



**BRANT HALDIMAND NORFOLK  
Catholic District School Board**

**Agenda**  
Catholic Education Centre  
322 Fairview Drive  
Brantford, ON N3T 5M8

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**Policy Committee  
Tuesday, April 23, 2013 ♦ following Board meeting  
Boardroom**

**Members:** Dennis Blake (Chair), Cliff Casey, Dan Dignard, Bonnie McKinnon, Rick Petrella,  
Chris N. Roehrig, June Szeman

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**1. Opening Business**

- 1.1 Opening Prayer – Dennis Blake
- 1.2 Attendance
- 1.3 Approval of the Agenda
- 1.4 Approval of Minutes from the Policy Committee Meeting – March 26, 2013 Pages 2-4

**2. Committee and Staff Reports - Nil**

**3. Discussion Items**

- 3.1 Posting of Trustee Expenses on Website (Trustees Expenses 100.10) Page 5
- 3.2 Community Use of Schools AP (Item 2.4.6) – use of cleats on playing fields Page 6
- 3.3 Educational Field Trips and Excursions 500.01 re: splash parks Page 7
- 3.4 Trustees' Code of Conduct 100.04 (revised draft) Pages 8-13  
- Feedback – Action Matrix (*pg. 14*)
- 3.5 Guidelines for Trustee Communication Pages 15-16
- 3.6 Board By-Laws (revised) Pages 17-41

**4. Adjournment**

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Next meeting: TBD



**Policy Committee**  
**Tuesday, March 26, 2013 ♦ 9:00 p.m.**  
**Boardroom**

**Trustees:**

**Present:** Dennis Blake (Chair), Cliff Casey, Dan Dignard, Rick Petrella, June Szeman

**Absent:** Bonnie McKinnon

**Senior Administration:**

Chris N. Roehrig (Director of Education & Secretary)

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**1. Opening Business**

**1.1 Opening Prayer**

The meeting opened with a prayer led by Dennis Blake.

**1.2 Attendance**

As noted above.

**1.3 Approval of the Agenda**

Moved by: Rick Petrella

Seconded by: Dan Dignard

THAT the Policy Committee approves the agenda of the March 26, 2013 meeting.

**Carried**

**1.4 Approval of the Policy Committee Meeting Minutes – January 21, 2013**

In reference to the Integrated Accessibility Plan 2013-2017 approved at the January Policy Committee meeting, Trustee Casey proposed the following motion be presented to the Board:

THAT the Policy Committee recommends that the Committee of the Whole refers the writing of a letter to the Minister of Education to the Brant Haldimand Norfolk Catholic District School Board for approval. The letter would articulate the Board's concerns that capital funding is not made available to pay for required renovations to meet legislated accessibility standards.

Moved by: Cliff Casey

Secondary by: Rick Petrella

**Carried**

Moved by: Rick Petrella

Seconded by: June Szeman

THAT the Policy Committee approves the minutes of the January 21, 2013 meeting.

**Carried**



## 2. Committee and Staff Reports

### 2.1 Inclement Weather and Temporary School/Facility Closures 400.01

Director Roehrig informed trustees that the existing *Closure of Schools/Facilities – Temporary* Policy was outdated and no longer effective and recommended that it be replaced with the proposed *Inclement Weather and Temporary School/Facility Closure* Policy. This policy establishes consistent expectations, particularly as they relate to temporary school closures, bus delays and requirements for staff to report for duty during inclement weather. Item 1.2 was revised by trustees.

Moved by: Rick Petrella

Seconded by: Cliff Casey

THAT the Policy Committee recommends that the Committee of the Whole refers the rescinding of the “Closure of Schools/Facilities – Temporary” Policy to the Brant Haldimand Norfolk Catholic District School Board for approval.

**Carried**

That the Policy Committee recommends that the Committee of the Whole refers the “Inclement Weather and Temporary School/Facility Closures” Policy to the Brant Haldimand Norfolk Catholic District School Board for approval.

**Carried**

### 2.2 Dress Code for Pupils 200.40

Director Roehrig advised that following a review of the *Appropriate Dress: Uniforms Policy – Elementary / Uniforms Policy – Secondary / Dress Code for Students / and Dress Code for Staff* Policy approved in 2001, the policy required significant revisions due to out-of-date legislation and internal policy documents that no longer exist. Also, the *Dress Code for Staff* portion of the Policy has been extracted and moved to the Human Resources section of the Board Policies and re-numbered accordingly (now policy 300.02). Director Roehrig recommended replacing the outdated policy with the proposed *Dress Code for Pupils* Policy. This policy differentiates between a Local Dress Code and a Uniform Dress Code and establishes processes/protocols for elementary schools to follow when establishing a Local and Uniform Dress Code. Minor revisions were made.

Moved by: Cliff Casey

Seconded by: Rick Petrella

THAT the Policy Committee recommends that the Committee of the Whole refers the rescinding of the Appropriate Dress Policy to the Brant Haldimand Norfolk Catholic District School Board for approval.

**Carried**

That the Policy Committee recommends that the Committee of the Whole refers the Dress Code for Pupils Policy to the Brant Haldimand Norfolk Catholic District School Board for approval.

**Carried**



**2.3 Distribution of Materials 400.08**

Director Roehrig advised that the existing *Advertising and Materials Distribution in Schools* Policy approved in 2004 was problematic due to the volume of distribution requests received by the Board office annually, and was outdated in several areas. The proposed *Distribution of Materials* policy establishes a set criteria for determining the appropriateness of the material to be distributed, assigns the responsibility to school principals to determine what is appropriate to be distributed in his/her school, and addresses the distribution of both paper and electronic materials.

Moved by: June Szeman

Seconded by: Rick Petrella

THAT the Policy Committee recommends that the Committee of the Whole refers the rescinding of the Advertising and Materials Distribution in Schools Policy to the Brant Haldimand Norfolk Catholic District School Board for approval.

**Carried**

That the Policy Committee recommends that the Committee of the Whole refers the Distribution of Materials Policy to the Brant Haldimand Norfolk Catholic District School Board for approval.

**Carried**

**3. Information Items**

**3.1 Revised Board By-Laws and Trustees' Code of Conduct**

With respect to the revised draft Trustees' Code of Conduct and Board By-Laws, Director Roehrig expressed his willingness to assist trustees in moving forward in these areas so that the Board can ultimately function better. Various Codes of Conduct from Boards across the province have been shared; and an online survey regarding basic components of the draft Code have been completed by the majority of trustees. Trustees expressed their individual views regarding parameters for the Code. Concerns regarding freedom of speech, responsiveness to ratepayers, and open and respectful communication between trustees was discussed. Director Roehrig will bring a refreshed draft Trustees' Code of Conduct to the April Policy Committee meeting.

**3.2 Posting of Trustee Expenses on Website – deferred**

**3.3 Community Use of Schools – Cleats on playing fields - deferred**

**3.4 Educational Field Trips and Excursions – Splash parks- deferred**

**4. Adjournment**

Moved by: Dan Dignard

Seconded by: Cliff Casey

THAT the Policy Committee adjourns the meeting of March 26, 2013.

**Carried**



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- 5.4 Moderate and reasonable consumption of alcohol during an event described in .5.1 and 5.3 above and approved in advance by the Chair of the Board of Trustees is permissible and expenses shall be reimbursed. Otherwise expenses for alcohol are not permitted.
- 5.5 Original invoices or receipts, which clearly show costs and applicable sales taxes, must be submitted using the prescribed Expense Report form. Reimbursement for hospitality expenses are subject to approvals as are other expenses referred to in this policy.

**6.0 Service Equipment**

- 6.1 The following equipment will be provided to the trustee as required:
- Cellular telephone, including hands-free device, connection fees, air time and long-distance charges.
  - Laptop computer, the specification for which will be the current classroom standard, plus a modem and printer/scanner/copier.
  - Connection and monthly charges for internet provision.
  - Calendaring devices.
- 6.2 At the end of the trustee's term of office, user fees for telephone and internet access will be terminated

**7.0 Other**

- 7.1 Standard Expense Forms, developed by the Finance Department, must be used when submitting expenses. Expense reports are to be submitted monthly if expenses incurred are over \$250 or quarterly if expenses incurred are less than \$250.
- 7.2 The Chair of the Board will approve Expense Reports for trustees and the Director of Education. The Associate Director, Corporate Services & Treasurer will approve Expense Reports for the Chair of the Board. The approver cannot authorize expense claims if the claim includes expenses which benefit the approver.
- 7.3 Original invoices or receipts, which clearly show costs and applicable sales taxes, are required for expenses other than automobile mileage costs.
- 7.4 Cash advances will not normally be provided, however, a trustee who is unable to use a personal credit card may make a written request to the Associate Director, Corporate Services & Treasurer at least ten business days prior to when the funds are required.
- 7.5 Donations or gifts to community groups, political parties, schools and charities will not be reimbursed.
- 7.6 Should there be a dispute regarding the eligibility of an expense, the trustee may contest the decision during a public session of the Board.
- 7.7 **Trustee expenses will be reported to the Board in public session annually.**

**Definitions**

**Hospitality**

The provision of food, beverages, accommodation, transportation and other amenities to individuals who are not elected trustees, appointees, employees, consultants or contractors engaged to work for the Board or other designated agencies of the Broader Public Sector (BPS).



**2.1 Alcoholic Beverages are permitted only under the following conditions:**

- a. The permit holder has obtained a Liquor License from the Liquor License Board of Ontario and will supply the Board with proof of the license.
- b. The permit holder will display signs encouraging use of a designated driver.
- c. The permit holder will display the telephone numbers for local taxi companies.
- d. The permit holder must ensure that a minimum of \$2 million of Third-Party Liability (this includes Catholic School Councils, as well) has been obtained from Party Alcohol Liability (PAL) Insurance and the Board is named as an insured.
- e. The permit holder will employ servers of alcoholic beverages who are Smart Serve certified.
- f. The permit holder has obtained Board approval prior to the hosting of the event.

**2.2 Restrictions and Limitations:**

- 2.4.1 Smoking is prohibited on all Board property and as outlined in the *Tobacco Control Act*. The permit holder shall be responsible for ensuring posters are displayed stating smoking is prohibited.
- 2.4.2 No utterance, portrayal, display or performance of an obscene or disloyal nature will be permitted.
- 2.4.3 No organization whose policies or activities contrary to the philosophy, mission and values of the Board shall be granted use of any property of the Board.
- 2.4.4 No permit holder shall use the facilities unless the designated online Permit Application is received and approved in accordance with this policy. The permit request must be made at least 14 days prior to the date of the activity.
- 2.4.5 No permits will be issued for statutory holidays or during Christmas holidays, March Break, and Professional Development days. All permits will be cancelled when schools are closed due to inclement weather.
- 2.4.6 Due to annual maintenance of schools and vacation of staff, the use of indoor school facilities will not be available during the months of July and August. Outdoor fields are available for booking, however, soccer cleats are prohibited on these areas. The organization shall be responsible for reimbursement of costs to repair any damage caused by its use of grounds.
- 2.4.7 Nuts and nut products, shellfish and latex (balloons) are common allergens and pose a significant health risk to some of our students and community members. These products are not allowed in our schools.
- 2.4.8 Floor hockey and ball hockey are not permitted.
- 2.4.9 Indoor soccer is permitted with the use of indoor soccer balls only.
- 2.4.10 Rubber-soled, non-skid and non-marking shoes must be worn during all athletic functions held in school gymnasiums and/or general purpose rooms. Proper athletic shoes must be worn on the court areas of all secondary school gymnasiums.
- 2.4.11 Normally, the school shall be opened and closed by either the principal or the caretaker. If neither the principal nor the caretaker is available, a designate may be appointed by the principal. Where the principal appoints another to perform this function, the designate shall be a responsible person over the age of 21 years.
- 2.4.12 Custodial staff is on duty for the care and protection of school property and not as supervisors of an activity in progress.
- 2.4.13 All tables, chairs, dishes and other equipment brought into the facility by the permit holder shall be removed promptly after the permit activity.
- 2.4.14 Permit holders are not permitted to store furniture, equipment or material in any facilities.
- 2.4.15 Use of gymnasium equipment, other than the use of basketball nets and volleyball standards are not available. Use of any other gymnasium equipment will be allowed only with approval of the principal. Only the specific items requested on the online Application Form will be left by the principal or the designate in the gymnasium. The permit holder shall be responsible for reimbursement of costs to repair any damage caused by its use of the equipment.



Application may be made for a special exemption to the international travel restrictions notes in these procedures. Application for the exemption shall include a detailed explanation as to why a similar trip could not be conducted in Canada and shall be made to the Director of Education or designate. For out-of-country destinations, the trip organizer shall research whether there are any travel warnings posted on the Federal Government's Foreign Affairs and International Trade website.<sup>5</sup> Destinations with travel warnings of level three or higher shall not be approved. Trip organizers shall ensure that all participants have adequate health/accident insurance for international travel. Requests for international travel shall be submitted at least four months prior to the event but not longer than one year in advance. All applications for international trips shall be subject to the approval of the Board of Trustees.

**Travel Industry Act Compliance** - The Travel Industry Act provides limits on who may act as a travel agent. Trip organizers shall use Travel Industry Council of Ontario (TICO) certified travel agencies for all trips that are multi-day, require coach transportation and involve overnight accommodations.<sup>1</sup>

**Risk Management** - Educational field trip/excursions that are considered to be a high risk will not be approved. A comprehensive list of high risk activities are listed on the Ontario School Board Insurance Exchange (OSBIE) website.<sup>2</sup> Educational excursions to water parks and to programs involving water-based activities for elementary school students are prohibited.

**Supervision** – The safety of students and staff on an educational field trip/excursion/excursion is of the utmost importance. A sufficient number of adult supervisors must be provided. Supervision guidelines for principals and teachers are available at the Ontario Physical and Health Education Association (OPHEA) website as they relate to athletics and recreational activities.<sup>3</sup>

The following supervision ratios are the minimum for educational field trip/excursions:

Kindergarten	1:6	Primary	1:10	Junior	1:15
Intermediate	1:20	Senior	1:25		

Principals shall give careful consideration to any special needs students when trips are planned. Additional supervisors may be warranted depending on the nature of the trip, the composition of the class and the distance/duration of the trip. For all overnight trips in which both genders are involved, adult supervisors of both genders shall be present. At least one of those supervisors shall be a teacher from the school. Trip chaperones are responsible for the supervision of students for the entire duration of the educational field trip/excursion (including overnight).

Two lists of all students and supervisors participating in an educational field trip/excursion shall be compiled prior to the event. One list shall be available in the school office and the other shall be in the possession of the trip organizer (supervisor). The list shall include appropriate student identification such as: the student name, address, phone number, emergency contact person (phone number) and their Health Card number. The trip organizer shall follow the Board's policies related to the administration of medication to students and the protection of anaphylactic pupils.<sup>4</sup> When more than one bus is used, each person in charge of a bus shall have an attendance list as well as a copy of the appropriate medical/ health and emergency information for all students.

**Informed Parent/Guardian Consent** – No student shall participate in an educational field trip/excursion unless their parent/guardian has signed a permission/consent form (Appendix C). If the student is 18 years of age or older, the student shall be required to a release and indemnification form (Appendix D).<sup>6</sup>

**Student Behaviour** - The wearing of school uniforms and the strict enforcement of school-based codes of conduct (including dress codes) help to ensure that our schools are viewed in a favourable fashion by the broader community. The same expectations for student behaviour apply to educational field trips/excursions as do a regular school day. The trip organizer and the principal shall ensure that a procedure is in place in the case a student needs to be sent home during an educational field trip/excursion.



## Policy: Trustees' Code of Conduct

		Policy Number:	100.04
Adopted:	July 4, 2002	Former Policy Number:	N/A
Revised:	TBD	Policy Category:	School Board Governance
Subsequent Review Dates:	TBD	Pages:	8

### Belief Statement:

As a Catholic Learning Community, we provide faith formation and academic excellence, which enables our graduates to live a life of love and service in Christ. The trustees fulfill this mission by providing strategic vision, policy formation, and stewardship of resources in a manner that reflects the Code of Conduct. The Board of Trustees show compassion for one another and model how one lives a life of love and service in Christ. The Board acknowledges that Catholic schools are an expression of the teaching mission of the Church and that the Board shall be an example to the Catholic Community that reflects the teaching of the Church.

### Policy Statement:

Trustees occupy positions of public trust and confidence. They are expected to discharge their duties and responsibilities in an open, professional and ethical manner, consistent with Gospel Values, the teachings of the Catholic church, the Education Act and Regulations, the Municipal Freedom of Information and Protection of Privacy Act and Regulations, the Municipal Conflict of Interest Act, the Board's By-Laws and Policies and any other Act or Regulation that may be applicable to the Trustee's duties.

### Advocacy

Trustees act as advocates for Catholic education at various levels. At the local level, they work on behalf of the community and must consider the unique needs of that community when deciding what position to take on an issue. Trustees encourage constituents to participate in the school system. This aspect of their work can involve familiarizing people with the procedures for bringing their views before the board, such as through public or written submissions. As advocates for excellence in education, trustees may also act on constituent complaints or requests and help to find a resolution by working with appropriate board staff, usually the director of education. Trustees shall follow the processes established by the Board for dealing with requests or complaints from their constituents. In addition, Catholic school trustees have a clearly defined role as stewards and guardians of Catholic education. The trustee's role as an education advocate often extends beyond the boundaries of the district school board. In the broader public domain, trustees are education advocates throughout the province and work with the provincial government in the interest of publicly-funded Catholic education. They may liaise with members of the provincial government, the school system, and with local organizations or individuals in the community.

### Conduct

Trustees shall at all times act with decorum and shall be respectful of other Trustees, the Director of Education, staff, all members of the Brant Haldimand Norfolk Catholic community, as well as the public.

Trustees must:

- (a) demonstrate honesty and integrity;
- (b) respect differences in people, their ideas, and their opinions;
- (c) treat one another with dignity and respect at all times, and especially when there is disagreement;
- (d) respect and treat others fairly, regardless of, for example, race, ancestry, place of origin, colour, ethnic origin, citizenship, religion, gender, sexual orientation, age, or disability; and
- (e) respect the rights of others.



## Brant Haldimand Norfolk Catholic District School Board

In performing their duties as Trustees, and in all matters of communication including email, telephone and face-to-face meetings with staff, parents and other stakeholders, appropriate language and professionalism are expected.

Subsection 207(3) of the Education Act addresses the exclusion of persons from Board Meetings. It provides: "The presiding officer may expel or exclude from any meeting any person who has been guilty of improper conduct at the meeting."

### **Complying With Legislation and Upholding Decisions**

All Trustees will comply with the letter and spirit of all laws of Canada and the Province of Ontario and any contractual obligations of the Board in conducting the business of the Board.

It is every Trustee's responsibility to familiarize themselves with their duties and any requirements of them as prescribed by the Education Act, the Municipal Freedom of Information and Protection of Privacy Act, the Municipal Conflict of Interest Act and any other Act or Regulation that may be applicable to the Trustee's duties from time-to-time, and/or Ministry of Education requirements and the Board's By-Laws, Policies and Administrative Guidelines. All Trustees are expected to comply with the following duties of Board members as set out in Section 218.1 of the Education Act: "A member of a Board shall:

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

Trustees must:

- (a) accept that authority rests with the Board and that they have no individual authority other than that delegated by the Board;
- (b) comply with Board By-Laws, Policies and Procedures; and
- (c) accept that the Chair of the Board will speak and communicate on behalf of the Board of Trustees, this shall not preclude Trustees from offering personal comments on Board actions.



### **Avoidance of Personal Advantage and Conflict of Interest**

All Trustees are expected to comply with the provisions of the Municipal Conflict of Interest Act, which requires that Trustees declare and disclose the general nature of the interest for all direct and indirect pecuniary conflicts of interest and abstain from making a decision.

Trustees are not permitted to vote on or discuss matters in which they have a direct or indirect pecuniary interest. The direct or indirect pecuniary interest of a parent, spouse or child is deemed to be the interest of the Trustee. Subsection 3(1) of the Act provides:

“For the purpose of this Act, the pecuniary interest, direct or indirect, of a spouse or any child of the member shall, if known to the member, be deemed to be also the pecuniary interest of the member.”

Any direct or indirect financial interest on the part of the Trustee may raise a conflict of interest. A direct conflict of interest will arise where the Trustee himself or herself stands to benefit or suffer financially by a decision of the Board.

Where a Trustee, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, or any other conflict of interest in any matter and is present at a meeting of the Board at which the matter is the subject of consideration, the Trustee shall:

- (a) prior to any consideration of the matter of the meeting, disclose the interest and the general nature thereof;
- (b) not take part in the discussion of, or vote on any question in respect of the matter;
- (c) not discuss the issue with any other person;
- (d) not attempt in any way whether before, during or after the meeting to influence the voting on such question; and
- (e) where the meeting is not open to the public, the Trustee shall, in addition to complying with the requirements outlined above, leave the meeting or the part of the meeting during which the matter is under consideration.

Where the interest of the Trustee has not been disclosed by reason of the Trustee's absence from the meeting, the Trustee shall disclose the interest and otherwise comply with the above requirements of the first meeting of the Board attended by the Trustee after the meeting referred to above.

When the meeting is open to the public, every declaration of interest and the general nature of that interest shall be recorded in the minutes of the Board meeting. When the meeting is not open to the public, every declaration of interest, but not the general nature of that interest, shall be recorded in the minutes of the next meeting of the Board that is open to the public.

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

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

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



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- (a) maintaining an unimpeachable standard of integrity in all their relationships, both inside and outside the Board;
- (b) fostering the highest standard of professional competence amongst those for whom they are responsible;
- (c) complying with and being seen to comply the letter and spirit of:
  - i) The laws of Canada and the Province of Ontario,
  - ii) Contractual obligations applicable to the Board; and
- (d) rejecting and denouncing any business practice that is improper or inappropriate or may appear to be improper or inappropriate.

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

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

When the Board is to decide upon an issue, about which a member has an unavoidable pecuniary conflict of interest, that member shall absent themselves without comment from not only the vote, but also from the deliberation.

**Lobbying**

On occasion, lobbyists may attempt to communicate with Trustees for the purpose of influencing Trustees with respect to the procurement of goods and services and the awarding of contracts. Trustees must not communicate with a lobbyist during a procurement process and must not use their influence to gain nor advance the interests of any particular party during a procurement process.

**Confidentiality**

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

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

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

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



### **Board Resources**

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

All Trustees shall fully comply with all Board Policies, Protocols, Procedures and Administrative Procedures / Guidelines regarding the use of Board resources, including information technology resources.

### **Guidelines for Gifts and Hospitality**

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

Trustees should not use their position for improper gain or benefit, nor under any circumstances accept gifts valued at more than \$25.

### **Enforcement of the Code of Conduct**

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

**Glossary of Key Policy Terms:** N/A

**References:**

Education Act and Regulations  
Municipal Freedom of Information and Protection of Privacy Act and Regulations  
Municipal Conflict of Interest Act  
Statutory Powers Procedure Act  
Board's Bylaws and Procedures, including Workplace Violence Prevention, Workplace Harassment

**FEEDBACK – ACTION MATRIX**

COMMENTS FROM TRUSTEES	RESPONSE AND CHANGES MADE
Need statement addressing compassion for one another.	Wording inserted into 'Belief Statement'.
Need statement addressing 'openness'.	Wording inserted into the policy statement.
Need a statement to address policy formation role.	Wording inserted into the 'Belief Statement'.
Need statements addressing the advocacy role of trustees with respect to ratepayers.	Entire section added that is taken from the Trustee PD modules provided by OESC.
Need statement to address trustee latitude in speaking their own opinion on issues especially if it varies from the decision of the whole Board.	Included in the revisions (see section entitled 'Advocacy' and 'Complying with Legislation and Upholding Decisions')
Proposed codes of conduct were too long.	Revised Code 30% shorter.
'Sarcasm' comes down to interpretation.	References to 'sarcasm' removed.
Trustees need to be able to 'challenge' the chair.	Rules for 'challenging' the chair are in Robert's Rules of Order. (Can be added to by-laws if necessary).
Need to allow latitude to meet with ratepayers.	Included in the revisions (see sections entitled 'Advocacy')
Concern about reporting lobbyists to the Director of Education.	Section removed.
Need to address Trustee communication with one another.	Notation listed in section entitled 'conduct'.
Needs a section that includes Conflict of Interest.	Section has been included.

## Guidelines for Trustee Communication

### **General Guidelines**

Trustees should consider sending any communication intended for staff, students, parents or the public to the Director of Education for review prior to sending. The purpose of the review will be to monitor the communication for consistency with system branding initiatives, spelling/grammar/syntax, compliance with Board policy, compliance with legal aspects related to privacy as well as factual accuracy. Trustees, as a courtesy to fellow trustees, should notify the Chair of the Board when communicating messages to groups of staff, students, parents or the public.

- ü Trustees should communicate as clearly, respectfully, professionally, ethically and accurately as possible. This includes communication with staff, students, parents, the public and other Board members.
- ü As a general rule, the Chair of the Board, or designate will speak for the Board. Individual Trustees shall refrain from speaking on behalf of the Board in areas where the Board has not yet taken a position, or where a resolution of the Board has not yet been passed.
- ü Only the Chair of the Board or his/her designate will act as the spokesperson for all communications regarding matters under consideration by the Board, or for explanations of decisions and positions of the Board. This shall not preclude Trustees from offering trustee comments on Board actions insofar as Trustees should clearly identify that their trustee opinions or positions are not necessarily those of the Board.
- ü In accordance with the *Municipal Freedom of Information and Protection of Privacy Act*, Trustees shall not divulge personal information related to the Board's students or staff.
- ü Public statements should aim to promote Catholic Education, the Brant Haldimand Norfolk Catholic District School Board, and its schools.
- ü Public statements should avoid criticism of the intentions or actions of other Board members, of staff, of parents, or of students.
- ü Public statements should be consistent with the Board's Vision, its Mission Statement, and its governing values.

### **Email**

- ü As a general rule, Trustees should not respond to emailed correspondence on which they have been copied (cc'd), and should only respond to emailed correspondence sent directly to their attention.
- ü When an email is addressed to all Trustees, the Chair of the Board should respond, and provide a courtesy copy (cc) of the response to the other Trustees.
- ü Recognizing that email is not a secure vehicle of communication, Trustees should never use email to communicate sensitive or confidential information.

## **Social Media**

The use of social media, blogs, and websites is the preferred vehicle of communication not only for students, but also for many parents.

- ü Trustee posts, tweets, and comments must reflect the Vision, Mission, and Governing Values of the Board.
- ü Trustees should monitor personal sites to ensure accuracy and timeliness of posts.
- ü Trustee posts, tweet, and comments should never reflect negatively upon the Brant Haldimand Norfolk Catholic District School Board, its schools, its students, its staff, or fellow trustees.

## **Media Relations**

From time to time, Trustees may contact or be contacted by media officials. The following should be kept in mind when responding to media requests and contacting the media:

- ü All media inquiries and Trustee communication with the media should be facilitated through the Director of Education to ensure that key messaging is appropriate and consistent with the position of the Board.
- ü Only the Chair of the Board or his/her designate will act as the spokesperson for all communications regarding matters under consideration by the Board, or for explanations of decisions and positions of the Board. This shall not preclude Trustees from offering trustee comments on Board actions insofar as Trustees should clearly identify that their trustee opinions or positions are not necessarily those of the Board.
- ü When speaking or corresponding with the media, individual Trustees shall uphold the decision of the Board and the implementation of any Board resolution once it has been passed by the Board.

## **Concerns from Parents and the Public**

Trustees will often be contacted by parents with concerns about their child's education. Most issues can be resolved at the school level, and our teachers and school administrators value open communication with parents and the opportunity to address concerns at the school level.

- ü Parents who have concerns about their child's education should contact their child's school. Initially, the child's teacher should be approached.
- ü After speaking with the child's teacher, if the matter is not yet resolved, the parent should then contact the School Principal.
- ü After speaking with the School Principal, if the matter is not yet resolved, the parent should then contact the appropriate Superintendent of Education.
- ü After speaking with the Superintendent of Education, if the matter is not yet resolved, the parent should then contact the Director of Education.
- ü Trustees should convey issues brought to their attention by parents or members of the public to the Director of Education or the appropriate supervisory officer.

# Brant Haldimand Norfolk Catholic District School Board

## **BOARD BY-LAWS**

Relating generally to the conduct of the  
operational and procedural affairs  
of the Board

Enacted: June 8, 1998  
Amended: June 10, 2003  
January 25, 2005  
October 23, 2007  
February 26, 2008  
April 29, 2009  
May 25, 2010  
January \_\_\_\_, 2013

Chair of the Board: **June Szeman**

Secretary of the Board: Chris N. Roehrig

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**NOTES:**

Conflict of Interest – included in Board Policy 100.04

Trustees’ Code of Conduct – see Board Policy 100.04

## **1.0 PREAMBLE**

- 1.1 Pursuant to the provisions of the Education Act and regulations thereunder, the By-laws of the Brant Haldimand Norfolk Catholic District School Board shall regulate the powers and responsibilities of the Board, its officers and committees, and shall be observed for the procedure and dispatch of business at the meetings of the Board and its committees.
- 1.2 Procedural By-Laws of the Brant Haldimand Norfolk Catholic District School Board shall be approved by the Board and reviewed from time to time as directed by the Board or recommended by the Director of Education and Secretary.

## **2.0 INTERPRETATION**

### **2.1 Definitions and Meaning of Terms**

For this By-Law and all other By-Laws of the Board, unless the context otherwise requires:

- 2.1.1 the singular includes the plural;
- 2.1.2 “ACT” means the Education Act as amended from time to time;
- 2.1.3 “ANNUAL MEETING” means the first meeting held in December of each year, which is not a municipal election year;
- 2.1.4 “BOARD” means the Brant Haldimand Norfolk Catholic District School Board which, in accordance with the Education Act, is a Roman Catholic School Board in union with the See of Rome;
- 2.1.5 “CHAIR” means the Chair of the Board, any Committee or Subcommittee established by the Board;
- 2.1.6 “COMMITTEE” means Committee of the Whole, any special or ad hoc Committee established by the Board;
- 2.1.7 “DIRECTOR OF EDUCATION AND SECRETARY OF THE BOARD” means the Chief Executive Officer of the school Board;
- 2.1.8 “EX-OFFICIO” means by “virtue of office”. The Chair of the Board, when acting as “Ex-Officio” to a committee, is counted in the quorum of any committees and has the right to make motions, discuss motions and vote on all questions;
- 2.1.9 “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;
- 2.1.10 “IN-CAMERA MEETING” means a private meeting of the whole board or a committee from which the public is excluded, as per the Education Act, Section 207 (2);
- 2.1.11 “MEETING” includes a meeting of the Board and of Committees;

- 2.1.12 “OFFICERS” means the Chair of the Board, the Vice Chair of the Board, the Secretary of the Board, and the Treasurer of the Board.
- 2.1.13 “STATUTORY COMMITTEE” means any committee that, by statute, the Board is required to appoint;
- 2.1.14 “STUDENT TRUSTEE” means the person designated as a non-voting trustee of the Board, representing the interests of pupils within the Board on any matters before the Board of Trustees, including but not limited to government legislation and policies or operational practices.
- 2.1.15 “TREASURER” means the person appointed within the Act to fulfill the responsibility of the Treasurer to the Board;
- 2.1.16 “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;
- 2.1.17 “VICE CHAIR” means the Vice Chair of the Board; any Committee or Sub-committee established by the Board;
- 2.1.18 “YEAR” means, unless qualified by word “calendar” or “school year”, the period commencing on the first day of December, and ending on the last day of November next following.

## 2.2 **Calculation of Majorities**

Whenever in the By-laws of the Board there is provision for a majority of Trustees present or a majority of all Trustees, such majorities shall be calculated as the simple majority, unless otherwise specified.

## 3.0 **NAME AND JURISDICTION OF THE BOARD**

The name of the Board shall be the “Brant Haldimand Norfolk Catholic District School Board” and it shall have jurisdiction as is provided by the Education Act and Regulations.

## 4.0 **STRUCTURE OF THE BOARD**

The structure of the Board and its committees will be structured according to the descriptions that follow:

### 4.1 **Board of Trustees**

- 4.1.1 Composed of six (6) Trustees.
- 4.1.2 Performs duties according to the Education Act and Regulations.
- 4.1.3 All Trustees shall be entitled to notice of, to attend and to speak at all Meetings of all Committees composed only of Trustees, except:
- meetings of salary negotiating committees;
  - meetings of any committee required by any collective agreement; and
  - meetings of the Executive Council.

## 4.2 Executive Council

- 4.2.1 Composed of
- the Chair of the Board;
  - the Vice Chair of the Board;
  - the Director of Education and Secretary of the Board; and
  - the ~~Association Director, Corporate Services~~ **Superintendent of Business** and Treasurer.
- 4.2.2 Functions include reviewing and assisting with the preparation of agendas for Board and Committee of the Whole meetings and system planning, coordination and communication.

## 4.3 Statutory Committees

### 4.3.1 Special Education Advisory Committee (S.E.A.C.)

#### 4.3.1.1 Composed of

- one Trustee of the Board;
- Superintendent of Education (responsible for Special Education); and
- Community Representatives (The composition of Special Education Advisory Committee is outlined in Reg. 464/97, Section 2)

4.3.1.2 Functions include examining, reviewing and making recommendations, as appropriate, relative to the provision of special education programs and services.

### 4.3.2 Supervised Alternative Learning (**S.A.L.) Committee** ~~for Excused Pupils (S.A.L.E.P.)~~

#### 4.3.2.1 Composed of **at least**

- one (1) Trustee of the Board;
- **one (1) Supervisory Officer or designate**; and
- **one (1) Community Representative** (non-employee) appointed by the ~~Chair of the Board~~ **Supervisory Officer**

**4.3.2.2 In accordance with Ontario Regulation 374/10, the function of the S.A.L. Committee is to make decisions at meetings regarding Supervised Alternative Learning by pupils of the Board.**

### 4.3.3 Discipline Committee

4.3.3.1 Composed of three (3) trustees.

4.3.3.2 Established annually and meets monthly or as necessary.

4.3.3.3 Functions include hearing suspension appeals and expulsion requests.

#### 4.3.4 Audit Committee

##### 4.3.4.1 Composed of

- 4.3.4.1.1 two (2) trustees
- 4.3.4.1.2 Superintendent of Business & Treasurer
- 4.3.4.1.3 two external members (3-year term)

4.3.4.2 Established as per Section 253.1(1) of the Education Act and Regulation 361/10

4.3.4.3 Meets three times annually, at a minimum.

4.3.4.4 Functions include assisting the Board of Trustees in fulfilling its duties related to governance and oversight. Duties fall under the following key areas: financial reporting process, internal control framework, risk management practices, performance and function of the Board's internal and external auditors, and the Board's compliance with its obligations under legislation.

#### 4.4 **Standing Committees:**

##### 4.4.1 Committee of the Whole

###### 4.4.1.1 Composed of

- Trustees of the Board
- Director of Education; and
- ~~Associate Director; and~~
- Superintendents of Education, as required

4.4.1.2 Chair of this Committee will be the ~~Vice~~ Chair of the Board

4.4.2 Functions include reviewing educational, operational, policy and financial issues and making recommendations, as necessary, to the Board for approval, unless there are strict timelines that will inherently cost the Board money by delaying passage, or said motion needs to meet Provincial timelines.

#### 4.5 **Ad-Hoc Committees**

4.5.1 The Board may establish ad-hoc committees as deemed appropriate.

4.5.2 The establishing motion shall indicate the mandate of the committee, the membership of the committee, and the due date of the final report.

### 5.0 OFFICERS OF THE BOARD

#### 5.1 The Officers of the Board shall consist of:

- the Chair;
- the Vice Chair;
- the Director of Education and Secretary of the Board; and
- the ~~Associate Director, Corporate Services~~ Superintendent of Business and Treasurer.

## 5.2 Election of Chair

- 5.2.1 Appointment of Scrutineers  
The presiding officer shall name two (2) scrutineers for the election of officers.
- 5.2.2 Nomination and Election of Chair  
The Presiding Officer shall conduct the election for the office of the Chair of the Board, which shall be as follows:
- 5.2.3 Nomination shall be by secret ballot.
- 5.2.4 The Presiding Officer shall announce the result of the nominations by declaring the names of those nominated. The nominees will declare their intention. The count shall not be declared.
- 5.2.5 Voting shall be conducted by secret ballot.
- 5.2.6 The Trustee receiving a clear majority of the votes cast by all Trustees present shall be declared elected.
- 5.2.7 Should no candidate receive a clear majority of the votes cast, the name of the candidate receiving the smallest number of votes shall be dropped and the Board shall proceed to vote anew and so continue until the Chair is elected.
- 5.2.8 In case of equality of votes (with only two candidates remaining), one more vote shall be taken. If after this vote there is still a tie, the candidates shall draw lots to fill the position as per Section 208(8) of the Education Act.
- 5.2.9 The Presiding Officer shall announce the result of the ballot by declaring the name of the Trustee who has received a clear majority of the votes cast and shall not declare the count.

## 5.3 Election of Vice Chair

- 5.3.1 The Chair shall then take the Chair and shall conduct the election for the office of Vice Chair using the same procedures as set out for the election of the office of the Chair.
- 5.3.2 At the first meeting after a vacancy occurs in the office of Vice Chair, the vacancy shall be filled by the same method used for the election at the inaugural meeting.

## 5.4 Officers' Duties and Rights

- 5.4.1 **Duties of the Chair (as per Education Act 218.4, 2009, c. 25, s. 25)**  
~~The Chair, in addition to those duties assigned under provincial legislation and these By-laws, shall:~~
- ~~— preside at all meetings of the Board and conduct them according to the By-laws;~~
  - ~~— be a signing officer of the Board as prescribed in the By-laws;~~
  - ~~— assists in the preparation of the final agenda for Board meetings with the Director of Education and may:~~

- ~~— establish committees and appoint the members thereof;~~
- ~~— call special meetings of the Board; and~~
- ~~— issue statements to the public media on behalf of the Board.~~

- (a) preside over meetings of the board;
- (b) conduct the meetings in accordance with the board's procedures and practices for the conduct of board meetings;
- (c) establish agendas for board meetings, in consultation with the board's director of education or the supervisory officer acting as the board's director of education;
- (d) ensure that members of the board have the information needed for informed discussion of the agenda items;
- (e) act as spokesperson to the public on behalf of the board, unless otherwise determined by the board;
- (f) convey the decisions of the board to the board's director of education or the supervisory officer acting as the board's director of education;
- (g) provide leadership to the board in maintaining the board's focus on the multi-year plan;
- (h) provide leadership to the board in maintaining the board's focus on the board's mission and vision; and
- (i) assume such other responsibilities as may be specified by the board.

In addition to the duties assigned under provincial legislation, and these By-Laws, the Chair shall:

- (j) be a signing officer of the Board as prescribed in the By-Laws; and
- (k) call special meetings of the Board.

#### 5.4.2 Rights of the Chair

If eligible by law to vote on a matter, the Chair of the Board, when present, shall:

- be an ex-officio member of all Committees;
- be counted in determining the quorum; and
- have the right to vote at all Committee Meetings; however, the intention to vote must be declared when the item is first on the floor.

#### 5.4.3 Duties of the Vice Chair

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

- 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 that are precluded by law, By-law, or regulation;
- ~~— serve as Chair of the Committee of the Whole;~~
- be a signing officer of the Board as prescribed by the By-laws; and
- perform duties as outlined from time to time by the Chairperson.

#### 5.4.4 Rights of the Vice Chair

The Vice Chair, when delegated by or in the absence of the Chair, shall have all powers of the Chair, including the right to vote, if eligible by law to vote on a matter, provided that whenever the Vice Chair exercises any of the powers of the Chair, the absence of, or the delegation by, the Chair shall be presumed.

#### 5.4.5 Duties of the Secretary of the Board

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

- attend all meetings of the Board and meetings of Committees;
- prepare minutes of all meetings;
- keep records as required by law and subject to the directions of the Board;
- conduct the official correspondence of the Board;
- receive and pass on to the Board, Committee of the Whole, or the relevant Committee, all correspondence, petition and reports of other officials;
- prepare, in consultation with Executive Council, the draft agenda of all Board, Committee of the Whole, and Committee meetings;
- maintain an up-to-date policy register;
- maintain charge of all correspondence, reports, and other documents;
- promulgate all orders, policies and other directions of the Board and other matters in accordance with requirements of the law;
- 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; and
- issue verbal or written statements on administrative matters coming under his/her duties and responsibilities; press releases may be issued.

#### 5.4.6 Duties of the Treasurer of the Board

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

- submit to the Board annually a statement of estimated revenue and expenditures;
- have prepared for submission to the Board the annual financial statements and the auditor's report;
- report annually to the Board particulars of existing insurance bonds expiring during such year with recommendations for renewal; and
- report to the Board from time to time and as required by the Board on all financial matters.

## 6.0 MEETINGS OF THE BOARD

### 6.1 Inaugural and Annual Meetings

#### 6.1.1 Presiding Officer

The Presiding Officer at the Inaugural Meeting and Annual Meeting shall be the Director of Education and Secretary of the Board or designate until the Chair is elected.

#### 6.1.2 Meeting Proceedings

##### 6.1.2.1 Inaugural Meeting

- The Inaugural Meeting to be held in the calendar year in which all Trustees are elected or acclaimed at the regular Municipal Election under the Municipal Elections Act shall be held in accordance with the Act.

- The Inaugural Meeting shall include an Inaugural Liturgy.
- At the Inaugural Meeting of the Board, the Chief Executive Officer shall read the returns of the election as certified by the Municipal Clerks.
- At the Inaugural Meeting of the Board, every Trustee elected to the Board shall make and sign the Declaration of Office and Oath of Allegiance before the Secretary of the Board or before such person authorized to administer an oath.

#### 6.1.2.3 Annual Meeting

- The Annual Meeting of the Board, to be convened in the years between Municipal Elections, shall be held in accordance with the Act.
- The Annual Meeting shall include a Liturgy.

#### 6.1.3 Additional Business

The Inaugural and Annual meetings shall include further business as follows:

6.1.3.1 the appointment of the Auditors for the Board;

6.1.3.2 the passing of a resolution authorizing the Director of Education and Secretary or ~~Associate Director, Corporate Services~~ **Superintendent of Business** and Treasurer and the Chair or Vice Chair to borrow from time to time by way of promissory note, such sums as the Board considers necessary to meet current expenditures of the Board until the current revenue has been received; and

6.1.3.3 any urgent business of the Board.

## 6.2 Regular Meetings of the Board

### 6.2.1 Board Meeting

#### 6.2.1.1 Schedule and Location of Meetings

Unless otherwise ordered by special motion, the Brant Haldimand Norfolk Catholic District School Board will conduct regular meetings of the Board at 7:00 p.m. on the fourth Tuesday of each month at 322 Fairview Drive, in the City of Brantford.

#### 6.2.1.2 School Holidays

During the months of March and December, school holidays impact on the regularly scheduled meeting dates. In December, there will be two meetings: the Inaugural or Annual Meeting as legislated, and a Board Meeting on the second Tuesday of the month. In March, both the Committee of the Whole Meeting and the Board Meeting will be scheduled after the planned March Break.

### 6.2.1.3 Summer Meetings

The Board will recess from its regular meeting schedule from July 1<sup>st</sup> to August 31<sup>st</sup> of each year. The Chair of the Board is authorized to schedule any meetings during July and August as required.

### 6.2.2 Committee of the Whole Meeting

6.2.2.1 The Committee of the Whole shall be composed of all six trustees and will meet at 7:00 p.m. on the third Tuesday of each month at 322 Fairview Drive, in the City of Brantford.

~~6.2.2.2 The Vice Chair of the Board shall be the Chair of the Committee of the Whole.~~

6.2.2.2 The Committee of the Whole will report directly to the Board on a monthly basis.

## 6.3 Special Meetings of the Board

6.3.1 Special meetings of the Board shall be held by order of the Board, on the written request of ~~four (4)~~ **three (3)** Trustees to the Chair or the Director; on the call of the Chair; or at the request of the Director of Education.

6.3.2 The Trustees shall be given a 24-hour notice for special meetings, except in emergency situations.

6.3.3 Such meetings shall be called for specific reasons. Such subjects shall be stated in the notice calling the meeting. Notwithstanding any other provisions to the Board's By-laws, no other business shall be considered.

## 6.4 Electronic Meetings

(as per Education Act s.208.1, O. Reg. 463/97, O. Reg. 268/06, O. Reg. 234/04)

6.4.1 The Board may hold a meeting of the board or committee meetings (including Committee of the Whole) using electronic means.

6.4.2 The public will be notified about electronic meetings at Board designated sites through postings on the Board's website.

6.4.3 The electronic means by which the meeting will be held may be one of teleconference, videoconference or webconference. The electronic means must provide for a manner to verify that a trustee has left the meeting in the case that the trustee declares a conflict of interest.

6.4.4 At the request of any board member or student trustee, the board shall provide the member or student trustee with electronic means for participating in meetings of the board or of a committee of the board. The electronic means shall permit the member or student trustee to hear and be heard by all other participants in the meeting.

6.4.5 Subject to any conditions or limitations provided for under the Education Act or under Regulations, a member of a board who participates in a meeting through electronic means shall be deemed to be present at the meeting.

- 6.4.6 Roll call for all electronic meetings will be taken verbally and duly recorded to ensure Board members and the student trustee are recognized as in attendance.
- 6.4.7 Board members or the student trustee participating in an electronic meeting will notify the Chair of their departure (either temporary or permanent) from the meeting before absenting themselves in order to ensure a quorum is maintained.
- 6.4.8 Whatever the electronic means, where a trustee declares a conflict of interest, the trustee shall excuse himself from the meeting and follow the procedures noted in the Trustees' Code of Conduct policy 100.04 by leaving the electronic conference.
- 6.4.9 At every meeting of the board or of a committee of the whole board (including electronic meetings), the following persons be physically present in the meeting room of the board:
- a) The chair of the board or his or her designate.
  - b) At least one additional member of the board.
  - c) The director of education of the board or his or her designate.
- 6.4.10 At every meeting of a committee of the board, except a committee of the whole board, the following persons are to be physically present in the meeting room of the committee:
- a) The chair of the committee or his or her designate.
  - b) The director of education of the board or his or her designate.
- 6.4.11 The meeting room of the board or of a committee of the board, as the case may be, shall be open to permit physical attendance by members of the public at every meeting of the board or of the committee of the board.
- 6.4.12 The chair of the board, in consultation with the director of education, shall determine whether electronic means should be provided at one or more locations within the area of jurisdiction of the board, to permit participation by members of the public in meetings.
- 6.4.13 Where the board determines that electronic means should be provided under this section, the board shall:
- a) provide for the extent and manner of participation by members of the public through electronic means; and
  - b) ensure that members of the public who are participating through electronic means do not participate in any proceedings that are closed to the public in accordance with the Act.
- 6.4.14 Should the board refuse to provide a member with electronic means of participation in a meeting of the board, a meeting of a committee of the whole board or a meeting of any other committee of the board, where to do so is necessary to ensure compliance with this section, the member will be notified in writing by the chair of the board at least 24 hours prior to the start of the meeting along with a rationale for not being able to provide the member with the electronic means to participate.
- 6.4.15 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.

6.4.16 Should there be technical difficulties and the electronic portion of the meeting cannot be reconvened before the end of the recess provided in subsection 6.4.15:

6.4.16.1 Subsection 6.5.3 shall apply if there is no quorum;

6.4.16.2 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.

## **6.5 Quorum for Meetings**

6.5.1 Subject to the Municipal Conflict of Interest Act, a majority of the Trustees of the Board shall constitute a quorum for meetings of the Board and of the Committee of the Whole Board.

6.5.2 A majority of Trustees eligible to vote who are members of the Committee shall constitute a quorum for Meetings of the Committee when a committee is composed of only Trustees.

6.5.3 If a quorum is not present within fifteen (15) minutes after the time appointed for any Meeting (or such longer time as may be agreed upon by the Trustees eligible to vote then present), the person assigned as Recording Secretary shall record the names of the persons present and the meeting shall stand adjourned, to be reconvened within seven (7) days at the call of the Chair.

## **6.6 Notice of Meetings**

6.6.1 Written notices of all meetings of the Board ~~and Statutory Committees~~ shall be transmitted, along with the Agenda of the Meeting, at least forty-eight hours before the time of meeting. The agenda may be amended at the opening of a meeting with the consent of the majority of Trustees present at the meeting.

6.6.2 Agendas for the regular meetings shall be made available on the board website and also provided to the following:

- Supervisory Officers of the Board;
- Principals;
- President or Chairs of the local employee groups who have requested the public agenda;
- members of the local news media; and
- public in attendance (if requested).

6.6.3 Portions of the agenda dealing with in-camera shall be distributed only to Trustees and, if applicable, to senior staff and the student trustee.

6.6.4 A Trustee who cannot attend a Board meeting shall inform the Director of Education before the meeting.

6.6.5 The Education Act states – “If a member of a Board absents himself/herself without being authorized by resolution entered in the minutes from three consecutive regular meetings of the Board, he/she thereby vacates his/her seat and the provisions of the Act with respect to the filling of vacancies apply.”

## **6.7 Maximum Length of Meetings**

No meeting shall continue in session for more than three and one-half (3½) hours. A meeting may be extended beyond the limits established with consent of two-thirds of Trustees present.

## **6.8 Seating Arrangements**

As far as practicable, at all Board and Committee of the Whole Meetings, the Chair thereof shall be seated at the mid-point of the Boardroom table with the Director of Education and Secretary to the left of the Chair, ~~the Recording Secretary to the left of the Director, the Associate Director, Corporate Services~~ **Superintendent of Business** and Treasurer to the right of the Chair, and the remaining Trustees seated across alphabetically by surname.

## **6.9 Access to Meetings**

6.9.1 In accordance with the Education Act, Section 207(2), a meeting of the Board may be closed to the public (in camera) when the subject matter under consideration involves:

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

6.9.2 The Presiding Officer may expel or exclude from any meeting any person who ~~has been guilty of~~, **at the determination of the Presiding Officer, has exhibited** improper conduct at the meeting.

## **6.10 Delegations**

6.10.1 Any Catholic School elector or group may request to address the Board as a delegation.

6.10.2 The delegation must provide the request in writing to the Director of Education or the Chair of the Board, at least five (5) days prior to the next regular meeting of the Board or Committee at which the Delegation wishes to be heard.

6.10.2.1 The request shall contain the topic to be discussed and the identity of the Spokesperson(s).

6.10.2.2 The person(s) wishing to address the Board or Committee shall be notified of the date, time and location of the meeting at which the presentation will be made.

6.10.2.3 Delegations will, upon notification, have these regulations shared with them prior to their presentation.

6.10.2.4 Copies of the presentation shall be shared with the Board or Committee at the same time that the agenda is distributed or at such time as the presentation is made.

6.10.2.5 In any case, the subject matter of the Delegation will not be discussed nor will a decision be made at the meeting at which the presentation is made unless the matter is on the agenda as pre-determined.

6.10.2.6 Delegations will be advised that the Chair will not allow content or language which is not consistent with the values of the Board.

6.10.2.7 Following the presentation by the Delegation, questions of clarification only will be allowed through the Chair.

6.10.3 A delegation's presentation will be limited to 15 minutes. Amendments as to the length of time are at the discretion of the Chair.

6.10.4 In-Camera rules shall apply to Delegations of an In-Camera nature.

6.10.5 Notwithstanding the above, the Board retains discretion to decide all matters concerning delegations.

## 7.0 CONDUCT OF BUSINESS FOR REGULAR BOARD AND COMMITTEE OF THE WHOLE MEETINGS

### 7.1 Order of Business

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

- ~~A. Call to Order~~
  - ~~— Opening Prayer~~
  - ~~— Attendance\*~~
- ~~B. Routine Matters~~
  - ~~— Approval of the Agenda~~
  - ~~— Declarations of Conflict of Interest~~
  - ~~— Approval of Minutes of Previous Meeting(s)~~
  - ~~— Business Arising from Minutes~~
- ~~C. Presentations & Delegations~~
- ~~D. Committee and Staff Reports~~
- ~~E. Information Items and Correspondence Items~~
- ~~F. Notices of Motion~~
- ~~G. Trustee Inquiries~~
- ~~H. Business In-Camera~~
- ~~I. Report on the In-Camera Session~~
- ~~J. Future Meetings and Events~~
- ~~K. Moment of Silent Reflection~~
- ~~L. Adjournment~~
  - ~~\* late arrival or early departure times of Trustees will be noted by the recording secretary~~

- 1. Opening Business
  - 1.1 Opening Prayer
  - 1.2 Attendance \*
  - 1.3 Approval of the Agenda
  - 1.4 Declaration of Conflict of Interest

2. Presentations
3. Delegations
4. Consent Agenda
  - 4.1 Approval of Minutes of Previous Meeting(s)
  - 4.2 Any Reports/Minutes that are information only.
5. Committee and Staff Reports
6. Information and Correspondence
7. Notices of Motion
8. Trustee Inquiries
9. Business In-Camera
10. Report on the In-Camera Session
11. Future Meetings and Events
12. Closing Prayer
13. Adjournment
  - \* Late arrivals or early departure times of Trustees will be noted by the recording secretary

## **7.2 Rules of Order**

- 7.2.1 The rules of order to be observed at meetings shall be in accordance with the provisions of these By-laws.
- 7.2.2 In all cases for which no specific provision is made in these By-laws, the rules and practice of Robert's Rules of Order, Newly Revised 10<sup>th</sup> Edition, (Henry M. Robert III, William J. Evans, Daniel H. Honeymann, Thomas J. Blach, Perseus Publishing 2000) shall govern so far as applicable.
- 7.2.3 The Chair or other Presiding Officer shall preserve order and decorum and decide upon all questions of order.
- 7.2.4 In the absence of the Chair and Vice Chair for any cause, the Board may, from the members present thereof, appoint a Presiding Officer who, during such absence, shall have the powers of the Chair of the Board.
- 7.2.5 The Chair or person presiding may vote on all questions and shall declare this intention after the motion is put to the floor.
- 7.2.6 A tie vote is a lost motion.
- 7.2.7 Should the Chair elect to vacate the chair to take part in any debate or discussion or for any other reason, he/she shall call upon the Vice Chair or in his/her absence, one of the members to fill his/her place until he/she resumes it.
- 7.2.8 Where a question is before the Board, the mover may speak first and the seconder may speak next, and the Chair will make every attempt to allow each person wishing to speak, the opportunity to speak once before any member may speak for a second time. The mover also has the prerogative to be the last speaker before the question is decided and the seconder shall be the second to last speaker.
- 7.2.9 No member shall speak for more than five minutes or more than three times on the same question without the permission of the Chair.

7.2.10 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 entered in the records of the Board.

### **7.3 Motions and Debate**

- 7.3.1 All motions shall be recorded in the minutes of the meeting and shall be seconded before being stated by the Chair, whereupon the Chair shall ask if there is any further discussion on the motion before the vote.
- 7.3.2 When a motion has been stated by the Chair, it shall be open to debate and shall be disposed of only by a vote, unless the mover, by permission of the seconder, withdraws it, in which case such motion shall not appear in the minutes of the meeting.
- 7.3.3 Any Trustee of the Board may require the question under discussion to be read at any part of the debate, but not so as to interrupt a speaker.
- 7.3.4 A Trustee, prior to speaking to any question or motion, shall address the Chair. The Trustee shall confine remarks to the question at hand.
- 7.3.5 When two or more Trustees wish to speak at the same time, the Chair shall name the Trustee who is to speak.
- 7.3.6 No Trustee shall be interrupted while speaking, except in a case where the Trustee is called to order by another Trustee for a transgression of rules of the Board, in which case the Trustee shall remain silent until the point of order has been decided by the Chair.
- 7.3.7 Where a Trustee wishes to make a point of order or to seek clarification, he or she should so indicate in addressing the Chair and the Chair will rule on such matters before the next speaker is allowed to speak.
- 7.3.8 When the question under consideration contains two or more distinct propositions, any particular proposition, upon the request of any member, shall be considered and voted upon separately.
- 7.3.9 No question, once decided by the Board at a regular meeting, shall be reconsidered during that meeting unless someone on the affirmative side requests by motion that Trustees reconsider the pass motion, which is seconded and will take a two-thirds majority to reconsider.
- 7.3.10 If it is desired to defer action on a question until a particular time, the proper motion to make is "to postpone it to that time". This motion allows limited debate, which must be confined to the propriety of the postponement to that time; it can be amended by altering the time, and this amendment allows the same debate.
- 7.3.11 Whenever a motion has been made and seconded, it is the duty of the Chair, if the motion is in order, to state the question, so that the members may know what question is before them.

- 7.3.12 In stating the question on an amendment, the Chair should read the passage to be amended; the words to be struck out, if any, the words to be inserted, if any; and the whole passage as it will stand if the amendment is adopted.
- 7.3.13 The motion to adjourn is not debatable, it cannot be amended, or have any other subsidiary motion applied to it, nor can a vote on it be reconsidered.
- 7.3.14 If a Trustee does not put new motions or amendments in writing for the Chair, the motion as stated by the Chair and recorded by the secretary shall be the motion.
- 7.3.15 When a motion is under debate, the only motion in order shall be:
- to adjourn,
  - to lay on the table,
  - to put the previous question,
  - to postpone,
  - to refer,
  - to amend, and
  - to vote on the present motion.

Such motion shall have precedence in the order above named; and the first, second and third shall be decided without debate.

A question having been postponed indefinitely shall not be taken up again at the same meeting without a two-thirds (2/3) vote in favour.

#### **7.4 Amendment(s) to Motion:**

7.4.1 An amendment may be in any of the following forms:

- a) to “add” or “insert” certain words or paragraphs;
- b) to “strike out” certain words or paragraphs, and if this fails it does not preclude any other amendment than the identical one that has been rejected;
- c) to “strike out certain words and insert others”, which motion is indivisible, and if lost does not preclude another motion to strike out the same words and insert different ones;
- d) to “substitute” another resolution or paragraph on the same subject for the one pending; or
- e) to “divide the question” into two or more questions as the mover specifies, so as to get a separate vote on any particular point or points; If an amendment is defeated, vote on the motion. If an amendment is carried, vote on the amended motion.

7.4.2 No more than three (3) amendments can be made to a motion.

## **7.5 Notices of Motion**

- 7.5.1 Notices of motion on new matters are required from trustees to give trustees the benefit of advance consideration by themselves and administration before any decision is to be made. No new decisions will be entertained unless a written notice of motion has been provided on new matters at a previous meeting or by way of inclusion in the agenda. Notices of Motion will be given to the Secretary or Chairperson of the Board to include ~~as an item in the regular agenda~~ **of a regular meeting no less than seven calendar days prior to the meeting**, or communicated in writing at a previous **regular** meeting, ~~or by notifying the Secretary or Chairperson of the Board prior to the distribution of the agenda.~~
- 7.5.2 A member of the Board must give notice of motion if he/she wishes to:
- a) repeal or make permanent amendment to any of the Board's By-laws;
  - b) recommend an action, which has not been considered and recommended to the Board by a Committee of the Board;
  - c) consider a matter by the Board without reference to a Committee.
- 7.5.3 Regulations regarding Notice of Motion
- 7.5.3.1 A Notice of Motion shall not be seconded at the meeting at which it is initially presented.
- 7.5.3.2 A Notice of Motion is not debatable.
- 7.5.3.3 Before any discussion shall take place at the meeting at which a Notice of Motion is presented as a Proposed Resolution, a Trustee must second it. The number of Notices of Motion, which are presented as Proposed Resolutions at any single meeting, shall be limited in number at the discretion of the Chair.
- 7.5.3.4 Notices of Motion, which are not presented for discussion as Proposed Resolutions at the meeting, shall be presented at the next regular meeting.
- 7.5.3.5 Notices of Motion, which require reports or information, shall be presented to the Board without any written reports by any of the senior officials. However, such persons may be permitted to make oral statements relating to these Notices of Motion at the time of presentation.
- 7.5.3.6 The officials may make written reports and/or recommendations supporting or opposing Notices of Motion, when they are presented as Motions, and which if carried will require direct action by the Board or its officials.

## **7.6 Protocol for Debate**

- 7.6.1 When, at a meeting, any member wishes to speak in debate, the member shall raise a hand and await recognition by the Chair.

- 7.6.2 Trustees may speak when recognized by the Chair and may not speak to the issue again:
- unless the Chair of the meeting allows further debate; and
  - only after all other Trustees who wish to speak have been recognized by the Chair.
- 7.6.3 After recognition by the Chair, a member shall at all times during debate:
- maintain a courteous tone;
  - avoid personalities;
  - avoid allusion to motives of other members;
  - address all debate, remarks, questions and the like to the Chair;
  - confine all remarks, questions and the like to the motion, which is the subject of debate.
- 7.6.4 No Trustee who does not have the floor shall interrupt a Trustee who does have the floor except:
- on a point of order;
  - on a question of privilege;
  - to request permission to withdraw a motion;
  - to appeal a ruling of the Chair;
  - on a motion to extend the time limit; and
  - in the event that a Trustee interrupts a speaker pursuant to the authority given in this section, the Trustee shall confine all remarks to the particular point.
- 7.6.5 A Trustee may rise on a point of information, that is, a request for information relevant to the matter on the floor but not related to preliminary procedure, only if the member then speaking consents to the interruption, in which case the time consumed in responding to the point of information will be included as part of the speaker's allotted time.
- 7.6.6. Any member of the Board may require the question/motion under discussion to be read at any time in the debate, but not so as to interrupt any member while speaking.

## **7.7 Voting Procedures**

- 7.7.1 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 being given in the following sequence:
- a) By general or unanimous consent, in which the Chair, exercising discretion, states that the motion will be adopted in the absence of objection.
  - b) By show of hands, in which each Trustee present and eligible to vote raises a hand in response to the request of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted.

- c) By rising, in which each Trustee present and eligible to vote stands in response to the requests of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted.
- d) By individual recorded vote, in which each Trustee present and eligible to vote raises a hand or stands in place in response to the request of the Chair for the votes in the affirmative and in the negative, as the case may be, until the Chair has called the name of each Trustee as voting, respectively.
- e) By ballot, in which each Trustee eligible to vote shall mark on a ballot provided by the Secretary of the Board, the Trustee's choice from among the available alternatives, the ballots being collected and counted immediately thereafter.

7.7.2 Although the method requested by any Trustee eligible to vote should be used to the extent practicable, the particular method of voting to be used to dispose of any matter shall be governed by the following rules:

- a) Determination by general or unanimous consent will be used only when no trustee eligible to vote objects or requests another method.
- b) Notwithstanding that a show of hands vote has been called for and has been taken, on the request of any Trustee eligible to vote, including the Chair, a rising vote will be taken whenever there is any doubt as to the accuracy of the count on the show of hands; and
- c) Voting by ballot shall be used only when ordered by majority vote or general consent.

7.7.3 Votes Lost on Equality

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

7.7.4 Declaration of Votes

The Chair shall declare the result of all votes.

7.7.5 Recording of Votes

The vote on any question shall be recorded in the minutes as "carried" or "defeated".

## 8.0 COMMITTEES AND COMMITTEE MEETINGS

8.1 All Committees shall be established by the Board.

8.2 Each of the additional Committees of the Board which require Trustee representation shall be composed of not less than one (1) nor more than three (3) Trustees, unless otherwise provided by resolution of the Board, **with the exception of the Policy Committee. The Policy Committee may be composed of more than (3) Trustees.** The Committee will report, as required, to the Board.

8.3 Sub-Committees may be established by any Committee to consider any matter within the Terms of Reference of the Committee.

- 8.4 Only members of a committee are required to attend that committee's meeting. However, all members of the Board shall receive notice, agenda, and minutes of all committee meetings, if requested. All Board members shall be permitted to attend committee meetings and may take part in discussion, but only members of the committee and the Chair of the Board, if present, shall have voting power.
- 8.5 In dealing with committee reports at the Board meeting, it shall be the prerogative of the Chair to rule on a request by a Trustee to have the recommendations dealt with item by item or as a whole.
- 8.6 Committee reports shall be considered public documents, except reports presented to the In-Camera session.
- 8.7 Committee minutes shall be considered public documents except when the subject matter under consideration involves:
- the security of the property of the Board;
  - the disclosure of intimate, personal or financial information in respect of a member of the Board, an employee or prospective employee of the Board, a pupil or his/her parent or guardian;
  - the acquisition or disposal of a school site;
  - decisions in respect of negotiations with employees of the Board; and
  - litigation affecting the Board.
- 8.8 Meetings of a Committee shall be called by the Chair of the Committee. If the Chair of a Committee neglects to call meetings, it is the duty of the Committee to meet on the call of any two of its members. All meetings shall be called or cancelled through the Office of the Secretary of the Board. In the absence of the Chair, providing there is a quorum, the members present will elect an interim Chair for that meeting.
- 8.9 The Chair of the Board shall be an ex-officio member of all Committees of the Board. The Chair may delegate some of the ex-officio duties to the Vice Chair of the Board.

## **9.0 ACCESS TO RECORDS**

- 9.1 Any person may, at all reasonable hours, at the Catholic Education Centre, inspect the minute book, the audited annual financial report and the current accounts of the Board and, upon written request by any individual or group, a copy of a requested section of minute books, audited financial reports, and the current accounts of the Board will be furnished at a cost as determined under the Freedom of Information and Protection of Privacy Act, 1990.
- 9.2 All other materials made available to the public under the Freedom of Information and Protection of Privacy Act will be made available at a similar fee.

## **10.0 EXECUTION OF DOCUMENTS**

### **10.1 Signing Authorities**

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

- the Director of Education/Secretary of the Board **or delegate**

together with one of:

- the Chair of the Board; or
- the Vice Chair of the Board; or
- the ~~Associate Director, Corporate Services~~ **Superintendent of Business** and Treasurer of the Board.

**10.2** In the event of a prolonged absence by the Director of Education/Secretary of the Board, a delegate can be appointed by the Director in charge.

## **10.2 Bank Signing Officers**

10.2.1 The signatures of the ~~Associate Director, Corporate Services~~ **Superintendent of Business** and Treasurer of the Board, together with one of:

- the Chair of the Board;
- the Vice Chair of the Board; or
- the Director of Education and Secretary of the Board;

are required when:

- making, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring all or any cheques, promissory notes, drafts, acceptances, bills of exchange, order for payment of money, contracts for letters of credit and foreign exchange;
- issuing cheques, drafts or orders for payment drawn on the bank accounts of the Board.

10.2.2 The Treasurer of the Board, by signature or by rubber stamp endorsement, may negotiate or deposit with or transfer to the bankers for the Board, but for the 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.

10.2.3 Signatures of persons authorized to sign may be printed, lithographed or otherwise mechanically reproduced as provided by the regulations.

## **10.3 Board Seal**

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

## **10.4 Seal Register**

The Secretary shall keep a record in a special book of the date and the particulars of each use of the seal.

## **10.5 Minutes**

The Chair or other presiding member and the Secretary shall sign the minutes of all Board meetings.

## 11.0 OTHER PROFESSIONAL SERVICES

The Board will periodically issue calls for proposals for various professional services. The call for proposals will specify the term and specifications of the proposal, which will be presented for approval to the Board.

## ~~12.0 CONFLICT OF INTEREST GUIDELINES~~

~~According to current Provincial Legislation regarding the Municipal Conflict of Interest Act.~~

## 12.0 BY-LAW AMENDMENTS

12.1 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 a **two-thirds (2/3) majority** of all members of the Board, provided:

- a) written notice of motion proposing the amendment shall have been given at a meeting held prior to the later meeting; and
- b) the text and a brief statement of intended purpose of the amendment shall have been included in the notice of motion.

12.2 At any time the By-laws may be amended without notice upon the unanimous vote of all the members of the Board entitled to vote thereon.