

SUPERIOR-GREENSTONE DISTRICT SCHOOL BOARD



Our Mission: "Inspiring our students to succeed and make a difference"
Our Vision: "We are leaders in providing quality learning experiences in our small school communities"
Our Values: "Caring, Fairness, Empathy, Responsibility, Honesty, Resilience, Respect, Perseverance and Innovation"
Our Motto: "Small schools make a difference"

Videoconference Site Locations

Superior-Greenstone District School Board(SGDSB)12 Hemlo Drive, Marathon, ON
 Manitowadge High School(MNHS)200 Manitow Road W., Manitowadge, ON
 Marathon High School(MRHS)14 Hemlo Drive, Marathon, ON
 Lake Superior High School(LSHS)Hudson Drive, Terrace Bay, ON
 Nipigon-Red Rock District High School.....(NRHS).....20 Frost Street, Red Rock, ON
 Geraldton Composite High School.....(GCHS)500 Second Street West, Geraldton, ON

Special Board Meeting 02-2014

A G E N D A

Wednesday, April 2, 2014 @ 7:00 p.m.

Designated Site: Superior-Greenstone DSB Meeting Room 12, Hemlo Drive, Marathon, ON

Board Chair: P. McRae

Director: David Tamblyn

VC Sites at: GCHS / LSHS / NRHS

Teleconference Moderator: C. Tsubouchi

PART I: Special Board Meeting

Section (A) – (open to public): 7:00 p.m.

1.0 Roll Call

Trustees	Attendance:					On-site (OS); Teleconference (TC); Videoconference (VC)					
	OS	TC	VC	A	R	OS	TC	VC	A	R	
Bartlett, Bette						Visintin, Maria (Student)					
Brown, Cindy						MacGregor, Aaron					
First Nation (Vacant)						Mannisto, Mark					
Fisher, Matthew						McRae, Pauline (Pinky)					
Figliomeni, Kim						Simonaitis, Fred					

Board Administrators	Attendance Mode:					On-site (OS); Teleconference (TC); Videoconference (VC)				
	OS	TC	VC	A	R	OS	TC	VC	A	R
Tamblyn, David: Director of Education										
Petrick, Nancy: Superintendent of Education										
Tsubouchi, Cathy: Superintendent of Business										
Williams, Dianne: Manager of Accounting Services										
Chiupka, Wayne: Manager of Plant Services/Transportation										
Morden-Cormier, Nicole: School Effectiveness Leader										
Willcocks, Barb: Student Success Leader										
Paris, Marc: Coordinator of Maintenance										
Draper, Barb: Coordinator of Human Resources Services										
Hooper, Corinne: Secretary										

PART I: Special Board Meeting

Section (A) - (open to public) 7:00 p.m.

2.0 Special Board Meeting Call to Order

✓ **That**, the Superior-Greenstone DSB Special Board Meeting on Monday, April 2, 2014 be called to order at _____ p.m.

3.0 Disclosures of Interest re: Open Session

4.0 Presentation of the Board Bylaw Review Committee

4.1 Revised Board ByLaws - Draft

[\(Attached\)](#)

5.0 Adjournment

5.1 ✓ **That**, the Superior-Greenstone DSB Special Board Meeting 02-2014 on Wednesday, April 2, 2014 adjourn at _____, p.m.

<u>2014 - Board Meeting Schedule</u>	
<i>All meetings convened at Superior-Greenstone DSB Meeting Room, Marathon, ON (6:30 p.m.)</i>	
Monday, April 28	Monday, August 25
Monday, May 26 <i>Face-to-Face, Marathon</i>	Monday, September 22
Monday, June 23 <i>Face-to-Face, Marathon</i>	Monday, October 27
Monday, July 21	Monday, November 17
	Friday, December 5: <i>Inaugural Face-to-Face At Marathon Board Office (Time @ 11:00 a.m.)</i>

**SUPERIOR-GREENSTONE
DISTRICT SCHOOL BOARD**

BYLAWS

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P R E A M B L E

A. PURPOSE

The following organizational bylaws are established by the Superior-Greenstone District School Board for the orderly dispatch of its business by board members and staff.

These bylaws 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 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”.

**BYLAWS
OF THE
SUPERIOR-GREENSTONE DISTRICT SCHOOL BOARD**

ARTICLE I - Name

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

ARTICLE II - Purpose

The purpose of the Superior-Greenstone District School Board shall be to inspire students to succeed and make a difference.

ARTICLE III - Definitions

Section 1. Definitions

- 1.1** *“Act”* means the Education Act, Revised Statutes of Ontario, as amended from time to time.
- 1.2** *“Ad Hoc Committee”* also referred to as a special committee, means a committee established by the Board, as the need arises, to consider a specific, assigned matter, and report back thereon to the Board by a fixed date.
- 1.3** *“Administrative Officers”* means the Director of Education as Secretary of the Board and the Superintendent of Business as Treasurer of the Board.
- 1.4** *“Appointed Members”* means members appointed by the Board to sit as members with full or partial rights and to include (a) First Nations representative(s) and (b) Student Trustee(s).
- 1.5** *“Board”* means the Superior-Greenstone District School Board.
- 1.6** *“Board Officers”* means the Chair, Vice-chair, Secretary and Treasurer of the Board.
- 1.7** *“Bylaws”* means the document that contains an organization’s own basic rules relating principally to itself as an organization, rather than to the parliamentary procedure it follows.
- 1.8** *“Chair”* means the Chair of the Board.
- 1.9** *“Committee Chair”* means a chair of a committee of the Board.
- 1.10** *“Committee of the Whole”* means the Board meeting as a whole within the rules and regulations of a committee and 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”).
- 1.11** *“Director”* means Director of Education, Secretary of the Board and its Chief Executive Officer.
- 1.12** *“Elected Board Officers”* means the Chair and Vice-Chair of the Board.
- 1.13** *“Ex-Officio”* refers to a Member who is permitted to act by virtue of office, with the right, but not the obligation, to participate in the proceedings of the committee, and is not counted in determining the number required for quorum or whether a quorum is present at a meeting.
- 1.14** *“Majority”* means more than half.
- 1.15** *“Majority vote”* (unqualified) means more than half of the votes cast by

persons entitled to vote, excluding blanks or abstentions, at a regular or other properly called meeting.

- 1.16** **“Member”** means a Trustee, elected or appointed, of the Board.
- 1.17** **“Notice”** means the written announcement at the preceding meeting of a proposal to be brought before the Board at the following meeting or a special meeting called for the purpose to address the proposal.
- 1.18** **“Quorum”** means the number or proportion of members that must be present at a meeting of an organization to enable it to validly transact business.
- 1.19** **“Standing Committee”** means a committee established by the Board to consider, on an ongoing basis, a specific, fixed area of the Board’s operations.
- 1.20** **“Statutory Committee”** means any committee established by requirement of statute or regulation.
- 1.21** **“Sub Committee”** means any subcommittee established by a committee of the board (except a committee of the whole) which is responsible to and reports to the committee and not to the Board.
- 1.22** **“Vice-Chair”** means the Vice-Chair of the Board.

ARTICLE IV - Members

Section 1. Elected Trustees

Elected Trustees are elected at a regular election in accordance with the Municipal Elections Act, 1996.

Section 2. First Nations Representative

The First Nations Representative(s) is appointed to the board to represent the interests of the First Nation students and is deemed to be an elected member of the board, with all the rights, privileges and responsibilities of any other member in accordance with the Education Act.

Section 3. Student Trustee

The Student Trustee is a pupil(s) enrolled in the senior division of a school of the board and elected by his or her peers in accordance with the Education Act.

Once elected, the Student Trustee attains a limited membership and term of office as outlined in the Education Act and referenced in Appendix C Regular Meetings.

ARTICLE V - Officers

Section 1. Elected Board Officers

The elected board officers shall be a Chair and a Vice-chair of the Board. These officers shall serve for a term of one year and until their successors are elected.

Section 2. Administrative Officers

The Secretary of the Board shall be the Director of Education in accordance with the Education Act.

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

Section 3. Duties of Officers

Officers shall perform duties as outlined in the Education Act, Provincial Regulation, Board Policy and Procedures, and as prescribed in these bylaws, special rules of order, and the parliamentary authority adopted by the Board as well as those outlined in Appendix F, Code of Conduct for Trustees.

Matters or procedures not specifically described in these bylaws, special rules of order, the adopted parliamentary authority, or procedures outlined in the attached appendices, shall be handled in a manner established by the Chair subject to unanimous consent or, if any objection, a majority vote. Any such procedure will be in effect only until the matter at hand is disposed of.

ARTICLE VI - Meetings

Section 1. Regular Meetings

Regular Meetings of the Board shall be held as determined by Board resolution at the Annual Organizational meeting, stipulating the date, time, and location of such meetings.

Due to extenuating circumstances, the chair in consultation with the director, may cancel, reschedule, or relocate a meeting when deemed necessary, provided as much notice as possible is provided to members.

Section 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 no later than the first seven (7) days of December at the Board's Head Office, unless the Board otherwise directs.

The Annual Organizational Meeting shall be for the purpose of electing officers and electing board members to committees and for any other items of business deemed necessary.

Section 3. Inaugural Meeting

The Inaugural Meeting of a newly elected Board shall be held no later than the first seven (7) days of December at the call of the Board Secretary and according to the Education Act.

This meeting shall be held at the head office of the Board in Marathon, Ontario unless extenuating circumstances require otherwise.

Section 4. 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 submitted to the secretary of not less than a majority of the Members of the Board.

The purpose of the special meeting shall be stated in the call, which shall be sent to all members. Only business stated in the call shall be transacted.

Section 5. Quorum

Quorum for Regular, Inaugural, Annual, or Special meetings of the Board shall be a majority of the members of the Board, excluding the Student Trustee.

Section 6. Notice of Meetings

The notice of meetings shall be a minimum of five (5) days whenever possible. Notice, along with an agenda and supporting materials shall be forwarded to members prior to the holding of any meeting. Under extenuating circumstances notice may be waived.

Section 7. Electronic Meetings

It shall be possible and permitted for members, including appointed members, upon request to the Secretary of the Board, to participate using electronic means, so long as all members can simultaneously participate in the meeting and as outlined in Board Policy and Provincial Regulations. Electronic means must allow for secure two-way communication for any in-camera meetings.

Despite the availability of electronic meetings, attendance must comply with the provisions outlined in the Education Act.

ARTICLE VII - Elections

Section 1. Elections

All elections shall be conducted by ballot according to the balloting procedures outlined in Appendix B, Election Procedures. If only one person is nominated or elects to stand for a position, that member shall be declared elected by acclamation.

Section 2. Election Procedures

The procedures at an Inaugural Meeting and succeeding Annual Organizational Meetings shall be in accordance with the Education Act and election procedures as outlined in Appendix B, Election Procedures.

ARTICLE VIII - Committees

Section 1. Statutory Committees

Statutory Committees are established under Provincial Regulations and have mandates, composition, and terms of reference as required by the Regulations.

Statutory Committees of the Board include the Special Education Advisory Committee (SEAC), Parent Involvement Committee (PIC), Audit Committee, Supervised Alternative Learning Committee (SAL).

Section 2. Standing Committees

Standing Committees may be established by the Board and comprised of Board Members as well as non-members of the Board. Standing Committees are established to consider, on an ongoing basis, a specific fixed area of the Board's operation.

Standing Committees of the Board shall include: Board Student Discipline Committee, Board Policy Review Committee (BPRC), Native Education Advisory Committee (NEAC), Occupational Health and Safety Committee (OH&S), Transportation Committee, Education Committee, and Business Committee.

Section 3. Ad Hoc (Special Committees)

Ad Hoc Committees (Special Committees) may be established by the Board and comprised of individuals deemed necessary to provide input to the Board on a topic or group of topics as determined by the Board.

Section 4. Sub Committees

Sub Committees may be established by committees of the Board to undertake specific assigned matter(s) and report back to the striking committee by a fixed date.

Section 5. Additional Committees

Additional committees may be established by the Board, or as directed by regulation, as deemed necessary.

Section 6. Ex-officio

The Chair and Vice-chair of the Board shall be ex-officio members of all board committees, unless elected or appointed as members resulting in ex-officio status no longer applying.

ARTICLE IX - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR) shall govern the Superior-Greenstone District School Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Board may adopt.

ARTICLE X - Amendment of Bylaws

Provisions within these bylaws may be amended at any regular board meeting or at a special meeting of the Board called for the sole purpose to amend the bylaws, by a two-thirds vote with notice.

Provisions within these bylaws may not be suspended.

Any reference to Acts or Regulations in these bylaws that require changes as a result of changes to Acts or Regulations shall be considered as written into the present bylaws with the new reference and alternate numbering, as required.

ARTICLE XI – Amendment of Appendices

Provisions within the attached appendices may be amended at any regular board meeting or at a special meeting of the Board called for the sole purpose to amend the appendices, by a 2/3 vote without notice or by a majority vote with notice.

Provisions within the attached appendices may be suspended by a 2/3 vote.

Note: *As the Code of Conduct remains to be amended, it will remain as is and require a majority vote to amend until which time changes are made. Thereafter the bylaws will be changed to reflect the will of the Board regarding requirements for amending the Code of Conduct. This note will automatically be removed at that point without requiring a formal amendment of the bylaws.*

Special Rules of Order

The following special rules of order adopted by the Superior-Greenstone District School Board shall take precedence over the parliamentary authority, that being the most current edition of Robert's Rules of Order Newly Revised (RONR), adopted by the Board.

A. Ballot

The results of a ballot vote will be announced, but not the count.

B. Committee of the Whole

The Chair of the Board shall chair the committee of the whole meeting.

C. Debate

Members may speak in debate twice up to two (2) minutes each time on any debatable motion. A motion to Limit or Extend Limits of Debate may be adopted by a 2/3 vote.

D. Ex-officio

While ex-officio members shall have all the rights to speak, they will not have voting rights and will not affect the quorum.

E. Reconsideration

The motion to reconsider will follow the current edition of RONR, with the following provision:

The same or substantially the same motion that receives the same outcome two meetings in a row shall not be re-visited for 6 months, unless the members, by a 2/3 vote, agree to do so.

Election Procedures

Procedures

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

Secretary Assumes Chair

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

Call to Order

The Secretary shall:

- (a) call the meeting to order; and
- (b) if a quorum is present proceed to (c); or
if no quorum is present proceed with available options:
 - i) recess
 - ii) adjourn
 - iii) fix the time to which to adjourn
 - iv) take measures to acquire a quorum
- (c) in an election year, read the returns of the clerks of the municipalities, if available, certifying as to the election of the members; and
- (d) 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.

Ballots

The Secretary shall have ballots prepared for each office.

Electronic secret voting shall be allowed. The voting member shall phone the scrutineer. The scrutineer shall fill in the ballot and place the ballot for the member.

Scrutineer

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

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 vote shall be declared elected.

- (c) Addressing the Members
Time will be allocated for each candidate for the office of Chair and one (1) nominator for each candidate to address the Board in public session, if they chose to do so.

The nominator will be allowed up to two (2) minutes to speak.
The candidate will be allowed up to three (3) minutes to speak.

The time allowed will be strictly adhered to.

- (d) No Majority on First Ballot
If no nominee receives a majority on the first ballot, 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 removed.

- (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 second ballot the equality remains, the nominees shall draw lots to fill the position of Chair.

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.

Balloting

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

Assuming Chair

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

Destroying Ballots

Once the successful candidate for chair is declared and assumes the role, the chair shall announce that the ballots are to be destroyed. No vote is required.

Vice-Chair

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

Committee Members

Elections

The Chair shall then conduct the election for members of Committees in the order as presented in the bylaws

Destroy Ballots

Once the successful members are declared, the chair shall announce that the ballots are to be destroyed.

Committee Chairs

Committee chair elections shall occur by ballot, unless by acclamation, at the first meeting of the committee.

Other Business

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

Term of Office

The term of office for all elected Board Officers shall be for one (1) year and until their successors are elected.

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

REGULAR MEETINGS OF THE BOARD PROCEDURES**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.

Quorum

The quorum shall be a majority of the members of the Board, excluding the Student Trustee.

As required in Regulation, 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.

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. Those providing such notice will be marked "absent with regret". Those not providing such notice will be marked "absent".

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
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.

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.

Participation of Appointed Members**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.

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;
- (c) participate in any Committee or Subcommittee dealing with employee matters;
- (d) serve as Chair or Vice-Chair.

Public Access to Meetings and Minutes

Meetings

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

Minutes

Minutes of Regular Board Meetings shall be made available on the Board website.

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.

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.

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.

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.

Reconsideration

The same or substantially the same motion that receives the same outcome two meetings in a row shall not be re-visited for six months, unless the members, by a 2/3 vote, agree to do so.

DELEGATIONS

Conditions

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

A) Subject Matter

a matter within the jurisdiction of the Board; and

B) 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.

Approval

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

Specifics

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

In Camera Topics

Where the subject matter of the delegation involves matters that according to the Education Act are to be discussed in camera, the delegation will be included on the Agenda for the Committee of the Whole Board in Camera part of the Regular or Special Meeting.

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.

Exception

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

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.

Referred to Committee

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

Time Limit

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

Questions

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

Decision

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

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

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.

