



BYLAW

BL5

Board and Committee of the Whole Board Meetings Rules of Procedure

Board Received: May 25, 2020 Review Date: May 2024

1) **Time and Date for Regular Board Meetings**

Regular meetings of the Board should be held on the fourth Monday of each month, with the exception of July and December, commencing at 6:30 p.m. Trustees will convene, if necessary, an In Camera session as a committee at 6:30 p.m. followed by an Open session commencing at 7:15 p.m. Committee of the Whole Board and Regular Board meeting dates will be set annually by board resolution. There will be two meetings scheduled in December, the first Monday shall consist of a Nomination meeting at 6:30 p.m. and an Organizational meeting held immediately following. The second Monday of December will be the Board Inaugural meeting and the regular board meeting for the month.

2) **Time and Date for Committee of the Whole Board Meeting**

Committee of the Whole Board should meet on the second Monday of each month, as set out in board resolution, commencing for In Camera at 6:30 p.m., if necessary, followed by an Open session commencing at 7:15 p.m.

3) **Terms of Reference**

a) **Committee of the Whole Board**

- i) receive information reports from staff;
- ii) make recommendations based on information reports;
- iii) make recommendations to the Board regarding bylaws, policies and procedures.
- iv) receive and consider reports arising from statutory, ad hoc, and other committees;
- v) determine whether a need exists for the establishment of special and/or ad hoc committees to study specific areas within the system, and recommend to the Board regarding each committee's terms of reference;
- vi) through staff reports, operating plan updates and presentations, review program plans and delivery;
- vii) through the Director, receive reports and/or recommendations from the supervisory officers concerning the extension or modification of both academic and business services provided within the system;
- viii) through the Director, receive and consider requests submitted by employee groups, outside agencies, individuals, etc.;
- ix) consider and recommend a course of action regarding matters referred to the Committee by the Board;
- x) review and establish the Board's annual operating budget;
- xi) make recommendations to the Board concerning educational, financial, personnel, and property matters.
- xii) All employee final stage grievances will be heard by the Director. A quarterly report of all grievances will be provided to the Board at the Committee of the Whole meeting during the In Camera session.

4) **In Camera**

- a) Issues shall be discussed in camera in accordance with the definitions set out in the Education Act. Confidential in camera agenda and minutes shall be maintained through the Director and Secretary of the Board.
- b) In camera agendas and agenda items will be posted for Trustees in advance of the meeting. In camera agenda items will be distributed at the meeting and designated items (on dark green paper) will be returned at the conclusion of the meeting. Trustees are entrusted with keeping all in camera documents secure.
- c) Once in camera deliberations have been completed, the Committee shall rise and report all approved recommendations from in camera. All recommendations from in camera shall be reported in a manner that protects and respects confidential and personal information.

5) **Special Meetings**

- a) A special meeting of the Board may be called by the Chair or Vice-Chair in the absence of the Chair, at any time on their own responsibility.
- b) When the Chair will not comply with a request to convene a special meeting, a majority of the Board may call a special meeting by a written, signed requisition delivered to the Chair and the Secretary of the Board. The notice calling such special meeting shall contain a copy of the signed requisition, as well as a statement of business for which the meeting is called. No other business may legally be transacted.
- c) Notice: Trustees shall be notified of a special meeting a minimum of twenty-four hours prior to the meeting date, when possible.
- d) The special meeting will also be advertised publicly.

6) **Taking the Chair for Board or Committee Meetings**

- a) At the hour of meeting, the Chair or the Vice-Chair shall take the chair. The Vice-Chair may take the chair for at least two regular meetings.
- b) The Board Chair or Committee Chair will consider opportunities for a Committee Vice-Chair to chair an in camera and/or an open session meeting.

7) **Absence of the Chair**

- a) **Meeting Called to Order:** Should the Chair and Vice-Chair not be in attendance after the hour appointed, they shall be considered absent and the Secretary of the Board shall call the meeting to order.
- b) **Chair Chosen:** The Board shall nominate an Acting Chair to preside for the one meeting only, or until either the Chair or Vice-Chair arrives; in which case the chair shall be vacated in their favour.
- c) **Arrival of Chair:** Should the chair be vacated in favour of the Vice-Chair and the Chair arrives later, it is the option of the elected Chair whether another change should be made in the presiding officer.
- d) **Authority of Acting Chair:** The Acting Chair shall have the same authority in presiding as would the Chair or the Vice-Chair and shall vote on all questions.

8) **Quorum**

- a) Definition: In accordance with the provisions of the Education Act, the presence of a majority of all the members constituting the Board is necessary to form a quorum.
- b) Recess for Lack of Quorum: When a quorum is lost the meeting may be recessed while a quorum is sought.
- c) Quorum is not lost due to declarations of conflict of interest.

- d) Adjournment for Lack of Quorum: Whenever an adjournment takes place in consequence of there not being a quorum present, the time of adjournment and the names of the members present shall be inserted into the records of the Board.

9) **Access to Meetings**

In accordance with the provisions of the Education Act and subject to Subsection 9 (a), meetings of the Board and of a Committee of the Board, including a Committee of the Whole Board, shall be open to the public, and no person shall be excluded from a meeting that is open to the public, except for improper conduct.

- a) Closing of Certain Meetings: A meeting of a Committee of the Board, including a Committee of the Whole Board, may be closed to the public when the subject matter under consideration involves:
 - i) the security of the property of the Board;
 - ii) the disclosure of intimate, personal or financial information in respect of a member of the Board or Committee, an employee or prospective employee of the Board, or a pupil or their parent or guardian;
 - iii) the acquisition or disposal of a school site;
 - iv) discussions and decisions in respect of negotiations with employees of the Board;
 - v) litigation affecting the Board;
- b) Improper Conduct: The presiding officer may expel or exclude from any meeting any person who has engaged in improper conduct at a meeting.

10) **Questions of Order**

The rules of order and procedures contained in this By-Law shall be observed in all proceedings of the Board and Committees thereof, except where otherwise provided by Statute. The rules and customs as set out in Roberts Rules of Order shall govern, so far as is applicable, in all cases not provided for in this By-Law.

The Chair shall preserve order and decorum and decide upon all questions of order, subject to an appeal to the Board, and shall state the rule applicable to the case, if required.

11) **Voting**

- a) **Vote of Chair.** The Chair shall vote with the other members of the Board upon all questions, except as provided in Subsection 11(c).
- b) **Equality of Votes.** Any question on which there is a tie, the vote item will be defeated.
- c) **Vote by all Members.** When a question is put, every member present shall vote, unless the Board excuses them or except as provided in Subsection 11(d).
- d) **Disclosure of Interest.** In accordance with the Act respecting Conflict of Interest of Members of Municipal Councils and Local Boards, where a member of the Board, on their own behalf or while acting for, by, with, or through another, has any pecuniary interest, direct, indirect, or deemed in any matter and is present at a meeting of the Board at which the matter is the subject of consideration, the trustee:
 - i) Shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature related to the interest;
 - ii) shall not take part in the discussion of, or vote on any question in respect of the matter; and
 - iii) shall not attempt in any way before, during or after the meeting to influence the voting on any such question;
 - iv) where the meeting is in private session (in camera), in addition to complying with the requirements listed above, the trustee will leave the meeting or the

- part of the meeting during which the manner is under consideration and the fact that the trustee has left the meeting will be recorded in the minutes;
- v) at the next meeting that is open to the public, the declaration of conflict of interest shall be recorded in the minutes but not the general nature of that interest;
 - vi) at a meeting at which a trustee discloses a conflict of interest, or as soon as possible afterwards, the trustee shall file a written statement of the conflict of interest and its general nature with the Secretary of the Board (see Bylaw 28 – Trustee Code of Conduct, Appendix B);
 - vii) All written statements of conflict of interest shall be maintained in a Declaration of Interest Registry on granderie.ca for four years.
- e) **Calling the Question:** When the Chair is calling the question, no member shall walk out.
 - f) **Recorded Votes:** Any member may call for a recorded vote in which case the names of those who vote for and those who vote against shall be entered in the minutes.

12) Resolutions

- a) **Presentation and Withdrawal:** After a resolution has been presented, it shall be deemed to be in the possession of the Board, but it may be withdrawn at any time. Such leave to withdraw shall be granted upon an affirmative vote of two-thirds of the members present.
- b) **Resolution under Consideration:** When any resolution is under consideration, no motion shall be received other than to adjourn, to lay on the table the previous question, to postpone, to refer or to amend. Such motions shall have precedence in the order named, the first and fourth of which shall be without debate and the third shall be debatable only as to time and place.
- c) **Division of Question:** When the question under consideration contains distinct propositions, the vote upon each proposition shall be taken separately upon the request of any member.
- d) **Amendments:** The previous question (i.e. demand for vote on present motion) until it is decided, shall preclude all amendments of the main question and shall be put, without debate, in the following words: "Shall this question be put now?" If this motion is resolved in the affirmative, the original question shall be put forth without any amendment or debate.
All amendments shall be put in reverse order in which they are moved, except in filling blanks, where the longest time and the largest sum shall be put first. Every amendment shall be decided upon or withdrawn before the main question is put to vote.
- e) **Speaking after Question is called:** No member shall speak to the question after it is finally called by the Chair, or shall any other motion be made until after the result is declared. The decision of the Chair as to whether the question has finally been put shall be conclusive.
- f) **Motion Contrary to Rules:** Whenever the Chair is of the opinion that a motion offered to the Board is contrary to the rules and privileges thereof, they shall so inform the member immediately, before putting the question thereon, and quote the rule of authority applicable to the case, without comment.

13) Debates and/or Discussions at Board and Committee of the Whole Meetings

- a) **Motion Necessary for Discussion:** Except where the Board is sitting in Committee of the Whole, there shall be no discussion on a matter until a motion has been made.

- b) ***Address to Chair.*** A member, previous to their speaking on any question or motion, shall address the Chair. Subject matter of a member's remarks must be confined to the question in debate, avoiding discourteous remarks.
 - c) ***Chair Names Speaker.*** Should two or more members rise at the same time, the Chair shall name the member who is to speak.
 - d) ***Interruptions:***
 - i) **Interruptions Only on Point of Order:** No member while speaking shall be interrupted by another, except on a point of order or for the purpose of explanation. The member so interrupting shall confine them self strictly to the point of order or the explanation.
 - ii) **No Passing Between Chair and Member Speaking:** When a member is speaking, no other member shall pass between them and the Chair, nor hold discourse which shall interrupt them.
 - iii) **Call to Order:** The Chair, or any member through the Chair, may call a member to order while speaking, whereupon the debate shall be suspended and the member shall not speak until the point of order shall be determined, unless to appeal the decision of the Chair. All such appeals shall be decided without debate.
 - e) ***Speaking to the Question.*** At Committee of the Whole Board meetings, members may speak again once the first-time speakers list is completed. At Board meeting, no member, other than the one proposing a question or motion (who shall be permitted to reply), shall speak more than once without leave of the Board, except in explanation of a material part of their remarks which may have been misconceived, but then they are not to introduce new matter.
 - i) **Time Limit:** No member shall speak more than five minutes on the same question without leave of the Board.
 - f) ***Reading of the Question during Debate.*** It is the right of a Board member to require the reading of the question or motion under discussion for their information at any period of the debate, providing the member speaking shall not be interrupted.
 - g) ***Leaving the Chair for Debate.*** If the Chair desires to leave the chair for the purpose of taking part in the debate or for any other purpose, they shall call the Vice-Chair or one of the members of the Board to fill their place until they resume the chair after the matter has been completely dealt with.
- 14) **Re-introduction of a Question**
Any question which has been decided by the Board shall not be re-introduced in the same calendar year, except by a vote of two-thirds of the members present.
- 15) **Adjournment**
 - a) ***Motion.*** A motion to adjourn shall always be in order, but if defeated, no second motion to the same effect shall be made until some business shall intervene.
 - b) ***Time.*** The Board or a Committee of the Whole Board shall not remain in session later than 10:00 p.m. without a motion, approved by a 2/3 majority. to temporarily suspend this By-Law.