

Special Board of Trustees' Meeting

A special public meeting of the Board of Trustees was held on Monday, November 11, 2013 at the Waterloo Region Catholic Education Centre.

Trustees Present:

Joyce Anderson; Wayne Buchholtz (Chair); Manuel da Silva; Janek Jagiellowicz; Frank Johnson; Wendy Price; Peter Reitmeier; Greg Reitzel

Student Trustees Present:

*Alexandru Gheorghe

*left the meeting at 6:55

Administrative Officials Present:

Larry Clifford; Gerry Clifford; David DeSantis; Derek Haime; Maria Ivankovic; Shesh Maharaj; Laura Shoemaker

Special Resources For The Meeting:

Regrets:

Anthony Piscitelli; Carlos Valero; Fr. Fred Scinto; John Shewchuk

Absent:

Recorder:

Barb Pilsner, Executive Administrative Assistant

NOTE ON VOTING: Under Board by-law 5.7 all Board decisions made by consensus are deemed the equivalent of a unanimous vote. A consensus decision is therefore deemed to be a vote of 9-0. Under Board by-law 5.11 every Trustee "shall vote on all questions on which the Trustee is entitled to vote" and abstentions are not permitted.

1. Call to Order:

The Chair of the Board called the meeting to order at 6:00 p.m.

1.1 Opening Prayer & Memorials

The opening prayer was led by Alexandru Gheorghe, Board Pastoral Team. Intentions were offered for all veterans and for Richard Kunst, son of Brigitte Kunst, who passed away.

1.2 Approval of Agenda

2013-152 -- It was *moved* by **M. da Silva** and *seconded* by **W. Price**:

THAT the agenda for November 11, 2013 be now approved. --- Carried by consensus.

1.3 Declaration of Pecuniary Interest

1.3.1 From the current meeting – NIL

1.3.2 From a previous public or in-camera meeting – NIL

2. Consent Agenda: Director of Education (e.g. day-to-day operational matters from the Ministry of Education that the board is required to do)

3. Consent Agenda: Board of Trustees (Minutes of meetings)

4 Delegations

4.1 Governance

L. Clifford introduced Eric Roher, of Borden Ladner Gervais LLP, to speak to the trustees on Governance.

In-camera vs. Public Meeting

Open Meetings of board [s. 207 (1)]:

- Meetings of board and committee of the board, subject to subsection (2), shall be open to the public and no person shall be excluded from a meeting except for improper conduct.

Closing of Certain Meetings [s. 207 (2)]

A meeting of a committee of a board, including a committee of the whole board, may be closed to the public when the subject matter under consideration involves:

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

The Director in consultation with the Chair should make a determination on what items are to be heard in public session and private session. If an issue arises it should be brought to the attention of the Director and Chair. Board counsel should be asked for a legal opinion in situations where it is not clear.

Trustee Code of Conduct (s. 218.2)

- a trustee who has reasonable grounds to believe that a member of the board has breached the 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, determine whether the trustee has breached the board's Code of Conduct

Where there is a breach, the board may impose one of the following sanctions:

- censure of the member
- barring the member from attending all or part of a meeting of the board;
- barring the member from sitting on one or more committees of the board for a specified period.

Wording of the motion should be precise.

Breach of the Board's Code of Conduct

- Board must give the member written notice of the determination and of any sanction imposed
- Notice shall inform the member that he or she may make written submission to the board with respect to the sanction, within 14 days after the notice is received
- The board will consider any submissions and shall confirm or revoke the determination within 14 days after the submissions are received.
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Determination by the board

- Determination of the appeal should be in private session (then rise and report and have a public declaration)
- If the board confirms a determination, with 14 days, it will confirm, vary or revoke the sanction
- If the board revokes a determination, any sanction imposed by the board is revoked.

Conflict of Interest Legislation

The *Municipal Conflict of Interest Act* should be given a broad and liberal interpretation. It is the responsibility of the trustee to declare.

Highest Standards of Conduct

- Elected officials are held to the highest standards of conduct in their activities as members of the WCDSB.
- The Act forbids holders of public office to participate in matters which their economic self-interest may be in conflict with their public duty.

In the case of any matter that comes before the board, questions that every Trustee should be asking:

- Do I have a pecuniary interest in this matter?
- Do I potentially have something financial to gain or lose in this matter?
- Are there direct or indirect possibilities of a pecuniary interest in this matter?
- Is there a possible link between the matter and the interest of the trustee?

Municipal Conflict of Interest Act

- Trustees are not permitted to vote on or discuss matters in which they have a direct or indirect pecuniary interest
- The direct or indirect pecuniary interest of a parent, spouse or child is deemed to be the interest of the trustee.

Direct Pecuniary Interest

- Where the trustee himself or herself stands to benefit or suffer financially by a decision of the Board.

Indirect Pecuniary

- Trustee is shareholder, director or senior officer of a non-share corporation and the corporation has pecuniary interest
- Trustee is a shareholder, director or senior officer of a share corporation and the corporation has pecuniary interest.
- Trustee is a member of a body that has a pecuniary interest
- Trustee is a partner or employee of a body that has a pecuniary interest.

A. Gheorghe left the meeting at 6:55 p.m.

When a trustee has a direct or indirect pecuniary interest he or she can't take part in the discussion, of or vote on any question in respect of the matter; can't discuss the issue with any other person and can't attempt in any way whether before, during or after the meeting to influence the voting on such question. The trustee must leave the meeting or the part of the meeting during which the matter is under consideration. Every declaration of interest shall be recorded in the minutes of an open board meeting. When the meeting is not open to the public, the declaration of interest shall be recorded in the minutes of the next board meeting open to the public.

The Chair thanked E. Roher for his presentation to the trustees.

5 Ownership Linkage (Communication with the External Environment)

6 Actions From Board Committees/Task Forces

6.1 Audit Committee Report 2012-2013 Financial Statement

J. Jagiellowicz advised there were no major concerns.

2013-153 -- It was *moved* by **G. Reitzel** and *seconded* by **W. Price**:

THAT the Board of Trustees approved the 2012-2013 Financial Statement as presented. --- Carried by consensus.

7 Board Education (at the request of the Board)

8. Policy Discussion

9. Assurance of Successful Board Performance

10. Assurance of Successful Director of Education Performance

10.1 Monitoring Reports & Vote on Compliance

10.2 Advice from the CEO

11. Potential Agenda Items

11.1 Trustee Inquiry Report from the CEO

11.2 Shared Concerns

12. Announcements

12.1 The following reports are posted on the Board web page: www.wcdsb.ca

- a) Minutes of SEAC Meetings
- b) Minutes of Parent Involvement Committee Meetings

12.2 Upcoming Meetings/Events (all scheduled for the Catholic education Centre unless otherwise indicated):

13. Items for the Next Meeting Agenda

14. Adjournment – Confirm decisions made tonight. Closing Prayer

The Recording Secretary confirmed the meeting decisions.

15. Motion to Adjourn

2013-154 -- It was *moved* by **F. Johnson** and *seconded* by **P. Reitmeier**:
THAT the meeting be now adjourned.

The meeting was adjourned by consensus at 7:29 p.m.

Chair of the Board

Secretary