copy of the agenda.

4.7 Member Attendance

Attendance of Members shall be recorded by the Secretary in the minutes of all regular board meetings. A Member who absents himself or herself, without being excused by resolution entered in the minutes, for three consecutive regular board meetings, thereby automatically vacates his or her seat.

4.8 Member Absence

It shall be the responsibility of each Member to notify the Secretary of expected absences prior to the time of each regular meeting.

4.9 Adjournment

To adjourn any meeting of the Board, a duly moved, seconded and carried motion shall be required except in the situation where the Chair is forced to adjourn for lack of a quorum in which case the meeting is adjourned on ruling of the Chair. (See also 4.29).

4.10 Unfinished Business

If the adjournment of a meeting results in items of business on the Agenda remaining unfinished, the Chair, in consultation with the Director, may call another meeting of the Board for the sole purpose of completing the Agenda. Alternatively, the Chair may schedule the unfinished items of business to the next meeting of the Board.

4.11 Special Meetings

Special Meetings of the Board may be held at the call of the Chair, in consultation with the Director, or on the written request of no fewer than a majority of the Members of the Board.

4.12 Agenda

All matters to be placed on the Agenda of a Regular Board Meeting are subject to the approval of the Chair. The Chair may not deny the requests by Administration for Agenda items arising from an Administrator's discharge of duty under the *Education Act* and Regulations or the procedures of the Board, and all such requests shall be granted by the next available meeting.

4.13 Emergency Items

It shall also be possible for a Member to request that an item be added to the Agenda at the meeting. However, such added items will not come to a vote (where a vote is involved) until at the earliest, the next available Regular or Special Meeting, unless a majority of the Members direct otherwise.

4.14 Administration Assistance

When staff assistance is required by a Member initiating a matter to be considered, the Chair, in consultation with Administration, may approve or deny that assistance.

4.15 Quorum

A quorum shall be required for any meeting to proceed, and the determination of a quorum shall be as per the *Education Act* and pertinent Regulations. (See also 3.3, 8.4 and 8.5)

To establish a quorum, the Chair will include Members both physically present and those attending via electronic communications.

As required in Regulation, however, the MINIMUM attendance required to be physically present in the meeting room of the Board shall be:

- (a) the Chair of the Board or designate
- (b) at least one additional member of the Board; and
- (c) the Director or designate.

4.16 Agenda (Order of Business)

The business before the Board shall generally be dealt with in the following order:

1. Roll Call
2. Approve Agenda
3. Declaration of Conflict of Interest
4. Approve Minutes of Previous Meeting(s)
5. Business Arising out of Minutes
6. Delegations, Representations, etc.
7. Reports and Matters for Decision
8. New Business
9. Notices of Motion
10. In-Camera (Closed to the Public)
11. Correspondence and Information Items
12. Adjournment.

4.17 Participation of Appointed Members

4.17.1 First Nations Representative

Once appointed, the Member representing First Nations is deemed to be an elected Member and, as such, enjoys all the rights, privileges and responsibilities of any other Member, and is subject to the same Rules and Regulations. (See also 3.4 and Provincial Regulation)

4.17.2 Student Representative

Once elected, the Student Trustee attains only a limited membership, and the Student Trustee may:

- (a) regularly attend Board Meetings and the Committee of the Whole In-Camera Sessions, however will be excused from discussions related to the “Personnel” section of In-Camera Agendas and those related to students and/or their parent(s)/guardian(s);
- (b) request that items be placed on or added to the Agenda, subject to the approval of the Chair and/or the Director;
- (c) request that a matter before the Board, or one of its Committees on which the Student Trustee sits, be put to a recorded vote and, in that case, there shall be:

- a recorded, non-binding vote that includes the Student Trustee’s vote;
and
- a recorded binding vote that does not include the Student Trustee’s vote;
- (d) make presentations to the Board;
- (e) generally provide advice to the Board from the perspective of a student within the system;
- (f) sit on Board Committee Meetings as other Trustees; however, not on a Committee that requires one or more “Members of the Board”. When Board Policy governs Committee membership, the Board could amend its Policy to allow a Student Trustee to sit on the Committee.

The Student Trustee may NOT:

- (a) move or second a motion; however, is entitled to suggest a motion on any matter at a Meeting of the Board, or of one of its Committees on which the Student Trustee sits and, if no Member of the Board or Committee, as the case may be, moves the suggested motion, the record shall show the suggested motion;
- (b) vote on a motion;
- (c) participate in any Committee or Subcommittee dealing with employee matters;
- (d) serve as Chair or Vice-Chair.

4.18 Public Access to Meetings and Minutes

4.18.1 Meetings

All Meetings of the Board and its Committees shall be open public meetings in accordance with the provisions of the *Education Act*, except for those portions held In-Camera.

4.18.2 Minutes

Minutes of Regular Board Meetings shall be made available as per Board Policy and, generally, this shall be as follows:

- all Schools of the Board; and
- upon request, the news media located in the area served by the Board.

4.19 Exclusion of Persons

The Chair or presiding Officer may expel or exclude from any Meeting any person who has been guilty of improper conduct during the Meeting.

4.20 Temporary Chair

If at any Meeting there is no Chair or Vice-Chair present, the Members present will elect one of themselves to be the Chair for that Meeting.

4.21 Voting by Chair

The presiding Chair may vote with the other Members of the Board upon all motions. This provision shall apply to all Meetings of the Board and its Committees.

4.22 Equality of Votes

Any motion on which there is an equality of votes IS LOST. This provision shall apply to all Meetings of the Board and its Committees.

4.23 Presiding Officer's Participation

It shall be the policy and practice of the Board to allow the full participation of the Chair or Vice-Chair of the Board or any Committee without that individual having to relinquish the Chair.

4.24 Points of Order

4.24.1 Point of Order

Any Member at any time may rise on a point of order, interrupting a speaker if necessary to point out a breach of the rules.

4.24.2 Ruling of the Chair

The Chair shall decide whether the point is well taken and shall state the applicable rule without comment.

4.24.3 Final

The ruling of the Chair shall be final and binding, subject only to appeal to the Board.

4.24.4 Appeal

An appeal to the Board will be by verbal motion, duly seconded, and shall require a majority vote of the Members present to overturn the Chair ruling. Such an "appeal motion" is not debateable, and the result of the vote is final and binding, but shall not be considered a precedent.

4.25 Privilege

4.25.1 Question

Questions of privilege may be raised in the course of debate, but not so as to interrupt a speaker who has the floor.

Such questions usually have to do with the rights or interests of the Board as a whole or of a Member personally and arise, if in the course of debate, it appears that those rights or interests are adversely affected.

4.25.2 Ruling of the Chair

The Chair shall rule whether the question is properly one of privilege and admissible.

4.25.3 Final

The ruling of the Chair shall be final and binding, subject only to appeal to the Board.

4.25.4 Appeal

An appeal to the Board will be by verbal motion, duly seconded, and requires a majority vote of the Members present to overturn the Chair's ruling. Such an "appeal motion" is not debateable, and the result of the vote is final and binding, but shall not be considered a precedent.

4.26 Electronic Participation

It shall be possible and permitted for a Member, including appointed Members, upon request to the Secretary of the Board, to participate using electronic means as outlined in Board Policy and Provincial Regulation.

Such connection must allow for interactive, two-way communication by land-line to occur as well as provide for secure communications for any In-Camera Session.

A Member participating in this manner shall be deemed to be in attendance and is therefore, subject to all the rules and regulations as laid out in Board Policy and Provincial Regulations.

It is required that each Member of the Board attend, in person, at least THREE Meetings of the Board in the twelve-month period (December to November), and that the Trustee physically attend at the site where the official meeting room of the Board has been designated for the Board Meeting.

*Amended by Resolution No. 122/04: May 17, 2004 & Supersedes
Amending Board Resolution No. 56/01: February 20, 2001*

4.27 Recorded Vote

4.27.1 One Member

A Member may ask for his/her vote ONLY to be recorded on any questions, and such request shall be made BEFORE the Chair calls upon the Members to vote on the question.

4.27.2 All Members

The "yeas" and "nays" of all Members shall NOT be recorded UNLESS REQUESTED BY TWO MEMBERS and such request must be made before the Chair puts the question.

Providing such request is made, the names of those who vote FOR, those who vote AGAINST, and those who ABSTAIN, shall be entered into the minutes.

The Secretary shall take the record of the vote.

4.28 Participation and Conduct of Members

4.28.1 Addressing the Chair

A Member, prior to speaking to any question or motion, shall address the Chair. The Member shall confine himself/herself to the question before the Board and shall avoid all discourteous language or references to personalities.

4.28.2 Chair's Authority

A Member called to order by the Chair for breach of proper decorum is expected to comply at once with any directive given by the Chair, withdrawing any offensive words and/or apologizing for any infringement of the rules. If the Member does not do so to the satisfaction of the Chair, the Chair, for that meeting, may expel or exclude the Member pursuant to subsection 207(3) of the *Education Act*.

4.28.3 Speaking Order

When two or more Members wish to speak at the same time, the Chair shall name the Members who are to speak and the order in which they are to speak.

4.28.4 Interruptions

Members shall not be interrupted while speaking except on a Point of Order, in which case the Member shall yield the floor to allow the Chair to rule on the matter.

4.28.5 Breach of Rules

Members shall not otherwise be interrupted while speaking except that they be called to order by a Member through the Chair for a breach of the rules of the Board, in which case the Member shall yield the floor to allow the Chair to rule on the matter.

4.28.6 Request to Read Motion

Any Member may require the motion under discussion to be read for his/her information at any time in the course of debate, provided that no such request shall be made so as to interrupt a Member speaking to the question.

4.29 Motions

4.29.1 In Possession of the Board

After the Chair reads a motion, it shall be deemed to be in the possession of the Board, but it may be withdrawn at any time before the vote is taken with the consent of the mover and seconder.

4.29.2 Dividing a Motion

Any Member may appeal to the Chair to have a motion divided. If, in the opinion of the Chair, the motion under consideration contains two or more

distinct propositions, the Chair may grant the request and direct that the Members consider and vote on the proposition as separate items.

The Chair's ruling shall be final, subject only to appeal to the Board in which case a majority vote shall prevail.

4.29.3 Order of Precedence

The order of precedence of motions, from the highest rank to the lowest, shall be as contained in the table provided as part of these By Laws (Appendix A). This order shall prevail during meetings of the Board and its Committees.

4.29.4 In Writing

No motion or amendment shall be debated or put to a vote unless the same be in writing and be duly moved and seconded.

4.29.5 Motion to Adjourn

A motion to adjourn shall be in order at any time, except when a Member is speaking or a vote is being taken.

A motion to adjourn shall not be open to amendment or debate, but a motion to adjourn to a certain time may be amended and debated.

If such a motion to adjourn is lost on the vote, no second motion to the same effect shall be in order until some intermediate question has been disposed of.

4.29.6 Motion to Table

A motion to table is not debatable. A motion to table with any consideration attached is debatable.

4.29.7 Taking from the Table

When a question has been tabled, it shall not be taken up at the same meeting, except by a vote of two-thirds of the Members present.

4.29.8 Motion to Amend

After any motion is moved and seconded, a motion to amend may be made, and a motion to amend the amendment.

Only two such amendments may be entertained at the same time. One of the amendments must be disposed of before any new amendment can be entertained.

4.29.9 Reverse Order

All questions shall be put in the order in which they are moved, except that amendments shall be put before the main motion, the last amendment first, and so on.

After the Chair has put a question to a vote, there shall be no further debate.

4.29.10 End of Debate

Every Member present, when a question is put, shall vote thereon unless prevented by a statute, act or declared conflict of interest.

4.29.11 Friendly Amendment

It shall be possible to have a “friendly amendment” proposed which, with the agreement of BOTH the mover and seconder of the original motion, can be incorporated as part of the original motion and thereby cease to be an amendment.

4.29.12 Every Member to Vote

Failure to signal a vote by hand or voice shall be deemed to be a vote in the affirmative, unless the Member is prevented from voting on the motion as outlined in the above.

4.29.13 Failure to Vote

The Chair or Member presiding shall vote with the other Members on all questions and, where an equality of votes is recorded, the question shall be deemed lost. (See also 4.21 and 4.22)

4.29.14 Reconsideration

A question may be reconsidered at a later meeting provided a Member has given written notice of a motion to reconsider. The question of the reconsideration shall be decided by a simple majority vote.

4.29.15 Failed Motion

If the reconsideration of the question should be decided in the negative, it shall not be reconsidered again before three (3) regular meetings have been held, unless this rule is suspended by a two-thirds vote of the Members present.

4.30 Open Meetings

Meetings of the Board and its Committees shall be open to the public and no person shall be excluded from a meeting that is open to the public except for improper conduct.

However, a Meeting of a Committee of the Board, including a Committee of the Whole Board, may be closed to the public subject to the provisions of the *Education Act*, the *Municipal Freedom of Information and Protection of Privacy Act*, and any other relevant legislation, 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(s) or guardian(s);
- (c) the acquisition or disposal of a school site;
- (d) decisions in respect of negotiations with employees of the Board;
- (e) litigation affecting the Board; or

- (f) advice subject to solicitor-client privilege.

Closed meetings shall be known as In-Committee Sessions. In-Committee Sessions shall include, in addition to the Trustees and Superintendents, the Board Reporter and others by invitation of the Board. Student Trustees may attend In-Committee Sessions, except meetings closed to the public under section 207(2)(b) of the *Education Act*. (See By Law 4.17 above)

4.31 Requests for Funds

If there are requests for funds that arise from the floor during a Board or Committee Meeting, and that request has not been identified as an Item on the approved Agenda for that Meeting, the Chair will withhold any action on the request until there has been sufficient opportunity to review the request.

Under normal circumstances, this review of the request will include a report by appropriate staff at a subsequent meeting.

4.32 Commencement of Meeting

As soon as there is a quorum after the hour fixed for the Meeting, the Chair shall call the Members to order.

However, unless a quorum is present within thirty (30)-minutes after the time appointed for the Meeting, the Meeting shall stand adjourned.

The Secretary shall record the names of the Members present and the fact that the Meeting was cancelled for lack of a quorum and this shall form part of the Board's official records.

Section 5.0
COMMITTEES

5.1 Types of Committees

5.1.1 Standing Committees

A Standing Committee shall be a Committee of Members that is appointed by the Board to consider, on a regular basis, a specific, fixed area of the Board's operation.

5.1.2 Sub Committees

Any duly constituted Standing Committee of the Board may, from time to time, establish a Sub Committee to undertake a specific, assigned matter and report back thereon to the striking body by a fixed date.

5.1.3 Ad Hoc and Special Committees

Such Committees may be established by the Board to provide on-going input to the Board on a topic or group of topics as determined by the Board.

5.1.4 Statutory Committees

Such Committees are established under Provincial Regulations and have mandates and terms of reference as required by the Regulations and expanded, if appropriate, by the Board.

5.2 Formation of Committees

Any Committee, whether Standing or Ad Hoc or Advisory or otherwise, established by the Board, shall be by Board resolution.

Generally, the Board may establish such committees as it considers expedient.

5.3 Committee Mandate

Each committee established by the Board or a sub-committee established by a Standing Committee of the Board, may be given a written mandate approved in the minutes of the striking body.

5.4 Committee Membership

5.4.1 Determination

The membership of all Committees, subject to any statutory requirements, shall be determined by the Board.

5.4.2 Appointments

The Members of all committees, except sub-committees, shall be appointed by Board resolution.

5.4.3 Ex-Officio Members

The Chair and Vice-Chair of the Board and Director of Education shall be ex-officio and non-voting members of all Board Committees, unless appointed as

a voting member but such membership shall not be extended to include any Negotiating Committee.

5.5 Negotiating Committee(s)

5.5.1 Appointment

A Negotiating Committee is a committee of the Board and shall be appointed and be structured as laid out in Board rules.

5.5.2 Purview

A Negotiating Committee shall report to the Board on all matters it considers, which may include the following:

- (a) Review and Recommend — to thoroughly review collective agreements and, after consultation with senior staff, make recommendations to the Board regarding proposed changes in the agreements to be negotiated.
- (b) Establish Guidelines — to establish guidelines and directions for negotiating and obtain Board approval for same.
- (c) Report — to report regularly to the Board on the status of negotiations.
- (d) Ratification — to make recommendations to the Board re: ratification and other matters relating to collective bargaining.
- (e) Other Matters — to deal with all other matters such as may be determined by the Board.

Section 6.0

COMMITTEE OF THE WHOLE BOARD

6.1 Authority

The Board may at any time, upon majority vote, resolve itself into Committee of the Whole Board to discuss matters which are of general interest and for which detailed discussion is required.

6.2 Purpose

The purpose of convening as Committee of the Whole Board is to allow for a more open discussion of matters that will eventually come to the Board for decision.

6.3 In-Camera Sessions

Committee of the Whole sessions shall be open to the public, except as provided by Section 4.30. Committee of the Whole may move into an In-Camera session by resolution.

6.4 Decisions

Committee of the Whole will not deal with resolutions, except to convene, adopt recommendations, adjourn, and move into and out of In-Camera Session. Committee of the Whole does not have the authority to make decisions for the Board.

6.5 Scheduling Meetings

Committee of the Whole may be scheduled as a separate meeting on a different date from the Regular Board meeting OR it may form a part of a Regular Board meeting OR the Board may reconvene from Committee of the Whole into a Regular Board meeting by resolution and without advance notice.

6.6 Chair

While in Committee of the Whole, the Chair shall be determined by a method, such as rotation, as established by the Members, and shall not automatically be Chaired by the Board Chair or Vice-Chair, unless so decided by the Members.

Section 7.0

COMMITTEE OF THE WHOLE BOARD IN-CAMERA

7.1 Authority

All meetings of the Board and its Committees shall be open to the public, except In-Camera Sessions, as outlined in section 4.30, when the subject matter under consideration may be discussed at an In-Camera Session.

7.2 Minutes and Resolution

When the Board has convened into an In-Camera Session by resolution at a Regular or Special Meeting of the Board, the requirements of these By Laws with respect to Regular Meetings of the Board shall apply with the following exceptions:

- (a) no seconder is required for motions;
- (b) no motion to call the question is allowed;
- (c) Members and Student Trustees may speak more than once on the same question;
- (d) at the discretion of the Chair of the In-Camera Session, Members and Student Trustees may speak longer than five minutes on the same question;
- (e) the entrances and exits of Members and Student Trustees shall not be recorded .

Minutes of the In-Camera Session will be maintained, which will include Resolutions of the Board In-Camera. At the conclusion of an In-Camera Session, the Chair will request a motion to rise and report. Upon approval of such Resolution, the In-Camera Session will be adjourned.

All materials for and from the In-Camera Session will be maintained on a confidential basis. This will include the Agenda, any materials provided for the In-Camera Session, as well as the Minutes of the In-Camera Session.

7.3 Confidentiality

Members shall be governed by their oath that matters discussed In-Camera are privileged and confidential.

7.4 Conditions

Subject matter allowed to be discussed in an In-Camera Session is generally as follows:

- 7.4.1 Security of Property
The security of the property of the Board.
- 7.4.2 Property Transactions
The acquisition or disposal of property.

7.4.3 Personal Items

The disclosure of intimate personal or financial information in respect of any Member of the Board or its Committees, an employee or prospective or former employee, or a pupil or his/her parent(s) or guardian(s).

7.4.4 Negotiations

Decisions in respect of negotiations with any employee group.

7.4.5 Litigation

Litigation affecting the Board.

7.5 Rise and Report

Upon the adjournment of the In-Camera Session, the Chair will request a motion to move into Public Session of the Board and will request a Motion to approve the Resolutions and any other decisions of the In-Camera Session.

Section 8.0

GENERAL PROCEDURES

8.1 Public Access to Agenda

Any member of the public who requests it shall be provided copies of the Agenda of any Meeting of the Board or Board committees, provided such request is made at least one week prior to the date of the Meeting. An appropriate copying fee may be charged.

8.2 Public Access to Minutes

Any member of the public who requests it shall be provided copies of the Minutes of any Board or Committee Meeting subsequent to those Minutes having been approved by the Board.

8.3 Limitations

In any case where such a request is more than three (3) months after the Minutes have been approved, provision of these Minutes shall not be required, but the Minutes may be viewed in the official record of the Board at the Board's head office.

8.4 Quorum Ceasing to Exist

The Board or its Committees shall adjourn a convened meeting whenever a quorum is no longer present and the Chair shall record the time of adjournment for lack of a quorum and the names of those Members still in attendance.

8.5 Secret Ballot

No vote shall be taken by ballot or any other method of secret voting, and every vote so taken is of no effect. An allowable exception shall be when nominating and electing the Chair and Vice-Chair of the Board or the Chairs of Board Committees at the first meeting of the year or when a vacancy exists.

8.6 Committee Reports

8.6.1 Format

Committees appointed by the Board to provide a report on any subject shall report to the Board, in writing, a statement of facts and the majority opinion / recommendations regarding the matter under review.

8.6.2 Records

Each Committee shall maintain Minutes of its Meetings and will therein set out Recommendations for Board consideration and such other information as the Committee shall consider necessary.

8.6.3 Reporting

Unless otherwise approved it shall be the duty of the Chair of a Committee to report to the Board.

Section 9.0

CONFLICT OF INTEREST

9.1 Declaration

At the outset of a Board Meeting, the Chair shall call for those Members present to declare any potential conflict of interest and the nature of the interest arising from any Item on the Agenda.

9.2 Action

Where a Member has any pecuniary interest, direct or indirect, with respect to any Item(s) on the Agenda, he / she shall, prior to any consideration of the Item(s), disclose that interest and the general nature thereof and shall refrain from participation in any discussion thereon, shall not vote on any question in respect of such matter(s) and shall not attempt in any way, whether before, during or after the meeting, to influence the voting on any such question. (See also Appendix C - Code of Conduct)

9.3 In-Camera

Where the meeting concerned is not open to the public, in addition to complying with the requirements as outlined in subsection 4.30 and section 7, the Member shall forthwith leave the Meeting or the part of the Meeting during which the matter is under consideration.

9.4 Recording Disclosure

Where the pecuniary interest has been disclosed at a Meeting which is held In-Camera, the record shall note the disclosure and the Member's actions.

9.5 Absence of Member with Conflict

Where the interest of a Member has not been disclosed as required above by reason of the Member's absence from the Meeting in question, the Member shall disclose his/her interest and otherwise comply with the above, as appropriate, at the first Meeting attended by the Member after the Meeting in question.

9.6 Recorded Belated Declaration

The Minutes shall record the name of the Member declaring a conflict of interest, the nature of the conflict, and shall record if the Member leaves or re-enters the meeting.

9.7 Individual Responsibility

Members are solely responsible for being aware of and adhering to current applicable legislation governing conflict of interest, as well as the Board's Code of Conduct. (See Appendix C)

Section 10.0
DELEGATIONS

10.1 Conditions

Persons or groups wishing to appear before the Board shall be permitted to do so, provided:

10.1.1 Subject Matter

it is a matter within the jurisdiction of the Board; and

10.1.2 Request

a request is received by the Chair or the Director or designate at least six (6) days prior to the meeting at which the delegation is requesting permission to be heard.

10.2 Approval

Requests from delegations by or on behalf of employees of the Board shall require the approval of the Board.

10.3 Specifics

Requests from delegations must specify the nature of the topic to be addressed, and the name of the spokesperson for the group.

10.3.1 In Camera Topics

Where the subject matter of the delegation involves matters as set out in sections 4.30 and 7.4 the delegation will be included on the Agenda for the Committee of the Whole Board in Camera part of the Regular or Special Meeting

10.4 Handouts

If a delegation wishes to provide written materials as part of the presentation, up to five (5) pages will be copied by the Board and will be included for the Members as part of their agenda package, if received at least seven (7) business days prior to the meeting date.

10.5 Exception

Time and other requirements herein may be waived at the discretion of the Chair in consultation with the Director.

10.6 Refusal

Delegations may be refused if they would appear on the same agenda as a similar item to be voted upon by Trustees at the same meeting.

10.7 Referred to Committee

The Chair or Director may assign a requested delegation to a Committee of the Board.

10.8 Time Limit

Any delegation will be ordinarily limited to ten (10) minutes for its presentation.

10.9 Questions

Questions of clarification may be asked by the Members following a presentation.

10.10 Decision

No decision relative to the presentation will be made by the Board at the meeting at which the presentation is made.

Section 11.0

MEMBER ATTENDANCE

11.1 Absences/Regrets

All absences/regrets from Meetings of the Board or its Committees shall be recorded in the Minutes.

11.2 Eligibility

Provisions of the *Education Act* and Regulations shall apply in determining a Member's eligibility to continue to sit as a Member following extended absences.

Section 12.0
RULES OF ORDER

12.1 By-Laws

The rules of order to be observed shall be in accordance with the provisions of these By Laws, as approved by the Board and amended from time to time, and the *Education Act* and Regulations. (See also 1.3, 1.5 and 13.1)

12.2 Maintaining Order

The Chair shall preserve order and decide all questions of order (subject to appeal) without argument or comment.

12.3 Members Speaking

Any Member wishing to speak shall so indicate to the Chair. When called by the Chair, but not before, the Member may proceed to speak, using formal address and confining his/her remarks to the subject under debate.

12.4 Duration

Members shall not speak more than once or longer than five (5) minutes on any motion without the permission of the Chair.

12.5 Interruptions

No Member, while speaking, shall be interrupted, except on a point of order, in which case the Member shall desist from speaking and await the decision of the Chair.

12.6 Motions

Every motion shall be duly moved and seconded before any debate may ensue.

12.7 Disposal of Motions

Any motion moved and seconded shall be disposed of only by a vote of the Board, unless the mover and the seconder, with the permission of the Board, withdraw the motion.

12.8 Contrary to By-Laws

Whenever a motion presented is contrary to the By Laws of the Board, the Chair shall so apprise the Members and rule on the appropriate course of action.

Section 13.0

DUTIES OF BOARD OFFICERS

13.1 Chair

The Chair shall:

- determine that the Meeting is legally constituted;
- determine that the Notice of Meeting was issued by proper authority and that the Notice made reference to the subject areas to be discussed;
- have in his/her possession the Agenda for the meeting;
- ascertain that a quorum is present;
- call the meeting to order on opening and adjourn it when the business is completed or when, for some other reason, it cannot proceed further;
- enforce the observance of all rules for the orderly conduct of the meeting and expel or exclude from any meeting any person guilty of improper conduct;
- exercise tact and judgment at all times;
- put the question on every motion, when debate on the motion is complete;
- declare the will of the Meeting as expressed in the vote;
- give every Member reasonable opportunity to participate in the discussion;
- take part in any discussion after allowing Members sufficient opportunity to speak;
- state each motion or amendment clearly, on request, and receive comment to forego the reading of the motion or amendment as it comes before the meeting, if desired;
- maintain order and decide all questions of procedure, subject to appeal by any Member to the Board; and,
- sign, along with the Secretary, all approved minutes.

Additional duties of the Chair are set out in Appendix C, Code of Conduct for Trustees.

13.2 Vice-Chair

In the absence of the Chair, the Vice-Chair shall act as Chair with duties and responsibilities as outlined herein.

13.3 Secretary

The Secretary of the Board is the Director of Education in accordance with the *Education Act*.

The Director of Education shall act as Secretary for all Regular and Special Board Meetings and Committee of the Whole Board Meetings.

The Director may delegate secretarial responsibility to other administrators for other Committees of the Board.

The Secretary shall:

- record or cause to have recorded the results of the deliberations of a meeting;
- file and preserve the original Minutes as part of the original records of the Board;
- assist the Chair and the Members in providing information, direction and interpretation, when requested; and,
- otherwise provide assistance at the direction of the Chair and the Members.

13.4 Treasurer

The Treasurer of the Board shall be the Superintendent of Business.

This Officer's duties shall be as outlined in the *Education Act*, Provincial Regulation and Board Policy and Procedures.

PROCEDURES AT A GLANCE

Appendix A

Principles: ✓ Justice and courtesy for all. ✓ One thing at a time. ✓ Recognition of the will of the majority. ✓ Protection of the rights of the minority.

TYPE OF MOTION	Must be Seconded	Can be Discussed	Can be Amended	Vote Required
<u>Privileged (and incidental)</u>				
<input type="checkbox"/> Stops proceedings no matter what is before the Board.				
Motion to adjourn	Yes	No	No	Majority
Motion to recess	Yes	Only to length	Yes	Majority
Question of privilege	No	No	No	No
Point of order	No	Chair & mover only	No	No
Appeal the ruling of the Chair	Yes	Yes	No	
<u>Subsidiary</u>				
<input type="checkbox"/> Determines the immediate fate of the motion before the Board				
Table of motion	Yes	No	No	Majority
To call for a vote	Yes	No	No	Majority
To defer	Yes	Yes	Yes	Majority
To proceed	Yes	No	No	Majority
To call the previous question	Yes	Yes	No	Majority
To refer	Yes	Yes	Yes	Majority
Amend a main motion	Yes	Yes	Yes	Majority
Amend the amendment	Yes	Yes	No	Majority
To limit debate	Yes	No	Yes time only	Majority
To extend debate	Yes	No	Yes time only	Majority
Withdraw a motion	No	No	No	Majority
<u>Unclassified</u>				
<input type="checkbox"/> Refers to motions that need to be considered again.				
Motion to reconsider	Yes	Yes	No	Majority
Motion to rescind	Yes	Yes	Yes	Majority
Take from table	Yes	No	No	Majority
Main Motion				
<input type="checkbox"/> Presents a proposal to the Board.	Yes	Yes	Yes	Majority
<i>The Director is on hand to advise the Chair and, when necessary, if asked by the Chair or the Board, to state the ruling or give the Director's interpretation of it.</i>				

QUICK REFERENCE & GUIDE TO PARLIAMENTARY PROCEDURES

Appendix B

	ORDER OF MOTION	MAY APPLY TO FOLLOWING MOTIONS	MAY INTERRUPT ONE WHO HAS THE FLOOR	MOVER MUST BE RECOGNIZED	REQUIRES SECONDER	DEBATABLE	VOTE REQUIRED	MAY BE RENEWED	MOTIONS THAT MAY APPLY TO IT
PRIVILEGED MOTIONS	1. To fix time of next meeting	None	No	Yes	Yes	Not when privileged	Majority	Not for same time	Amend, reconsider
	2. To adjourn	None	No	Yes	Yes	Not when privileged	Majority	Yes, after progress	None
	3. Question of privilege	None	Yes if necessary	No	No	No, but a resulting motion is	Decided by Chair	After Progress	None apply to question of privilege, but all may apply to resulting privileged motion
	4. To call for orders of the day	Any special or general order	Yes, to call for a special order	No	No	No	None-takes 2/3 vote to postpone special order	Yes, except special cases	None except to postpone orders
INCIDENTAL MOTIONS	5. Rise to a point of order	Any motion or act	Yes	No	No	No	None, unless appealed, then majority	No	None
	6. Appeal	Any decision by the Chair	Yes	No	Yes	No	Majority	No	Lay on table, close debate, reconsider
	7. To suspend the rules	Any motion where needed	No	Yes	Yes	No	Usually 2/3 (see constitution)	No, except by unanimous consent	None
	8. To create special orders	Main motion	No	Yes	Yes	Yes	2/3	After progress	All
	9. To withdraw (or renew) a motion	Any Motion	No	Yes	No	No	Majority	After progress	Reconsider
	10. Voting-"division" motion to ballot	Any		No	Division, no Ballot: yes	No	Majority	Does not apply	None
11. Objection to consideration	Main question and questions of privilege	Yes	No	No	No	2/3 in negative	No	Reconsider	
SUBSIDIARY MOTIONS	12a. To lay on the table	Main questions, appeals, questions of privilege or reconsider	No	Yes	Yes	No	Majority	After progress	None
	12b. To take from the table	Only to motion that was tabled	No	Yes	Yes	No	Majority	After Progress	None

	ORDER OF MOTION	MAY APPLY TO FOLLOWING MOTIONS	MAY INTERRUPT ONE WHO HAS THE FLOOR	MOVER MUST BE RECOGNIZED	REQUIRES SECONDER	DEBATABLE	VOTE REQUIRED	MAY BE RENEWED	MOTIONS THAT MAY APPLY TO IT
	13. Close debate	Any debatable motion	No	Yes	Yes	No	2/3 Majority	After progress	Reconsider
	14. To postpone to certain day	Main motion, questions of privilege or reconsider	No	Yes	Yes	Yes	Majority	After Progress	Amend, reconsider, limit or close debate
	15. To refer	Main motion, questions of privilege	No	Yes	Yes	Yes	Majority	After progress	Amend, reconsider limit or close debate
	16. To amend or substitute	Main motion, limit debate, refer, postpone definitely, fix time of next meeting	No	Yes	Yes	Yes	Majority	No	Amend, reconsider, limit or close debate
	17. To postpone indefinitely	Main motion, questions of privilege	No	Yes	Yes	Yes	Majority	No	Limit or close debate, reconsider (“one” vote only)
	18. Main question (or motion)	No other motion	No	Yes	Yes	Yes	Majority	Not at same session	All
	19. To reconsider	Any motion except adjourn, suspend rules, lay on table	Yes for entry	No	Yes	Yes	Majority	No	Limit or close debate, lay on table, postpone definitely
	20. To rescind	Main motions, appeals, questions of privilege	No	Yes	Yes	Yes	Majority	Not at same time	All
	21. Elections (nominations)	None	No	Yes	No	No			None

A conveniently indexed Robert’s Rules of Order or this Reference Guide should be consulted to help the Chair determine the proper course of action.

**Code of Conduct For Members of
Superior-Greenstone District School Board**

Appendix C

Preamble

The members of the Superior-Greenstone District School Board of Trustees occupy positions of public trust and confidence. They are expected to discharge their duties and responsibilities in a professional and impartial manner.

It is imperative that the Trustees be, and be seen to be acting in the best interests of the public they serve.

Without limiting the generality of the foregoing, a Trustee would compromise themselves in the discharge of their duties by failing to declare a conflict of interest as required pursuant to the *Municipal Conflict of Interest Act*, by contravening any other law, by disclosing confidential business, personnel or student information, and by misappropriating Board resources.

This Code of Conduct is applicable to all members of the Board of Trustees.

Decorum

Trustees shall at all times act with decorum and shall be respectful of other Trustees and members of staff, as well as the public.

A Trustee may comment on or disagree with a decision made by the Board. However, in accordance with s. 218.1(c) of the *Education Act* and this Code of Conduct, a Trustee is required to uphold the implementation of any Board Resolution after it is passed by the Board. A Trustee may not make disparaging remarks about or speculate on the motives of a Trustee or a group of Trustees when commenting on or expressing disagreement with a decision made by the Board.

Any Trustee who resists the rule of the Board, uses offensive language, disobeys the decision of the Chair or the Board on points of order, or makes any disorderly noise or disturbance may, unless an apology is offered, be ordered by the Chair to leave for the remainder of the meeting, and in the case of refusal to do so, may, on the order of the Chair, be removed from the Board Room and Board Office. Such removal is to be recorded in the Minutes of the Meeting. (See section 207(3) of the *Education Act*).

Complying with the Law

Trustees shall comply with Board Policies and Procedures, Ministry of Education requirements, as well as the provisions of the *Education Act* and Regulations, *Municipal Conflict of Interest Act*, *Municipal Freedom of Information and Protection of Privacy Act*, and any other Act or Regulation that may be applicable to the Trustee's duties from time to time.

— Specific Requirements under Part VI of the Education Act
(as amended effective December 15, 2009, by Bill 177 – An Act to amend the Education Act with respect to student achievement, school board governance and certain other matters)

All Trustees are expected to comply with the following duties of Board members as set out in section 218.1 of the *Education Act*:

“A member of a board shall,

- (a) carry out his or her responsibilities in a manner that assists the board in fulfilling its duties under this Act, the regulations and the guidelines issued under this Act, including but not limited to the board’s duties under section 169.1;
- (b) attend and participate in meetings of the board, including meetings of board committees of which he or she is a member;
- (c) consult with parents, students and supporters of the board on the board’s multi-year plan under clause 169.1(1)(f);
- (d) bring concerns of parents, students and supporters of the board to the attention of the board;
- (e) uphold the implementation of any board resolution after it is passed by the board;
- (f) entrust the day to day management of the board to its staff through the board’s director of education;
- (g) maintain focus on student achievement and well-being [through the development of policies]; and
- (h) comply with the board’s code of conduct.”

Additional Duties of the Chair

In addition to the duties of Trustees set out in s. 218.1 of the *Education Act*, the Chair of the Board is expected to comply with the additional duties set out in s. 218.4 of the *Act*:

“In addition to any other duties under the Act, the chair of a board shall,

- (a) preside over meetings of the board;
- (b) conduct the meetings in accordance with the board’s procedures and practices for the conduct of board meetings;
- (c) establish agendas for board meetings, in consultation with the board’s director of education or the supervisory officer acting as the board’s director of education;
- (d) ensure that members of the board have the information needed for informed discussion of the agenda items;

- (e) act as spokesperson to the public on behalf of the board, unless otherwise determined by the board;
- (f) convey the decisions of the board to the board’s director of education;
- (g) provide leadership to the board in maintaining the board’s focus on the multi-year plan established under section 169.1;
- (h) provide leadership to the board in maintaining the board’s focus on the board’s mission and vision; and
- (i) assume such other responsibilities as may be specified by the board.”

Conflict of Interest

All Trustees are expected to comply with the *Municipal Conflict of Interest Act*, R.S.O., 1990, c. M-50 provisions, which requires a Trustee to declare and disclose the general nature of the interest for all direct and indirect pecuniary conflicts of interest and abstain from discussions and voting.

In all situations where a Trustee or their spouse, child or parent has a pecuniary interest in a matter before the Board, that Trustee must declare a conflict of interest, disclose the general nature of the interest, and abstain from discussions and voting with respect to that issue. Where such conflict of interest arises during an in-camera session of the Board, the Trustee must absent themselves from the room during discussion and deliberation of the issue for which they have a conflict.

It is an expectation of the Board that Trustees will not only comply with the requirements of the *Municipal Conflict of Interest Act*, but also avoid conflicts of interest as defined by this Code of Conduct.

Pursuant to this Code of Conduct a conflict of interest exists when the decisions and/or actions of a Trustee during the course of exercising their duties are affected by or perceived by another party or person to be affected by the Trustee’s personal, financial or business interests or the personal, financial or business interests of a relative, friend, and/or business associate of the Trustee.

Every Trustee is responsible and accountable for exercising good judgment and avoiding situations that might present a conflict of interest or the appearance of a conflict of interest, and where a conflict of interest might exist each Trustee has an affirmative duty to disclose such conflict when it becomes apparent.

No Trustee shall use their position, authority or influence for personal, financial or material gain or personal business purposes or for the personal, financial or material gain or business purposes of a relative, friend and/or business associate. Every Trustee shall uphold and enhance all Board business operations by:

- (i) Maintaining an unimpeachable standard of integrity in all their relationships, both inside and outside the Board;

- (ii) Fostering the highest standard of professional competence amongst those for whom they are responsible;
- (iii) Complying with and being seen to be complying with the letter and spirit of:
 - The laws of Canada and the Province of Ontario,
 - Contractual obligations applicable to the Board; and
- (iv) Rejecting and denouncing any business practice that is improper or inappropriate or may appear to be improper or inappropriate.

A Trustee shall not use their position, authority or influence to give any person or organization special treatment that might, or might be perceived to, advance the interests of the Trustee, or the interests of a relative, friend and/or business associate of the Trustee.

A Trustee must not participate in any decision or recommendation in which they or a relative, friend or business associate may have a financial, commercial or business interest.

All Trustees shall disclose a conflict of interest or potential conflict of interest, and the general nature of the interest, to the Board of Trustees.

Confidentiality

All Trustees acknowledge that as part of their duties to the Board they may be privy to private, confidential and/or legally privileged financial, business and/or commercial information belonging to the Board that may provide a financial, business, commercial or competitive advantage, and that they may be privy to private and confidential student and personnel information, and/or legal matters and opinions. Such information may include, but is not limited to, information relating to the Board's organizational structure, operations, business plans, technical projects, business costs, research data results, inventions, trade secrets or other work produced, developed by or for the Board.

Except as required by law, all Trustees and former Trustees agree not to use, directly or indirectly, for the Trustee's benefit or for the benefit of any person, organization, firm, or other entity, the Board's proprietary or confidential information disclosed or entrusted to that Trustee, and Trustees recognize that such inappropriate use of confidential information for their benefit may constitute a criminal breach of trust contrary to s.122 of the *Criminal Code* (Canada).

Except as required by law, and in accordance with the *Education Act* and *Municipal Freedom of Information and Protection of Privacy Act*, all Trustees agree not to use or disclose the personal and/or educational information of students and their families that may come to the attention of such Trustee.

Except as required by law, and in accordance with the *Municipal Freedom of Information and Protection of Privacy Act*, all Trustees agree not to use or disclose the personal and/or employment information of Board employees and their families that may come to the attention of a Trustee.

A Trustee's duty of confidentiality with respect to private and confidential financial, business and/or commercial information, personnel information, student information, and legal matters and opinions survives their term as Trustee.

Board Resources

No Trustee shall use Board resources for personal gain. No Trustee shall permit relatives, friends and/or business associates to use Board resources for personal gain. Trustees recognize that such inappropriate use of Board resources directly or indirectly for their benefit may constitute a criminal breach of trust contrary to s.122 of the *Criminal Code* (Canada).

All Trustees shall abide by Board Policies and General Administrative Procedures regarding the use of Board resources including information technology resources.

Enforcement of Code of Conduct & the Municipal Conflict of Interest Act

In accordance with the provisions of s. 218.3 of the *Education Act*, a breach of this Code of Conduct by a Trustee may be dealt by the following procedures.

A Trustee who has reasonable grounds to believe that another Trustee has breached this Code of Conduct may bring the alleged breach to the attention of the Board.

If an alleged breach is brought to the attention of the Board, the Board shall make inquiries into the matter and shall, based on the results of the inquiries, determine whether there has been a breach.

If the Board determines that a Trustee has breached this Code of Conduct, the Board may impose one or more of the following sanctions:

- (a) Censure of the Trustee
- (b) Barring the Trustee from attending all or part of a meeting of the Board or a meeting of a committee of the Board
- (c) Barring the Trustee from sitting on one or more committees of the Board, for the period of time specified by the Board.

A Trustee who is barred from attending all or part of a meeting of the Board or a meeting of a committee of the Board is not entitled to receive any materials that relate to that meeting or that part of the meeting and that are not available to the members of the public.

In appropriate circumstances, the Board may also resolve to disassociate the Board from any action or statement of a Trustee.

In addition to the sanctions above, the Board may declare the office of the Chair and/or Vice-Chair to be vacant effective as of the date of the Board's determination, where the Chair and/or Vice-Chair:

- (a) becomes disqualified as a Trustee;

- (b) deliberately breaches any relevant legislation;
- (c) deliberately breaches any Board policy or practice; and/or
- (d) acts in such a manner as to lose the confidence of the Board.

If such determination is made, the Board shall elect an interim Chair and/or Vice-Chair respectively, as the case may be. A new Chair and/or Vice-Chair will be elected at the next regular meeting of the Board.

If a Board determines that a Trustee has breached this Code of Conduct, the Board shall give the Trustee written notice of the determination and of any sanction imposed by the Board.

The notice shall inform the Trustee that he or she may make written submissions to the Board in respect of the determination or sanction by the date specified in the notice that is at least 14 days after the notice is received by the Trustee.

The Board shall consider any submissions made by the Trustee and shall confirm or revoke the determination within 14 days after the Trustee's submissions are received.

If the Board revokes a determination that a Trustee has breached this Code of Conduct, any sanction imposed by the Board is also revoked.

If the Board confirms a determination that a Trustee has breached this Code of Conduct, the Board shall, within 14 days after the Trustee's submissions were received, confirm, vary or revoke the sanction(s) imposed by the Board.

If a sanction is varied or revoked, the variation or revocation shall be deemed to be effective as of the date the original determination about the alleged breach was made by the Board.

Despite subsection 207(1) of the *Education Act* which requires meetings of the Board to be open to the public, but subject to the requirements below for specific resolutions of the Board to be made in public, the Board may close to the public the part of the meeting during which a breach or alleged breach of this Code of Conduct is considered when the breach or alleged breach involves any of the following matters:

- (a) the security of the property of the Board;
- (b) the disclosure of intimate, personal or financial information in respect of a Trustee or committee, an employee or prospective employee of the board or a student or his or her parent or guardian;
- (c) the acquisition or disposal of a school site;
- (d) decisions in respect of negotiations with employees of the Board; or
- (e) litigation affecting the Board.

The Board shall do the following things by resolution at a meeting of the Board, and the vote on the resolution shall be open to the public:

- (a) Make a determination that a Trustee has breached this Code of Conduct.
- (b) Impose a sanction on a Trustee for a breach of this Code of Conduct.
- (c) Confirm or revoke a determination regarding a Trustee's breach of this Code of Conduct.
- (d) Confirm, vary or revoke a sanction after confirming or revoking a determination regarding a Trustee's breach of this Code of Conduct.

A Trustee who is alleged to have breached this Code of Conduct shall not vote on any of the resolutions listed above.

When a resolution listed above is passed, the resolution shall be recorded in the Minutes of the meeting.

The *Statutory Powers Procedure Act* does not apply to any the enforcement provisions under section 218.3 of the *Education Act*.

Nothing in this Code of Conduct prevents a Trustee's breach of the *Municipal Conflict of Interest Act* from being dealt with in accordance with that *Act*.

Declaration of Interest

Where a conflict of interest arises, or when a potential conflict of interest emerges, the Trustee has a duty to inform the Board of Trustees that such a conflict exists, the general nature of the interest, and that they cannot participate in any decisions of the Board with respect to such issue. Further, the Trustee shall not discuss the issue with which they have a conflict with any Trustees, nor will the Trustee remain in the room when the issue is discussed during an in-camera meeting of the Committee of the Whole Board of Trustees.

Any personal interest that may impinge or might reasonably be deemed by others to impinge on a Trustee's impartiality or judgment in any matter relevant to their duties should be declared to the Board of Trustees and that Trustee should absent themselves from participating in any decisions related to such issue.

Confidentiality and Accuracy of Business / Corporate Information

The confidentiality of business/corporate information received in the course of duties must be respected and should not be used for personal gain. Information given in the course of fulfilling duties should be true and fair and not designed to mislead. For example, it is considered unethical and damaging to the Board's reputation to allow vendor's proprietary/confidential information to pass to another vendor, potential vendor or any person with a financial interest in the information, whether potential or actual, direct or indirect.

The confidentiality of personal/educational student and family information received in the course of duties must be respected, protected and kept confidential. Information received should not be discussed or reviewed in public or where another student, parent or member of the school community could accidentally overhear or read such information.

The confidentiality of personal/employment and family information about Board employees must be respected, protected and kept confidential. Information received should not be discussed or reviewed in public or where another employee or member of the public could accidentally overhear or read such information.

Hospitality and Gifts

Moderate hospitality and gifts are an accepted courtesy of a business relationship. However, the recipients should not allow themselves to reach a position whereby they might be influenced in making a business decision as a consequence of accepting such hospitality.

Offering or Accepting Gifts and Hospitality

Although the exchange of common courtesies, such as the occasional gift or meal of nominal value is recognized as acceptable business practice, there is a danger in offering or accepting hospitality, gifts, gratuities or favours that could be mistaken for improper payment.

Trustees should not use their position for improper gain, nor under any circumstances accept gifts of cash, bonds, securities, personal loans, airline tickets, use of a vacation property or costly entertainment.

Conditions for Accepting Gifts and Hospitality

A Trustee may accept the hospitality of another or gift from another, in the course of the professional relationship, if:

- (a) a Trustee believes that the donor is not trying to obligate them, or improperly influence a decision;
- (b) it is "normal business practice" for the purposes of courtesy and good business relations; and
- (c) acceptance is legal and consistent with generally accepted ethical standards.

Examples of Acceptable Gifts

Examples of acceptable gifts include:

- Holiday gifts, such as fruit baskets or candy
- inexpensive advertising and promotional materials (eg - give-a-ways, such as pens or key chains)
- inexpensive awards to recognize service and accomplishment in civic, charitable, educational or religious organizations (such as nominal gift certificates to book stores).

Gifts of Considerable Value

Where it would be extraordinarily impolite or otherwise inappropriate to refuse a gift of obvious value, the gift may be accepted on behalf of the Board. As noted below under Reporting Gifts,

report the gift and to determine how to deal with it. Such gifts may not be taken for the Trustee's home use or enjoyment. Trustees might ask themselves if public knowledge of the gift would cause personal embarrassment or embarrassment to the Board. If there is still uncertainty regarding what is considered an appropriate gift to give or receive, this should be discussed with the Chair/Vice-Chair, as appropriate.

Reporting Gifts and Hospitality

Trustees must notify the Chair by e-mail and the Chair must notify the Vice-Chair of any gifts and hospitality received including meals, over \$200.00. (A distinction could be made between hospitality and gifts, or there can be discretion with respect to the amount, rather than a set amount).

All forms (which are available from the office of the Director) will be retained in the Office of the Chief Executive Officer and Secretary to the Board.