



**Waterloo Catholic
District School Board**
Quality, Inclusive, Faith Based Education

General Board Operational and Procedural By-law

Enacted: December 15, 1997

Issued: January 5, 1998

Amendments:

October 26, 1998	June 24, 2013
August 30, 1999	October 28, 2013
September 27, 1999	June 23, 2014
November 15, 1999	November 24, 2014
November 29, 2004	January 26, 2015
June 27, 2005	June 20, 2016
December 18, 2006	June 5, 2017
May 25, 2009	October 30, 2017
November 29, 2010	October 29, 2018
April 26, 2011	March 25, 2019
November 28, 2011	<u>April 6, 2020</u>



Quality, Inclusive, Faith Based Education

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ARTICLE 1 INTERPRETATION

1.1 Definitions and Meaning of Terms

For this By-law and all other By-laws of the BOARD unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 “ACT” means the *Education Act* as amended from time to time;
- 1.1.3 “BOARD” means the Waterloo Catholic District School Board which, in accordance with the ACT, is a Roman Catholic School Board in union with the See of Rome and represents Waterloo Region;
- 1.1.4 “COMMITTEE OF THE WHOLE BOARD” is a Committee constituted of all members of the Board;
- 1.1.5 “CHAIR” means the Chair of the Board.
- 1.1.6 “COMMITTEE” means any special, advisory, task force or ad hoc COMMITTEE established by the BOARD;
- 1.1.7 “CONFLICT OF INTEREST” means a direct or indirect pecuniary interest as defined by the *Municipal Conflict of Interest Act* as amended from time to time.
- 1.1.8 “CEO” means the Director of Education who is Chief Executive Officer and Chief Education Officer of the school system, and Secretary of the BOARD;
- 1.1.9 “CFO” means the Superintendent of Business who is Chief Financial Officer of the school system, and Treasurer of the BOARD;
- 1.1.10 “IN CAMERA” means a meeting of a COMMITTEE from which the public is excluded pursuant to the Education Act;
- 1.1.11 “INAUGURAL MEETING” means the first meeting of a newly elected BOARD to be held following a municipal election and the commencement of the term of office;
- 1.1.12 “MEETING” includes a meeting of the BOARD and of a COMMITTEE, regular or special;
- 1.1.13 “*Student Trustee*” means a student elected by his/her peers to represent pupils on the BOARD in accordance with the ACT and Regulations;
- 1.1.14 “TRUSTEE” means a person elected, acclaimed or appointed to the office of trustee of the BOARD pursuant to the provisions of the Municipal Elections Act;
- 1.1.15 “VICE-CHAIR” means the Vice-Chair of the BOARD;

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

1.2 Voting

Except as otherwise provided in these By-laws, an affirmative vote shall require a majority of the votes of the *Trustees* present and entitled to vote.

1.3 Calculation of Majorities

Whenever in the By-laws of the *Board* there is provision for a majority of *Trustees*, such majority shall be calculated as a simple majority of *Trustees* present and eligible to vote; and where there is provision for a majority of all *Trustees*, such majority shall be calculated as a simple majority of all *Trustees* regardless of absences or vacancies in office.

ARTICLE 2 INAUGURAL MEETING OF THE BOARD

2.1 Date of INAUGURAL MEETING

The *Inaugural Meeting* of the *Board* shall be held no later than seven (7) days following the commencement of the *Board's* term of office as outlined in the *Act*.

2.2 Purpose of INAUGURAL MEETING

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

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

2.3 Presiding Officer at the INAUGURAL MEETING

The Presiding Officer at the *Inaugural Meeting* shall be the *CEO*, or in the absence of the *CEO*, his/her designate, until the *Chair* is elected.

2.4 Procedure for Election of Officers at the INAUGURAL MEETING

2.4.1 The Presiding Officer shall proceed first with the election of the *Chair* and then *Vice-Chair*.

2.4.2 Nominations for the offices of *Chair* and *Vice-Chair* shall be received verbally from those *Trustees* present at the *Inaugural Meeting*. Immediately after each nomination, the nominee shall confirm whether the nominee wishes to accept or decline the nomination. Voting shall be by show of hands. As soon as a nominee receives a majority of the votes of all *Trustees*, the Presiding Officer shall announce the vote and declare the *Trustee* elected to office.

- 2.4.3 Should no nominee receive the votes of a majority of all *Trustees*, the Presiding Officer shall call for a further vote, provided that:
- 2.4.3.1 the name of any nominee receiving no votes, and the name of the nominee otherwise receiving the least number of votes, shall be dropped;
 - 2.4.3.2 if two or more nominee are tied for the least number of votes, they shall draw lots to determine which nominee shall remain.
- 2.4.4 If, after the further vote, a nominee has received the votes of a majority of all *Trustees*, the Presiding Officer shall declare the *Trustee* elected to Office. The process shall continue until a nominee has received the votes of a majority of all *Trustees* or there is a tie vote for two remaining nominees.
- 2.4.5 In the case of a tie vote, the remaining nominees shall draw lots in accordance with the *Act*.

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

- 2.5.1 At the first *Meeting* in December of each *Year* and at the first *Meeting* after a vacancy occurs in the office of *Chair*, the *Trustees* shall elect one of themselves to be *Chair*.
- 2.5.2 At the first *Meeting* in December of each *Year* and at the first opportunity, with the consensus of the board, but no later than the subsequent meeting after a vacancy occurs in the office of *Vice-Chair*, the *Trustees* shall elect one of themselves to be *Vice-Chair*.
- 2.5.3 For the purposes of this subsection 2.5, the process outlined in Sections 2.3 and 2.4 shall apply.

ARTICLE 3 MEETINGS

3.1 Regular BOARD MEETINGS

The Regular *Meetings* of the *Board* shall be held at the business office of the *Board* at 6:00 p.m. in the evening:

- 3.1.1 the regular *Meeting* of the *Board* for the month of December shall be held on a Monday preceding the Christmas break;
- 3.1.2 the regular *Meeting* of the *Board* for the months of September through June shall be held on the fourth Monday of the month;
 - 3.1.2.1 Provided that if any such Monday falls on a statutory or civic holiday, such *Meeting* shall be held at the same hour on a Monday preceding or following the statutory holiday;
- 3.1.3 there shall be no regular *Meetings* scheduled from July 1st to August 31st.

3.2 Special BOARD MEETINGS

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

- 3.2.1 at any time determined by resolution of the *Board* at the date and time so determined;
- 3.2.2 at the date and time fixed by the *Chair* within seven days of receipt of the written request of five *Trustees*;

and, may call a *Special Meeting* of the *Board* or of the *Committee of the Whole Board*, including *In-camera* at a date and time fixed by the *Chair*.

3.3 Electronic MEETINGS

To ensure access to public *Meetings*, and in accordance with Sections 208.1 and 229 of the *Act*, and “Ontario Regulation 463/97 — Electronic Meetings”, the *Board* shall provide for the use of electronic means for the holding of *Meetings*.

- 3.3.1 Each *Trustee* shall be physically present in the meeting room of the *Board* for at least three (3) regular *Meetings* of the *Board* during each *Year*.
 - 3.3.1.1 Provided that if a *Trustee* has been appointed to fill a vacancy, such *Trustee* shall be physically present in the meeting room of the *Board* for at least one (1) regular *Meeting* of the *Board* during each period of four (4) full calendar months calculated from the date appointed to fill the vacancy to the end of that *Year*.
- 3.3.2 At every electronic *Meeting* of the *Board* or of the *Committee of the Whole Board*, the following persons shall be physically present in the boardroom at the Catholic Education Centre and so recorded in the minutes:
 - 3.3.2.1 The *Chair*, or designate;
 - 3.3.2.2 at least one (1) additional *Trustee*; and
 - 3.3.2.3 the *CEO*, or designate.
- 3.3.3 At every *Meeting* of a *Committee* of the *Board*, except the *Committee of the Whole*, the following persons shall be physically present in the meeting room of the *Committee* and so recorded in the minutes:
 - 3.3.3.1 the chairperson of the *Committee*, or designate; and
 - 3.3.3.2 the *CEO*, or designate.
- 3.3.4 Subject to the requirements of subsections 13.3.1, 13.3.2 and 13.3.3, at the request of any *Trustee*, or a *Student Trustee*, the *Board* shall provide the *Trustee* and *Student Trustee* with electronic means of participating in one (1) or more *Meetings* of the *Board* or of a *Committee* of the *Board*, including the *Committee of the Whole Board*.
- 3.3.5 A *Trustee* and a *Student Trustee* who participates in a *Meeting* through electronic means shall be deemed to be present at the *Meeting* and the minutes shall record the presence through electronic means of each such *Trustee* and *Student Trustee*
- 3.3.6 The electronic means shall permit the *Trustee* and the *Student Trustee* to hear and be heard by all other participants in the *Meeting*.

- 3.3.7 The electronic means shall be provided in such a way as to ensure compliance with the rules governing *Conflict of Interest of Trustees*.
- 3.3.8 A *Student Trustee* who participates through electronic means shall not participate in any proceedings which are closed to the public.
- 3.3.9 Should there be technical difficulties and the electronic portion of the *Meeting* is interrupted, the *Meeting* shall be recessed for a period not exceeding thirty (30) minutes as determined by the chair of the *Meeting*.
- 3.3.10 Should there be technical difficulties and the electronic portion of the *Meeting* cannot be reconvened before the end of the recess provided in subsection 13.3.9:
- 3.3.10.1 Section 13.9.4 shall apply if there is no quorum;
- 3.3.10.2 the minutes of the *Meeting* shall indicate the time of any electronic disruption and the recess determined by the chair of the *Meeting*, and the name of any *Trustee* who thereby ceases to be present.
- 3.3.11 A *Trustee*, a *Student Trustee* and a member of a *Committee* participating electronically in a *Meeting* shall be governed by the rules of the *Board* related to *Meetings* of the *Board* or *Committees* (as the case requires).

3.4 COMMITTEE OF THE WHOLE BOARD

The *Committee of the Whole Board*, including the Committee of the Whole Board-In Camera, and all Committees of the Board meet for the purpose of discussion and debate on any subject before the Board, do not make decisions, they make recommendations to the Board.

3.5 Seating At BOARD MEETINGS

As far as practicable, at all Regular or Special *Board Meetings*, the *Chair* shall be seated at the mid-point of the boardroom table with the *Director* to the right of the *Chair*, the Recording Secretary to the left of the *Chair*, the *Vice-Chair* to the immediate right of the *Director*, and the remaining *Trustees* seated alphabetically by surname starting at the immediate right of the *Vice-Chair*. *Student Trustees* shall be seated next to their *Trustee*-mentors.

3.6 Seating At MEETINGS of COMMITTEES

There shall be no formal seating plan for *Meetings* of *Committees*.

3.7 Presiding Officer

- 3.7.1 The *Chair*, when present, shall preside at all *Meetings* of the *Board* and Committee of the Whole.
- 3.7.2 The *Vice-Chair* when present shall preside at all meetings of Committee of the Whole In camera.
- 3.7.3 In the absence of the *Chair*, the *Vice-Chair* shall preside at *Meetings* of the *Board* and *Committee of the Whole*.

- 3.7.4 In the absence of the *Chair*, and the *Vice-Chair*, another *Trustee* selected by the *Trustees* present shall preside at *Meetings* of the *Board* or *Committee of the Whole* subject to the provisions of section 3.9.

3.8 Notice of MEETINGS

- 3.8.1 No formal notice of Regular *Meetings* of the *Board* and of the *Committee of the Whole Board* shall be required, but a written or electronic reminder of each *Meeting* shall be circulated to each *Trustee* not less than forty-eight hours in advance of each *Meeting*. A notice shall also be placed on the *Board* web page.
- 3.8.2 Written notice of every Special *Meeting* of the *Board* and of the Special *Committee of the Whole Board* shall be given by delivery or by electronic means to each *Trustee* at least forty-eight hours prior to the time of the *Meeting*. A notice shall also be placed on the *Board* web page. Forty-eight hour limit may be waived provided every reasonable effort is made to contact Trustees.
- 3.8.3 The notice of every Special *Meeting* of the *Board* and the Special *Committee of the Whole Board* shall state all business to be transacted or considered, and notwithstanding any other by-law, no other business will be considered unless all *Trustees* who are eligible to vote on the matter are present at the *Meeting* and unanimously agree to consider the other business.
- 3.8.4 The Director of Education, in consultation with the Chair of the Board, may cancel a Standing Committee or Board Meeting due to expected lack of quorum; or in instances of inclement weather where it is determined that the safety of trustees and staff would be in question for travelling purposes. Trustees will be contacted as soon as the decision has been made to cancel a meeting.

3.9 Quorum for MEETINGS

- 3.9.1 A majority of all *Trustees* of the *Board* shall constitute a quorum for *Meetings* of the *Board* and of the *Committee of the Whole Board*.
- 3.9.2 A majority of *Trustees* who are members of a *Committee* composed of only *Trustees* shall constitute a quorum for *Meetings* of the *Committee*.
- 3.9.3 When a *Trustee* or *Trustees* declare pecuniary interests under the *Municipal Conflict of Interest Act*, the number of *Trustees* that constitutes a quorum in 13.9.1 and 13.9.2 is adjusted as directed by the *Municipal Conflict of Interest Act*.
- 3.9.4 Whenever a quorum is not present at a *Meeting*, the *Meeting* shall stand adjourned without further formality.

3.10 Length of MEETINGS

No *Meeting* shall continue in session for more than three hours.

- 3.10.1 Provided that notwithstanding what is otherwise set out in this Section 13.10, upon consent of a majority of *Trustees* eligible to vote who are present, a *Meeting* may be extended beyond the limits otherwise provided.

3.11 Closing of Certain MEETINGS

In accordance with the ACT, a *Meeting* of a *Committee* of the *Board*, including a MEETING of the *Committee of the Whole Board*, may be closed to the public when the subject matter under consideration involves:

- 3.11.1 the security of the property of the *Board*;
- 3.11.2 the disclosure of intimate, personal or financial information in respect of a *Trustee*; an employee or prospective employee of the *Board*; a pupil or his or her parent or guardian;
- 3.11.3 the acquisition or disposal of a school site;
- 3.11.4 decisions in respect of negotiations with employees of the *Board*; and,
- 3.11.5 litigation affecting the *Board*, and privileged legal communications.

3.12 Rules of Order

The rules of order to be observed at *Meetings* shall be in accordance with the provisions of these By-laws.

- 3.12.1 Provided that in all cases for which no specific provision is made in these By-laws, the rules and practice of a current edition of Robert's Rules of Order shall govern.

3.13 Agenda for Regular MEETINGS

The order of business for regular *Meetings* of the *Board* that are open to the public shall appear as follows:

1. Call to Order

- 1.1 Opening Prayer and Memorials
- 1.2 Approval of Agenda
- 1.3 Declaration of Pecuniary Interest

2. Consent Agenda: CEO (Operational matters from the Ministry of Education that the Board is required to do)

3. Consent Agenda: Board (Approval of minutes of meetings, staff report)

4. Delegations

5. Advice from the CEO

6. Ownership Linkage (Communications with external environment)

7. Reports from Board Committees/Task Forces

- 8. Board Education** (at the request of the Board)
- 9. Policy Discussion**
- 10. Assurance of Board Performance** (monitoring)
- 11. Assurance of Successful CEO Performance** (monitoring)
- 12. Potential Agenda Items/Shared Concerns/Report on Trustee Inquiries**
- 13. Announcements** (Upcoming Meetings/Pending Items)
- 14. Items for Next Meeting Agenda**
- 15. Confirm decisions made at this meeting**
- 16. Closing Prayer**
- 17. Motion to Adjourn**

3.14 Alteration on Consent

The order of the agenda may be altered with the consent of a majority of the *Trustees* present at a *Meeting* and eligible to vote.

3.15 Application to Special MEETINGS

The provisions of Section 13.13 apply with necessary modifications for Special *Meetings* of the *Board*.

3.16 Application to IN CAMERA MEETINGS

The provisions of Section 13.13 apply with necessary modifications for the *Committee of the Whole Board –In Camera Meetings* that are not open to the public.

3.17 Placing Matters on the Agenda

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

- 3.17.1 with the majority affirmative votes of the *Trustees* present and eligible to vote on the matter;
- 3.17.2 it is a matter that is part of the *Board* job description as outlined in *Board* policy and contained under the agenda headings outlined in Section 13.13 of the By-law;
- 3.17.3 it is a Notice of Motion as prescribed in Section 14.1 of the By-law;
- 3.17.4 it is a matter requested by a *Trustee* to be placed on the agenda after the *Trustee* has followed the *Trustee* Inquiry process outlined in Section 13.18 of the By-law.
- 3.17.5 it is a matter that, in the opinion of the *CEO or Chair*, requires action by the *Board* as a matter of urgency.

3.18 TRUSTEE Inquiries

Prior to placing a matter as an agenda item,

- 3.18.1 issues related to a violation of *Board Policy* must have previously been discussed with the *Chair*;
- 3.18.2 matters pertaining to the operations of the school system must have previously been directed to the *CEO*; and
- 3.18.3 *Trustees* shall follow the protocol outlined in Section 13.19.

3.19 Protocol for TRUSTEE Inquiries

The following protocol for *Trustee* inquiries shall be followed:

- 3.19.1 inquiries will be made of the *Chair* and/or *CEO* as appropriate; inquiries must be in sufficient detail to enable the *Chair* and/or *CEO* to respond in a reasonable manner;
- 3.19.2 where appropriate, the *Chair* or *CEO* may request that a *Trustee* provide the inquiry in writing;
- 3.19.3 if, after receiving the information from the *Chair* and/or *CEO* as appropriate, the *Trustee* believes the item should be raised with the *Board*, the *Trustee* may request that the *Chair* place the item on the agenda of the next Regular *Board Meeting* or *Committee of the Whole Board* or *Committee of the Whole Board – In Camera*, as appropriate.

3.20 Delivery of Agenda for BOARD MEETING

The Agenda for every *Meeting*, together with notice or reminder of such *Meeting*, shall be delivered electronically, to each *Trustee*, and posted on the Board website a minimum of forty-eight hours in advance of such *Meeting*.

3.21 Delivery of Agenda for COMMITTEE MEETING

The agenda for every *Committee Meeting* that is not closed to the public, together with notice or reminder of such *Meeting* shall be delivered electronically, to each *Committee* member, and posted on the Board website a minimum of forty-eight hours in advance of such *Meeting*.

Deadline for Including Matters on the Agenda

The deadline for including matters on the agenda for the next *Meeting* of the *Board* shall be 9:00 a.m. on the Thursday preceding the next regularly scheduled *Meeting* of the *Board*.

ARTICLE 4 BOARD MEETING PROCESS

4.1 Notice of Motion for a BOARD MEETING

A *Trustee* may place a Notice of Motion, regarding any matter with respect to which the *Trustee* has a right to vote, upon the Agenda of a *Meeting* of the *Board*; such Notice of Motion:

- 4.1.1 shall be wholly in writing;

- 4.1.2 shall be accompanied by an explanatory notice;
- 4.1.3 shall be delivered to the Secretary of the *Board* as per Section 0 of the by-law;
- 4.1.4 shall, after its appearance on the Agenda, be taken as read unless any *Trustee* requests that it be read in full;
- 4.1.5 shall be referred by resolution of the *Board* to a *Meeting* of the *Committee of the Whole Board* or an appropriate *Committee*;
- 4.1.6 shall not be the subject of any debate or comment at the *Meeting* at which it is introduced unless consent is provided by a majority vote of *Trustees* present and eligible to vote;

4.2 DIRECTOR Monitoring Reports

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

4.3 Speaker to Await Recognition

Any *Trustee* wishing to speak at a *Meeting* shall await recognition by the Chair.

4.4 Methods of Decision-Making

Every matter considered by the *Board* shall be disposed of by a vote of all those present and eligible to vote on the matter in one of the following ways with preference given to the following sequence:

- 4.4.1 The *Board* shall always attempt to reach decisions through consensus;
- 4.4.2 by show of hands in the affirmative and in the negative;
- 4.4.3 by a recorded vote where the *Chair* calls the name of the individual *Trustees* who respond indicating whether they are in favour or opposed to the matter under discussion.

4.5 Clear Statement of Direction Required

All matters before the *Board* whether the outcome of the decision-making process is determined by consensus or by a vote must be presented to the *Trustees* as a clear statement of direction. The direction or the motion must be read by the Chair of the *Meeting* to the *Trustees* present before any decision is made.

4.6 Result of Consensus Decision-making Process

The Chair of the *Meeting* shall announce the result of the consensus decision-making process and ask *Trustees* present and eligible to decide on the matter if they agree with the direction.

4.7 Minutes When Consensus Reached

When a decision is reached by consensus, the minutes of the *Meeting* shall indicate a decision by consensus with the notation in the minutes that consensus means the decision was supported by all *Trustees* present and eligible to vote on a matter.

4.8 Minutes When Decision-Making by Vote

When a decision is reached by a vote, the minutes of the meeting shall indicate a decision by vote using Roberts Rules of Order as and when necessary.

4.9 No Reconsideration in Same YEAR

Any matter which has been decided upon by the *Board* shall not be placed on the Agenda of the *Board* during the same school *Year* unless:

- 4.9.1 a motion to reconsider the matter is made by a *Trustee* who voted on the prevailing side of the motion sought to be reconsidered; and
- 4.9.2 by an affirmative vote of the majority of all *Trustees* of the *Board* entitled to vote thereon.

4.10 Motion to Reconsider

A motion to reconsider is debatable and once adopted, places before the *Trustees* the original motion on which the vote is to be reconsidered, and *Trustees* may:

- 4.10.1.1 without debate, simply vote again on the original motion; or
- 4.10.1.2 amend the original motion and vote on the amended motion; or
- 4.10.1.3 make a motion to rescind the original motion.

4.11 Voting Compulsory

Whenever a vote is required, every *Trustee* present when a vote is taken, including the *Chair* but excluding any *Trustee* who has declared a direct or indirect pecuniary interest as required by the *Municipal Conflict of Interest Act*, shall vote on all questions on which the *Trustee* is entitled to vote.

4.12 Compliance with Municipal Conflict of Interest Act

Where a direct or indirect pecuniary interest is declared, the *Trustee* shall act in accordance with the *Municipal Conflict of Interest Act*.

4.13 Motion Lost on Equality of Votes

Any motion on which there is an equality of votes is lost.

ARTICLE 5 DELEGATIONS

5.1 Protocol for Delegations

The *Board* agenda will provide for Delegations, all of which shall comply with the following:

- 5.1.1 in order to appear as a delegation, the individual or group must contact the Secretary of the *Board* by 9:00 a.m. the Wednesday preceding the next Regular *Meeting* of the *Board*;
- 5.1.2 the individual or group must indicate to the Secretary of the *Board* the name of the individual(s) who will appear as a delegation.
- 5.1.3 the individual(s) speaking for the delegation must provide the Secretary of the *Board* with an electronic copy or written copy of the presentation for inclusion in the agenda package by 9:00 a.m. on the Thursday prior to the *Meeting* or the delegation will not be accepted for the upcoming agenda. The presentation will appear as part of the support material for the *Meeting* at which the presentation is made.
- 5.1.4 the Chair of the *Meeting* at which the delegation appears will recognize only the spokesperson as the representative of any group delegation.
- 5.1.5 a delegation will be accorded ten minutes in order to make its presentation before the *Board*.
- 5.1.6 Board Members may ask questions of clarification of the delegation.
- 5.1.7 Delegates will receive a response from the appropriate party within 48 hours after their presentation.
- 5.1.8 where there are multiple delegations on the same topic, the Chair of the *Meeting* may require that presentations be combined or reduce the time of the presentations.
- 5.1.9 where a matter presented by a delegation deals with a topic that should properly be considered by the *Committee of the Whole Board – In Camera*, the Chair of the *Meeting* shall direct that the matter be discussed in *Committee of the Whole Board – In Camera*.
- 5.1.10 the Chair of the *Meeting* may terminate a presentation that deviates materially from the topic of the presentation.
- 5.1.11 the spokesperson(s) for a delegation shall refrain from the use of abusive or derogatory language at all times including written and oral remarks; and the Chair of the *Meeting* may expel or exclude from any *Meeting* any person(s) who engage in this or any other form of improper conduct.
- 5.1.12 each delegation, at the time of registration with the Secretary of the *Board*, shall receive a copy of this Section of the By-law.
- 5.1.13 since a *Trustee* is permitted to place a matter on the Agenda under Section 13.17, and is permitted to make inquiries under Section 13.18, a *Trustee* shall not be permitted to appear before the *Board* as a delegation.
- 5.1.14 with respect to delegations from Board employees, where the submission is, or relates to, a matter:
 - 5.1.14.1 that is personal to the speaker, there shall be no special restrictions;

- 5.1.14.2 that is or may be dealt with under a Collective Agreement to which the Board is a party, such submission shall be dealt with in accordance with the provisions of such Collective Agreement.
- 5.1.15 Delegations concerning accommodation and/or boundary review will not be heard at the Board meeting at which the final decision will be made.

ARTICLE 6 COMMITTEES/TASK FORCES

6.1 BOARD May Establish COMMITTEES/TASK FORCES

The *Board* may choose to execute its functional responsibilities through standing and ad-hoc *Committees/Task Forces* that are consistent with the ACT and Regulations.

6.2 Membership and Mandate

The membership, mandate, term and reporting expectations for every *Committee/Task Force* established under this Article 16 shall be consistent with the *Act* and shall be approved by the *Board*, and, within this context:

- 6.2.1 A *Committee/Task Force* instituted by the *Board* through *Board Policy* shall function according to the other provisions of the *Board By-laws* with necessary modifications;
- 6.2.2 each *Trustee* shall be expected to serve on at least one *Committee/Task Force*;
- 6.2.3 the chair of a *Committee/Task Force*, if not elected annually by the committee, shall be appointed by the *Board Chair*;
- 6.2.4 no *Trustee* shall be a member of a *Committee/Task Force* where the *Trustee* has or is likely to have a *Conflict of Interest*.

ARTICLE 7 OFFICERS

7.1 Officers Named

The Officers of the *Board* shall be:

- 7.1.1 the *Chair*;
- 7.1.2 the *Vice-Chair*;
- 7.1.3 the *CEO* who shall also be Secretary of the *Board*;
- 7.1.4 the Chief Financial Officer shall hold the office of Treasurer of the *Board* and, when exercising such office, shall be known as Treasurer of the *Board*.

7.2 Duties of the CHAIR

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

- 7.2.1 preside at all *Meetings* of the *Board* and conduct them according to the By-laws;
- 7.2.2 be a signing officer of the *Board* as prescribed in the By-laws;

- 7.2.3 approve the draft agenda of *Board Meetings*;
 - 7.2.4 be a member *ex-officio* of all *Board Committees*;
 - 7.2.5 perform all other functions customarily performed by a Chair of a School Board, and those expressly delegated to the *Chair* by the *Board*;
- and may:
- 7.2.6 call special *Meetings* of the *Board*; and
 - 7.2.7 issue statements to the public media on behalf of the *Board*.

7.3 Duties of the VICE-CHAIR

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

- 7.3.1 in the absence of the *Chair*, or in the event of the inability of the *Chair* to act, assume any or all of the duties of the *Chair*, except those which are precluded by law, By-law or regulation; and whenever the *Vice-Chair* assumes any duty of the *Chair*, the absence or inability to act of the *Chair* shall be conclusively presumed;
- 7.3.2 be a signing officer of the *Board* as prescribed in the By-laws;
- 7.3.3 normally, preside at all *Meetings* of the *Committee of the Whole Board – In Camera* and conduct them according to the By-law; and
- 7.3.4 perform all other functions customarily performed by a Vice-Chair of a School Board, and those expressly delegated to the *Vice-Chair* by the *Board*.

7.4 Duties of CEO

The *Board* will instruct the *CEO* through written policies, delegating implementation to the *CEO*. In addition to those duties assigned under provincial legislation, *Board Policy*, and the By-laws, the *CEO* is the Chief Executive Officer and Chief Education Officer of the school system. The *CEO*

- 7.4.1 is accountable to the *Board* acting as such.
- 7.4.2 may use any reasonable interpretation of the *Board's Aims/Ends* and Executive Limitations policies;
- 7.4.3 is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities; and
- 7.4.4 shall also hold the office of Secretary of the *Board* and, when exercising such office, shall be known as Secretary of the *Board*.

7.5 Duties of the Secretary of the BOARD

The Secretary of the *Board*, in person or by delegate, in addition to those duties assigned under the provincial legislation and the By-laws, shall:

- 7.5.1 attend all *Meeting* of the *Board* and of *Committees*.
- 7.5.2 prepare minutes of all *Meetings*;

- 7.5.3 keep records as required by law and subject to the directions of the *Board*;
- 7.5.4 conduct the official correspondence of the *Board*;
- 7.5.5 receive and pass on to the *Board*, *Committee of the Whole Board* or the relevant *Committee*, all correspondence, petition and reports of other officials;
- 7.5.6 prepare, in consultation with the appropriate Chair, the draft agenda of all *Meetings* of the *Board*, the *Committee of the Whole Board* and each *Committee*;
- 7.5.7 maintain an up-to-date policy register;
- 7.5.8 maintain charge of all correspondence, reports and other documents;
- 7.5.9 promulgate all orders, policies and other directions of the *Board* and other matters in accordance with requirements of the law;
- 7.5.10 act as the “head” of the organization for the purpose of the *Municipal Freedom of Information and Protection of Privacy Act*; and
- 7.5.11 bring to the attention of the *Board* any matter in respect of which, in the opinion of the Secretary, it may be necessary or useful for the *Board* to be aware.

7.6 Duties of the Treasurer of the BOARD

The Treasurer of the *Board*, in addition to those duties assigned under provincial legislation, *Board Policy*, and otherwise in the By-laws, shall:

- 7.6.1 submit to the *Board* annually a statement of estimated revenue and expenditures;
- 7.6.2 prepare annual financial statements and arrange for the audit by the auditors appointed by the *Board*;
- 7.6.3 report annually to the *Board* particulars of existing insurance and fidelity bonds expiring during such *Year* with recommendations for renewal;
- 7.6.4 report to the *Board* from time to time and as requested by the *Board* on all financial matters.

7.7 Removal of Officers

Subject to any requirements of law and employment contracts, the *Board* may at any time, upon a majority vote of all *Trustees* of the *Board*, remove any officer(s) of the *Board*.

ARTICLE 8 TRUSTEE VACANCY

8.1 Vacancy Filled by Appointment

If, more than one month before the next election, the office of a *Trustee* becomes vacant before the end of the *Trustee's* term, the remaining *Trustees* shall appoint a qualified person to fill the vacancy within ninety 90 days after the office becomes vacant, provided that a majority of the total number of *Trustees* remains in office.

8.2 Vacancy Within One Month Before Next Election

When the vacancy occurs within one month before the next election, the vacancy shall not be filled.

8.3 Process to Fill Vacancy

Trustees have the discretion to decide the process which will be used to fill the vacancy. They may appoint a qualified individual of their choosing or request applications. Should Trustees decide to accept applications from the public, the process shall be governed as outlined below.

8.3.1 The Secretary of the *Board* shall advertise the office, qualifications and deadlines in a newspaper having circulation in the area to be represented and in the parishes located in the area.

8.3.2 A committee established by the board shall review the qualifications of applicants and report to the board.

8.3.3 Applicants will be interviewed by the *Committee of the Whole Board* open to the public at a date and time determined by the *Chair* in consultation with the Secretary.

8.4 Selection of Candidate

Selection of a candidate shall be made in the manner prescribed in subsection 14.4.3 at a regular or Special *Meeting* of the *Board* not later than ninety 90 days after the office became vacant.

8.5 Appointee To Take Office

The candidate appointed to fill the vacancy shall take office at the *Meeting* at which the selection is made, shall make the declaration and Oath of Office required by Section 209 of the ACT, and shall hold office for the remainder of the term of the *Trustee* who vacated the office.

ARTICLE 9 EXECUTION OF DOCUMENTS

9.1 BOARD Seal

The Seal of the *Board* shall be in custody of the Secretary of the *Board* who shall be responsible for affixing it to such documents as may be required.

9.2 Seal Record

The Secretary of the *Board* shall keep a record, in a special register, of the date and the particulars of each use of the seal.

9.3 Signing Authorities

All deeds, conveyances, mortgages, bonds, debentures, agreements, documents, contracts approved by the *Board* shall be sealed, as required, with the seal of the *Board* and signed by:

9.3.1 the *CEO*, or in the absence of the CEO, the Acting CEO

9.3.2 together with: the CFO/Treasurer of the *Board*, the *Chair*, or the *Vice-Chair*.

9.4 Minutes of MEETINGS

The *Chair* or other presiding *Trustee* and the Secretary shall sign the minutes of all *Meetings* of the *Board* and all *Committee of the Whole Board – In Camera*.

9.5 By-laws and Policies

Every By-law and Policy, upon adoption, shall be signed by the *Chair* and by the Secretary of the *Board*.

9.6 Certification of Documents

All certificates authenticating By-laws, resolutions or extracts of minutes shall be signed by the *Chair* or the Secretary of the *Board* and the seal shall be affixed thereto.

9.7 Execution Not under Seal

Documents covering matters not required to be executed under the corporate seal of the *Board*, may be signed by the Secretary of the *Board*.

9.8 Endorsement for Deposit

The Treasurer of the *Board*, or delegate, by signature or by rubber stamp endorsement, shall negotiate or deposit with or transfer to the bankers for the *Board*, but for credit only of the account of the *Board*, all or any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money.

9.9 Signatures by Reproduction

Signatures of persons authorized to sign may be mechanically reproduced as provided by the *Act*.

ARTICLE 10 DEVELOPMENT OF AND CHANGES TO BOARD POLICY

10.1 Policy Approval or Change After Notice

Policy of the *Board* may be established or amended from time to time at a *Meeting* of the *Board* (such *Meeting* hereinafter referred to as the “later *Meeting*”) upon the affirmative vote of the majority of *Trustees* of the *Board* entitled to vote thereon provided:

- 10.1.1 written notice proposing the policy or amendment shall have been given at a *Meeting* held prior to the later *Meeting*;
- 10.1.2 the text and a brief statement of intended purpose of the policy or amendment shall have been included in the notice;
- 10.1.3 the text of the policy or amendment as so enacted is substantially the same as the text set out in the notice.

10.2 Policy Approval or Change Without Notice

A policy may be approved or changed without prior notice if:

- 10.2.1 a majority of all *Trustees* who are eligible to vote on the matter approve dealing with the matter at the *Meeting* at which the matter is introduced; or
 - 10.2.2 it is a matter that, in the opinion of the *CEO*, requires action by the *Board* as a matter of urgency;
- and
- 10.2.3 a majority of all *Trustees* who are eligible to vote on the matter approve the policy or policy change.

ARTICLE 11 AMENDMENTS TO BY-LAWS

11.1 Amendment After Notice

By-laws of the *Board* may be amended from time to time at a *Meeting* of the *Board* (such *Meeting* hereinafter referred to as the “later *Meeting*”) upon the affirmative vote of the majority of all *Trustees* of the *Board* entitled to vote thereon provided:

- 11.1.1 written notice proposing the amendment shall have been given at a *Meeting* held prior to the later *Meeting*;
- 11.1.2 the text and a brief statement of intended purpose of the amendment shall have been included in the notice;
- 11.1.3 the text of the amendment as so enacted is substantially the same as the text set out in the notice.
- 11.1.4 To adopt an amendment, alteration or addition to any By-law will require the support of two-thirds majority of all members present at the Board meeting.

11.2 No Amendment Without Notice

The By-laws of the *Board* shall not be amended except on notice as outlined in Section 21.1 of the By-law.

11.3 Reading

All amendments to the By-laws or new By-laws of the Board will be read or deemed to have been read three times before the vote is taken.

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ARTICLE 1 INTERPRETATION

11.4 Definitions and Meaning of Terms

For this By-law and all other By-laws of the BOARD unless the context otherwise requires:

- 11.4.1 the singular includes the plural;
- 11.4.2 “ACT” means the *Education Act* as amended from time to time;
- 11.4.3 “BOARD” means the Waterloo Catholic District School Board which, in accordance with the ACT, is a Roman Catholic School Board in union with the See of Rome and represents Waterloo Region;
- 11.4.4 “COMMITTEE OF THE WHOLE BOARD” is a Committee constituted of all members of the Board;
- 11.4.5 “CHAIR” means the Chair of the Board.
- 11.4.6 “COMMITTEE” means any special, advisory, task force or ad hoc COMMITTEE established by the BOARD;
- 11.4.7 “CONFLICT OF INTEREST” means a direct or indirect pecuniary interest as defined by the *Municipal Conflict of Interest Act* as amended from time to time.
- 11.4.8 “CEO” means the Director of Education who is Chief Executive Officer and Chief Education Officer of the school system, and Secretary of the BOARD;
- 11.4.9 “CFO” means the Superintendent of Business who is Chief Financial Officer of the school system, and Treasurer of the BOARD;
- 11.4.10 “IN CAMERA” means a meeting of a COMMITTEE from which the public is excluded pursuant to the Education Act;
- 11.4.11 “INAUGURAL MEETING” means the first meeting of a newly elected BOARD to be held following a municipal election and the commencement of the term of office;
- 11.4.12 “MEETING” includes a meeting of the BOARD and of a COMMITTEE, regular or special;
- 11.4.13 “*Student Trustee*” means a student elected by his/her peers to represent pupils on the BOARD in accordance with the ACT and Regulations;
- 11.4.14 “TRUSTEE” means a person elected, acclaimed or appointed to the office of trustee of the BOARD pursuant to the provisions of the Municipal Elections Act;
- 11.4.15 “VICE-CHAIR” means the Vice-Chair of the BOARD;

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

11.5 Voting

Except as otherwise provided in these By-laws, an affirmative vote shall require a majority of the votes of the *Trustees* present and entitled to vote.

11.6 Calculation of Majorities

Whenever in the By-laws of the *Board* there is provision for a majority of *Trustees*, such majority shall be calculated as a simple majority of *Trustees* present and eligible to vote; and where there is provision for a majority of all *Trustees*, such majority shall be calculated as a simple majority of all *Trustees* regardless of absences or vacancies in office.

ARTICLE 12 INAUGURAL MEETING OF THE BOARD

12.1 Date of INAUGURAL MEETING

The *Inaugural Meeting* of the *Board* shall be held no later than seven (7) days following the commencement of the *Board's* term of office as outlined in the *Act*.

12.2 Purpose of INAUGURAL MEETING

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

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

12.3 Presiding Officer at the INAUGURAL MEETING

The Presiding Officer at the *Inaugural Meeting* shall be the *CEO*, or in the absence of the *CEO*, his/her designate, until the *Chair* is elected.

12.4 Procedure for Election of Officers at the INAUGURAL MEETING

12.4.1 The Presiding Officer shall proceed first with the election of the *Chair* and then *Vice-Chair*.

12.4.2 Nominations for the offices of *Chair* and *Vice-Chair* shall be received verbally from those *Trustees* present at the *Inaugural Meeting*. Immediately after each nomination, the nominee shall confirm whether the nominee wishes to accept or decline the nomination. Voting shall be by show of hands. As soon as a nominee receives a majority of the votes of all *Trustees*, the Presiding Officer shall announce the vote and declare the *Trustee* elected to office.

- 12.4.3 Should no nominee receive the votes of a majority of all *Trustees*, the Presiding Officer shall call for a further vote, provided that:
- 12.4.3.1 the name of any nominee receiving no votes, and the name of the nominee otherwise receiving the least number of votes, shall be dropped;
 - 12.4.3.2 if two or more nominee are tied for the least number of votes, they shall draw lots to determine which nominee shall remain.
- 12.4.4 If, after the further vote, a nominee has received the votes of a majority of all *Trustees*, the Presiding Officer shall declare the *Trustee* elected to Office. The process shall continue until a nominee has received the votes of a majority of all *Trustees* or there is a tie vote for two remaining nominees.
- 12.4.5 In the case of a tie vote, the remaining nominees shall draw lots in accordance with the *Act*.

12.5 Election of Officers – at times other than the INAUGURAL MEETING

- 12.5.1 At the first *Meeting* in December of each *Year* and at the first *Meeting* after a vacancy occurs in the office of *Chair*, the *Trustees* shall elect one of themselves to be *Chair*.
- 12.5.2 At the first *Meeting* in December of each *Year* and at the first opportunity, with the consensus of the board, but no later than the subsequent meeting after a vacancy occurs in the office of *Vice-Chair*, the *Trustees* shall elect one of themselves to be *Vice-Chair*.
- 12.5.3 For the purposes of this subsection 12.5, the process outlined in Sections 12.3 and 12.4 shall apply.

ARTICLE 13 MEETINGS

13.1 Regular BOARD MEETINGS

The Regular *Meetings* of the *Board* shall be held at the business office of the *Board* at 6:00 p.m. in the evening:

- 13.1.1 the regular *Meeting* of the *Board* for the month of December shall be held on a Monday preceding the Christmas break;
- 13.1.2 the regular *Meeting* of the *Board* for the months of September through June shall be held on the fourth Monday of the month;
 - 13.1.2.1 Provided that if any such Monday falls on a statutory or civic holiday, such *Meeting* shall be held at the same hour on a Monday preceding or following the statutory holiday;
- 13.1.3 there shall be no regular *Meetings* scheduled from July 1st to August 31st.

13.2 Special BOARD MEETINGS

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

- 13.2.1 at any time determined by resolution of the *Board* at the date and time so determined;
- 13.2.2 at the date and time fixed by the *Chair* within seven days of receipt of the written request of five *Trustees*;

and, may call a *Special Meeting* of the *Board* or of the *Committee of the Whole Board*, including *In-camera* at a date and time fixed by the *Chair*.

13.3 Electronic MEETINGS

To ensure access to public *Meetings*, and in accordance with Sections 208.1 and 229 of the *Act*, and “Ontario Regulation 463/97 — Electronic Meetings”, the *Board* shall provide for the use of electronic means for the holding of *Meetings*.

- 13.3.1 Each *Trustee* shall be physically present in the meeting room of the *Board* for at least three (3) regular *Meetings* of the *Board* during each *Year*.

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

- 13.3.2 At every electronic *Meeting* of the *Board* or of the *Committee of the Whole Board*, the following persons shall be physically present in the boardroom at the Catholic Education Centre and so recorded in the minutes:

- 13.3.2.1 The *Chair*, or designate;
 - 13.3.2.2 at least one (1) additional *Trustee*; and
 - 13.3.2.3 the *CEO*, or designate.

- 13.3.3 At every *Meeting* of a *Committee* of the *Board*, except the *Committee of the Whole*, the following persons shall be physically present in the meeting room of the *Committee* and so recorded in the minutes:

- 13.3.3.1 the chairperson of the *Committee*, or designate; and
 - 13.3.3.2 the *CEO*, or designate, unless not appropriate, eg., the Ad Hoc Committee for CEO Appraisal.

- 13.3.3.3

- 13.3.4 Subject to the requirements of subsections 13.3.1, 13.3.2 and 13.3.3, at the request of any *Trustee*, or a *Student Trustee*, the *Board* shall provide the *Trustee* and *Student Trustee* with electronic means of participating in one (1) or more *Meetings* of the *Board* or of a *Committee* of the *Board*, including the *Committee of the Whole Board*.

- 13.3.5 A *Trustee* and a *Student Trustee* who participates in a *Meeting* through electronic means shall be deemed to be present at the *Meeting* and the minutes shall record the presence through electronic means of each such *Trustee* and *Student Trustee*

- 13.3.6 The electronic means shall permit the *Trustee* and the *Student Trustee* to hear and be heard by all other participants in the *Meeting*.
- 13.3.7 The electronic means shall be provided in such a way as to ensure compliance with the rules governing *Conflict of Interest of Trustees*.
- 13.3.8 A *Student Trustee* who participates through electronic means shall not participate in any proceedings which are closed to the public.
- 13.3.9 Should there be technical difficulties and the electronic portion of the *Meeting* is interrupted, the *Meeting* shall be recessed for a period not exceeding thirty (30) minutes as determined by the chair of the *Meeting*.
- 13.3.10 Should there be technical difficulties and the electronic portion of the *Meeting* cannot be reconvened before the end of the recess provided in subsection 13.3.9:
- 13.3.10.1 Section 13.9.4 shall apply if there is no quorum;
- 13.3.10.2 the minutes of the *Meeting* shall indicate the time of any electronic disruption and the recess determined by the chair of the *Meeting*, and the name of any *Trustee* who thereby ceases to be present.
- 13.3.11 A *Trustee*, a *Student Trustee* and a member of a *Committee* participating electronically in a *Meeting* shall be governed by the rules of the *Board* related to *Meetings* of the *Board* or *Committees* (as the case requires).

13.4 COMMITTEE OF THE WHOLE BOARD

The *Committee of the Whole Board*, including the Committee of the Whole Board-In Camera, and all Committees of the Board meet for the purpose of discussion and debate on any subject before the Board, do not make decisions, they make recommendations to the Board.

13.5 Seating At BOARD MEETINGS

As far as practicable, at all Regular or Special *Board Meetings*, the *Chair* shall be seated at the mid-point of the boardroom table with the *Director* to the right of the *Chair*, the Recording Secretary to the left of the *Chair*, the *Vice-Chair* to the immediate right of the *Director*, and the remaining *Trustees* seated alphabetically by surname starting at the immediate right of the *Vice-Chair*. *Student Trustees* shall be seated next to their *Trustee*-mentors.

13.6 Seating At MEETINGS of COMMITTEES

There shall be no formal seating plan for *Meetings* of *Committees*.

13.7 Presiding Officer

- 13.7.1 The *Chair*, when present, shall preside at all *Meetings* of the *Board* and Committee of the Whole.
- 13.7.2 The *Vice-Chair* when present shall preside at all meetings of Committee of the Whole In camera.

13.7.3 In the absence of the *Chair*, the *Vice-Chair* shall preside at *Meetings* of the *Board* and *Committee of the Whole*.

13.7.4 In the absence of the *Chair*, and the *Vice-Chair*, another *Trustee* selected by the *Trustees* present shall preside at *Meetings* of the *Board* or *Committee of the Whole* subject to the provisions of section 3.9.

13.8 Notice of MEETINGS

13.8.1 No formal notice of Regular *Meetings* of the *Board* and of the *Committee of the Whole Board* shall be required, but a written or electronic reminder of each *Meeting* shall be circulated to each *Trustee* not less than forty-eight hours in advance of each *Meeting*. A notice shall also be placed on the *Board* web page.

13.8.2 Written notice of every Special *Meeting* of the *Board* and of the Special *Committee of the Whole Board* shall be given by delivery or by electronic means to each *Trustee* at least forty-eight hours prior to the time of the *Meeting*. A notice shall also be placed on the *Board* web page. Forty-eight hour limit may be waived provided every reasonable effort is made to contact *Trustees*.

13.8.3 The notice of every Special *Meeting* of the *Board* and the Special *Committee of the Whole Board* shall state all business to be transacted or considered, and notwithstanding any other by-law, no other business will be considered unless all *Trustees* who are eligible to vote on the matter are present at the *Meeting* and unanimously agree to consider the other business.

13.8.4 The Director of Education, in consultation with the Chair of the Board, may cancel a Standing Committee or Board Meeting due to expected lack of quorum; or in instances of inclement weather where it is determined that the safety of trustees and staff would be in question for travelling purposes. Trustees will be contacted as soon as the decision has been made to cancel a meeting.

13.9 Quorum for MEETINGS

13.9.1 A majority of all *Trustees* of the *Board* shall constitute a quorum for *Meetings* of the *Board* and of the *Committee of the Whole Board*.

13.9.2 A majority of *Trustees* who are members of a *Committee* composed of only *Trustees* shall constitute a quorum for *Meetings* of the *Committee*.

13.9.3 When a *Trustee* or *Trustees* declare pecuniary interests under the *Municipal Conflict of Interest Act*, the number of *Trustees* that constitutes a quorum in 13.9.1 and 13.9.2 is adjusted as directed by the *Municipal Conflict of Interest Act*.

13.9.4 Whenever a quorum is not present at a *Meeting*, the *Meeting* shall stand adjourned without further formality.

13.10 Length of MEETINGS

No *Meeting* shall continue in session for more than three hours.

- 13.10.1 Provided that notwithstanding what is otherwise set out in this Section 13.10, upon consent of a majority of *Trustees* eligible to vote who are present, a *Meeting* may be extended beyond the limits otherwise provided.

13.11 Closing of Certain MEETINGS

In accordance with the ACT, a *Meeting* of a *Committee* of the *Board*, including a MEETING of the *Committee of the Whole Board*, may be closed to the public when the subject matter under consideration involves:

- 13.11.1 the security of the property of the *Board*;
- 13.11.2 the disclosure of intimate, personal or financial information in respect of a *Trustee*; an employee or prospective employee of the *Board*; a pupil or his or her parent or guardian;
- 13.11.3 the acquisition or disposal of a school site;
- 13.11.4 decisions in respect of negotiations with employees of the *Board*; and,
- 13.11.5 litigation affecting the *Board*, and privileged legal communications.

13.12 Rules of Order

The rules of order to be observed at *Meetings* shall be in accordance with the provisions of these By-laws.

- 13.12.1 Provided that in all cases for which no specific provision is made in these By-laws, the rules and practice of a current edition of Robert's Rules of Order shall govern.

13.13 Agenda for Regular MEETINGS

The order of business for regular *Meetings* of the *Board* that are open to the public shall appear as follows:

1. Call to Order

- 1.1 Opening Prayer and Memorials
- 1.2 Territorial Acknowledgement
- 1.3 Approval of Agenda
- 1.4 Declaration of Pecuniary Interest

2. Consent Agenda: CEO (Operational matters from the Ministry of Education that the Board is required to do)

3. Consent Agenda: Board (Approval of minutes of meetings, staff report)

4. Delegations

5. Advice from the CEO

- 6. Ownership Linkage** (Communications with external environment)
- 7. Reports from Board Committees/Task Forces**
- 8. Board Education** (at the request of the Board)
- 9. Policy Discussion**
- 10. Assurance of Board Performance** (monitoring)
- 11. Assurance of Successful CEO Performance** (monitoring)
- 12. Potential Agenda Items/Shared Concerns/Report on Trustee Inquiries**
- 13. Announcements** (Upcoming Meetings/Pending Items)
- 14. Items for Next Meeting Agenda**
- 15. Confirm decisions made at this meeting**
- 16. Closing Prayer**
- 17. Motion to Adjourn**

13.14 Alteration on Consent

The order of the agenda may be altered with the consent of a majority of the *Trustees* present at a *Meeting* and eligible to vote.

13.15 Application to Special MEETINGS

The provisions of Section 13.13 apply with necessary modifications for Special *Meetings* of the *Board*.

13.16 Application to IN CAMERA MEETINGS

The provisions of Section 13.13 apply with necessary modifications for the *Committee of the Whole Board –In Camera Meetings* that are not open to the public.

13.17 Placing Matters on the Agenda

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

- 13.17.1 with the majority affirmative votes of the *Trustees* present and eligible to vote on the matter;
- 13.17.2 it is a matter that is part of the *Board* job description as outlined in *Board* policy and contained under the agenda headings outlined in Section 13.13 of the By-law;
- 13.17.3 it is a Notice of Motion as prescribed in Section 14.1 of the By-law;

- 13.17.4 it is a matter requested by a *Trustee* to be placed on the agenda after the *Trustee* has followed the *Trustee* Inquiry process outlined in Section 13.18 of the By-law, or
- 13.17.5 it is a matter that, in the opinion of the *CEO or Chair*, requires action by the *Board* as a matter of urgency.

13.18 TRUSTEE Inquiries

Prior to placing a matter as an agenda item,

- 13.18.1 issues related to a violation of *Board* Policy must have previously been discussed with the *Chair*;
- 13.18.2 matters pertaining to the operations of the school system must have previously been directed to the *CEO*; and
- 13.18.3 *Trustees* shall follow the protocol outlined in Section 13.19.

13.19 Protocol for TRUSTEE Inquiries

The following protocol for *Trustee* inquiries shall be followed:

- 13.19.1 inquiries will be made of the *Chair* and/or *CEO* as appropriate; inquiries must be in sufficient detail to enable the *Chair* and/or *CEO* to respond in a reasonable manner;
- 13.19.2 where appropriate, the *Chair* or *CEO* may request that a *Trustee* provide the inquiry in writing;
- 13.19.3 if, after receiving the information from the *Chair* and/or *CEO* as appropriate, the *Trustee* believes the item should be raised with the *Board*, the *Trustee* may request that the *Chair* place the item on the agenda of the next Regular *Board Meeting* or *Committee of the Whole Board* or *Committee of the Whole Board – In Camera*, as appropriate.

13.20 Delivery of Agenda for BOARD MEETING

The Agenda for every *Meeting*, together with notice or reminder of such *Meeting*, shall be delivered electronically, to each *Trustee*, and posted on the Board website a minimum of forty-eight hours in advance of such *Meeting*.

13.21 Delivery of Agenda for COMMITTEE MEETING

The agenda for every *Committee Meeting* that is not closed to the public, together with notice or reminder of such *Meeting* shall be delivered electronically, to each *Committee* member, and posted on the Board website a minimum of forty-eight hours in advance of such *Meeting*.

Deadline for Including Matters on the Agenda

The deadline for including matters on the agenda for the next *Meeting* of the *Board* shall be 9:00 a.m. on the Thursday preceding the next regularly scheduled *Meeting* of the *Board*.

ARTICLE 14 BOARD MEETING PROCESS

14.1 Notice of Motion for a BOARD MEETING

A *Trustee* may place a Notice of Motion, regarding any matter with respect to which the *Trustee* has a right to vote, upon the Agenda of a *Meeting* of the *Board*; such Notice of Motion:

- 14.1.1 shall be wholly in writing;
- 14.1.2 shall be accompanied by an explanatory notice;
- 14.1.3 shall be delivered to the Secretary of the *Board*;
- 14.1.4 shall, after its appearance on the Agenda, be taken as read unless any *Trustee* requests that it be read in full;
- 14.1.5 shall be referred by resolution of the *Board* to a *Meeting* of the *Committee of the Whole Board* or an appropriate *Committee*;
- 14.1.6 shall not be the subject of any debate or comment at the *Meeting* at which it is introduced unless consent is provided by a majority vote of *Trustees* present and eligible to vote;

14.2 DIRECTOR Monitoring Reports

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

14.3 Speaker to Await Recognition

Any *Trustee* wishing to speak at a *Meeting* shall await recognition by the Chair.

14.4 Methods of Decision-Making

Every matter considered by the *Board* shall be disposed of by a vote of all those present and eligible to vote on the matter in one of the following ways with preference given to the following sequence:

- 14.4.1 The *Board* shall always attempt to reach decisions through consensus;
- 14.4.2 by show of hands in the affirmative and in the negative;
- 14.4.3 by a recorded vote where the *Chair* calls the name of the individual *Trustees* who respond indicating whether they are in favour or opposed to the matter under discussion.

14.5 Clear Statement of Direction Required

All matters before the *Board* whether the outcome of the decision-making process is determined by consensus or by a vote must be presented to the *Trustees* as a clear statement of direction. The

direction or the motion must be read by the Chair of the *Meeting* to the *Trustees* present before any decision is made.

14.6 Result of Consensus Decision-making Process

The Chair of the *Meeting* shall announce the result of the consensus decision-making process and ask *Trustees* present and eligible to decide on the matter if they agree with the direction.

14.7 Minutes When Consensus Reached

When a decision is reached by consensus, the minutes of the *Meeting* shall indicate a decision by consensus with the notation in the minutes that consensus means the decision was supported by all *Trustees* present and eligible to vote on a matter.

14.8 Minutes When Decision-Making by Vote

When a decision is reached by a vote, the minutes of the meeting shall indicate a decision by vote using Roberts Rules of Order as and when necessary.

14.9 No Reconsideration in Same YEAR

Any matter which has been decided upon by the *Board* shall not be placed on the Agenda of the *Board* during the same school *Year* unless:

- 14.9.1 a motion to reconsider the matter is made by a *Trustee* who voted on the prevailing side of the motion sought to be reconsidered; and
- 14.9.2 by an affirmative vote of the majority of all *Trustees* of the *Board* entitled to vote thereon.

14.10 Motion to Reconsider

A motion to reconsider is debatable and once adopted, places before the *Trustees* the original motion on which the vote is to be reconsidered, and *Trustees* may:

- 14.10.1.1 without debate, simply vote again on the original motion; or
- 14.10.1.2 amend the original motion and vote on the amended motion; or
- 14.10.1.3 make a motion to rescind the original motion.

14.11 Voting Compulsory

Whenever a vote is required, every *Trustee* present when a vote is taken, including the *Chair* but excluding any *Trustee* who has declared a direct or indirect pecuniary interest as required by the *Municipal Conflict of Interest Act*, shall vote on all questions on which the *Trustee* is entitled to vote.

14.12 Compliance with Municipal Conflict of Interest Act

Where a direct or indirect pecuniary interest is declared, the *Trustee* shall act in accordance with the *Municipal Conflict of Interest Act*.

14.13 Motion Lost on Equality of Votes

Any motion on which there is an equality of votes is lost.

ARTICLE 15 DELEGATIONS

15.1 Protocol for Delegations

The *Board* agenda will provide for Delegations, all of which shall comply with the following:

- 15.1.1 in order to appear as a delegation, the individual or group must contact the Secretary of the *Board* by 9:00 a.m. the Wednesday preceding the next Regular *Meeting* of the *Board*;
- 15.1.2 the individual or group must indicate to the Secretary of the *Board* the name of the individual(s) who will appear as a delegation.
- 15.1.3 the individual(s) speaking for the delegation must provide the Secretary of the *Board* with an electronic copy or written copy of the presentation for inclusion in the agenda package by 9:00 a.m. on the Thursday prior to the *Meeting* or the delegation will not be accepted for the upcoming agenda. The presentation will appear as part of the support material for the *Meeting* at which the presentation is made.
- 15.1.4 the Chair of the *Meeting* at which the delegation appears will recognize only the spokesperson as the representative of any group delegation.
- 15.1.5 a delegation will be accorded ten minutes in order to make its presentation before the *Board*.
- 15.1.6 Board Members may ask questions of clarification of the delegation.
- 15.1.7 Delegates will receive a response from the appropriate party within 48 hours after their presentation.
- 15.1.8 where there are multiple delegations on the same topic, the Chair of the *Meeting* may require that presentations be combined or reduce the time of the presentations.
- 15.1.9 where a matter presented by a delegation deals with a topic that should properly be considered by the *Committee of the Whole Board – In Camera*, the Chair of the *Meeting* shall direct that the matter be discussed in *Committee of the Whole Board – In Camera*.
- 15.1.10 the Chair of the *Meeting* may terminate a presentation that deviates materially from the topic of the presentation.
- 15.1.11 the spokesperson(s) for a delegation shall refrain from the use of abusive or derogatory language at all times including written and oral remarks; and the Chair of the *Meeting* may expel or exclude from any *Meeting* any person(s) who engage in this or any other form of improper conduct.
- 15.1.12 each delegation, at the time of registration with the Secretary of the *Board*, shall receive a copy of this Section of the By-law.

- 15.1.13 since a *Trustee* is permitted to place a matter on the Agenda under Section 13.17, and is permitted to make inquiries under Section 13.18, a *Trustee* shall not be permitted to appear before the *Board* as a delegation.
- 15.1.14 with respect to delegations from Board employees, where the submission is, or relates to, a matter:
- 15.1.14.1 that is personal to the speaker, there shall be no special restrictions;
- 15.1.14.2 that is or may be dealt with under a Collective Agreement to which the Board is a party, such submission shall be dealt with in accordance with the provisions of such Collective Agreement.
- 15.1.15 Delegations concerning accommodation and/or boundary review will not be heard at the Board meeting at which the final decision will be made.

ARTICLE 16 COMMITTEES/TASK FORCES

16.1 BOARD May Establish COMMITTEES/TASK FORCES

The *Board* may choose to execute its functional responsibilities through standing and ad-hoc *Committees/Task Forces* that are consistent with the ACT and Regulations.

16.2 Membership and Mandate

The membership, mandate, term and reporting expectations for every *Committee/Task Force* established under this Article 16 shall be consistent with the *Act* and shall be approved by the *Board*, and, within this context:

- 16.2.1 A *Committee/Task Force* instituted by the *Board* through *Board* Policy shall function according to the other provisions of the *Board* By-laws with necessary modifications;
- 16.2.2 each *Trustee* shall be expected to serve on at least one *Committee/Task Force*;
- 16.2.3 the chair of a *Committee/Task Force*, if not elected annually by the committee, shall be appointed by the *Board Chair*;
- 16.2.4 no *Trustee* shall be a member of a *Committee/Task Force* where the *Trustee* has or is likely to have a *Conflict of Interest*.

ARTICLE 17 OFFICERS

17.1 Officers Named

The Officers of the *Board* shall be:

- 17.1.1 the *Chair*;
- 17.1.2 the *Vice-Chair*;
- 17.1.3 the *CEO* who shall also be Secretary of the *Board*;
- 17.1.4 the Chief Financial Officer shall hold the office of Treasurer of the *Board* and, when exercising such office, shall be known as Treasurer of the *Board*.

17.2 Duties of the CHAIR

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

- 17.2.1 preside at all *Meetings* of the *Board* and conduct them according to the By-laws;
- 17.2.2 be a signing officer of the *Board* as prescribed in the By-laws;
- 17.2.3 approve the draft agenda of *Board Meetings*;
- 17.2.4 be a member *ex-officio* of all *Board Committees*;
- 17.2.5 perform all other functions customarily performed by a Chair of a School Board, and those expressly delegated to the *Chair* by the *Board*;

and may:

- 17.2.6 call special *Meetings* of the *Board*; and
- 17.2.7 issue statements to the public media on behalf of the *Board*.

17.3 Duties of the VICE-CHAIR

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

- 17.3.1 in the absence of the *Chair*, or in the event of the inability of the *Chair* to act, assume any or all of the duties of the *Chair*, except those which are precluded by law, By-law or regulation; and whenever the *Vice-Chair* assumes any duty of the *Chair*, the absence or inability to act of the *Chair* shall be conclusively presumed;
- 17.3.2 be a signing officer of the *Board* as prescribed in the By-laws;
- 17.3.3 normally, preside at all *Meetings* of the *Committee of the Whole Board – In Camera* and conduct them according to the By-law; and
- 17.3.4 perform all other functions customarily performed by a Vice-Chair of a School Board, and those expressly delegated to the *Vice-Chair* by the *Board*.

17.4 Duties of CEO

The *Board* will instruct the *CEO* through written policies, delegating implementation to the *CEO*. In addition to those duties assigned under provincial legislation, *Board Policy*, and the By-laws, the *CEO* is the Chief Executive Officer and Chief Education Officer of the school system. The *CEO*

- 17.4.1 is accountable to the *Board* acting as such.
- 17.4.2 may use any reasonable interpretation of the *Board's Aims/Ends* and Executive Limitations policies;
- 17.4.3 is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities; and
- 17.4.4 shall also hold the office of Secretary of the *Board* and, when exercising such office, shall be known as Secretary of the *Board*.

17.5 Duties of the Secretary of the BOARD

The Secretary of the *Board*, in person or by delegate, in addition to those duties assigned under the provincial legislation and the By-laws, shall:

- 17.5.1 attend all *Meeting* of the *Board* and of *Committees*.
- 17.5.2 prepare minutes of all *Meetings*;
- 17.5.3 keep records as required by law and subject to the directions of the *Board*;
- 17.5.4 conduct the official correspondence of the *Board*;
- 17.5.5 receive and pass on to the *Board*, *Committee of the Whole Board* or the relevant *Committee*, all correspondence, petition and reports of other officials;
- 17.5.6 prepare, in consultation with the appropriate Chair, the draft agenda of all *Meetings* of the *Board*, the *Committee of the Whole Board* and each *Committee*;
- 17.5.7 maintain an up-to-date policy register;
- 17.5.8 maintain charge of all correspondence, reports and other documents;
- 17.5.9 promulgate all orders, policies and other directions of the *Board* and other matters in accordance with requirements of the law;
- 17.5.10 act as the “head” of the organization for the purpose of the *Municipal Freedom of Information and Protection of Privacy Act*; and
- 17.5.11 bring to the attention of the *Board* any matter in respect of which, in the opinion of the Secretary, it may be necessary or useful for the *Board* to be aware.

17.6 Duties of the Treasurer of the BOARD

The Treasurer of the *Board*, in addition to those duties assigned under provincial legislation, *Board Policy*, and otherwise in the By-laws, shall:

- 17.6.1 submit to the *Board* annually a statement of estimated revenue and expenditures;
- 17.6.2 prepare annual financial statements and arrange for the audit by the auditors appointed by the *Board*;
- 17.6.3 report annually to the *Board* particulars of existing insurance and fidelity bonds expiring during such *Year* with recommendations for renewal;
- 17.6.4 report to the *Board* from time to time and as requested by the *Board* on all financial matters.

17.7 Removal of Officers

Subject to any requirements of law and employment contracts, the *Board* may at any time, upon a majority vote of all *Trustees* of the *Board*, remove any officer(s) of the *Board*.

ARTICLE 18 TRUSTEE VACANCY

18.1 Vacancy Filled by Appointment

If, more than one month before the next election, the office of a *Trustee* becomes vacant before the end of the *Trustee's* term, the remaining *Trustees* shall appoint a qualified person to fill the vacancy within ninety 90 days after the office becomes vacant, provided that a majority of the total number of *Trustees* remains in office.

18.2 Vacancy Within One Month Before Next Election

When the vacancy occurs within one month before the next election, the vacancy shall not be filled.

18.3 Process to Fill Vacancy

Trustees have the discretion to decide the process which will be used to fill the vacancy. They may appoint a qualified individual of their choosing or request applications. Should Trustees decide to accept applications from the public, the process shall be governed as outlined below.

18.3.1 The Secretary of the *Board* shall advertise the office, qualifications and deadlines in a newspaper having circulation in the area to be represented and in the parishes located in the area.

18.3.2 A committee established by the board shall review the qualifications of applicants and report to the board.

18.3.3 Applicants will be interviewed by the *Committee of the Whole Board* open to the public at a date and time determined by the *Chair* in consultation with the Secretary.

18.4 Selection of Candidate

Selection of a candidate shall be made in the manner prescribed in subsection 14.4.3 at a regular or Special *Meeting* of the *Board* not later than ninety 90 days after the office became vacant.

18.5 Appointee To Take Office

The candidate appointed to fill the vacancy shall take office at the *Meeting* at which the selection is made, shall make the declaration and Oath of Office required by Section 209 of the ACT, and shall hold office for the remainder of the term of the *Trustee* who vacated the office.

ARTICLE 19 EXECUTION OF DOCUMENTS

19.1 BOARD Seal

The Seal of the *Board* shall be in custody of the Secretary of the *Board* who shall be responsible for affixing it to such documents as may be required.

19.2 Seal Record

The Secretary of the *Board* shall keep a record, in a special register, of the date and the particulars of each use of the seal.

19.3 Signing Authorities

All deeds, conveyances, mortgages, bonds, debentures, agreements, documents, contracts approved by the *Board* shall be sealed, as required, with the seal of the *Board* and signed by:

19.3.1 the *CEO*, or in the absence of the CEO, the Acting CEO

19.3.2 together with: the CFO/Treasurer of the *Board*, or the *Chair*, or the *Vice-Chair*.

19.4 Minutes of MEETINGS

The *Chair* or other presiding *Trustee* and the Secretary shall sign the minutes of all *Meetings* of the *Board* and all *Committee of the Whole Board – In Camera*.

19.5 By-laws and Policies

Governance Chair will ensure that every By-Law and Policy upon adoption or revision is properly posted to the website.

19.6 Certification of Documents

All certificates authenticating By-laws, resolutions or extracts of minutes shall be signed by the *Chair* or the Secretary of the *Board* and the seal shall be affixed thereto.

19.7 Execution Not under Seal

Documents covering matters not required to be executed under the corporate seal of the *Board*, may be signed by the Secretary of the *Board*.

19.8 Endorsement for Deposit

The Treasurer of the *Board*, or delegate, by signature or by rubber stamp endorsement, shall negotiate or deposit with or transfer to the bankers for the *Board*, but for credit only of the account of the *Board*, all or any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money.

19.9 Signatures by Reproduction

Signatures of persons authorized to sign may be mechanically reproduced as provided by the *Act*.

ARTICLE 20 DEVELOPMENT OF AND CHANGES TO BOARD POLICY

20.1 Policy Approval or Change After Notice

Policy of the *Board* may be established or amended from time to time at a *Meeting* of the *Board* (such *Meeting* hereinafter referred to as the “later *Meeting*”) upon the affirmative vote of the majority of *Trustees* of the *Board* entitled to vote thereon provided:

- 20.1.1 written notice proposing the policy or amendment, that has not been vetted at Governance Committee, shall have been given at a *Meeting* held prior to the later *Meeting*;
- 20.1.2 the text and a brief statement of intended purpose of the policy or amendment shall have been included in the notice;
- 20.1.3 the text of the policy or amendment as so enacted is substantially the same as the text set out in the notice.

20.2 Policy Approval or Change Without Notice

A policy may be approved or changed without prior notice if:

- 20.2.1 a majority of all *Trustees* who are eligible to vote on the matter approve dealing with the matter at the *Meeting* at which the matter is introduced; or
 - 20.2.2 it is a matter that, in the opinion of the *CEO*, requires action by the *Board* as a matter of urgency;
- and
- 20.2.3 a majority of all *Trustees* who are eligible to vote on the matter approve the policy or policy change.

ARTICLE 21 AMENDMENTS TO BY-LAWS

21.1 Amendment After Notice

By-laws of the *Board* may be amended from time to time at a *Meeting* of the *Board* (such *Meeting* hereinafter referred to as the “later *Meeting*”) upon the affirmative vote of the majority of all *Trustees* of the *Board* entitled to vote thereon provided:

- 21.1.1 written notice proposing the amendment shall have been given at a *Meeting* held prior to the later *Meeting*;
- 21.1.2 the text and a brief statement of intended purpose of the amendment shall have been included in the notice;
- 21.1.3 the text of the amendment as so enacted is substantially the same as the text set out in the notice.
- 21.1.4 To adopt an amendment, alteration or addition to any By-law will require the support of two-thirds majority of all members present at the Board meeting.

21.2 No Amendment Without Notice

The By-laws of the *Board* shall not be amended except on notice as outlined in Section 21.1 of the By-law.

21.3 Reading

All amendments to the By-laws or new By-laws of the Board will be read or deemed to have been read three times before the vote is taken.