

# BOARD GOVERNANCE AND OPERATIONS

The Board's ability to discharge its obligations in a productive and effective manner is dependent upon the development and implementation of a sound organization design. In order to discharge its responsibilities to the electorate of the Division, the Board shall hold meetings as often as necessary. A quorum, which is a simple majority of the number of trustees, must be present for every duly constituted meeting. The Board has adopted policies so the business of the Board can be conducted in an orderly and efficient manner.

The Board's fundamental obligation is to preserve, if not enhance, the public trust in education and in the affairs of its operations in particular. Consistent with its objective to encourage the general public to engage in the educational process, Board meetings will be open to the public. Towards this end, the Board believes its affairs must be conducted in public to the greatest extent possible.

There are times when public interest is best served by private discussion of specific issues in "in-camera" sessions. The Board believes it is necessary to protect individual privacy and the Board's own position in negotiating either collective agreements or contracts and therefore expects to go in-camera for issues dealing with individual students, individual employees, land, labor, litigation or negotiation.

Presentations at Board meetings by members of the public, students and staff can enhance public interest.

### 1. Wards

Within the stipulation of Ministerial Order #040/2017 dated July 4, 2017, the Board will provide for the nomination and election of trustees within the Division by wards.

Copies of the Ministerial Order are available from the Division Office.

- 1.1 Seven (7) to Eleven (11) wards can be established within Northland School Division. Eleven (11) wards were established for the 2017 elections.
- 1.2 One (1) trustee is to be elected in each ward.
- 1.3 The provisions of the Local Authorities Election Act respecting the election of trustees shall apply to every election in each ward.
- 1.4 During the four (4) year period immediately following a general election, a by-election need not be held if there is only one (1) vacancy on the Board and during the fourth year following a general election, a by-election need not be held if there are only two (2) vacancies on the Board. By-elections may be held as determined by the Board.

### 2. Organizational Meeting

- 2.1 An Organizational Meeting of the Board, subject to 2.2, shall be held annually on the date determined by the Board in setting its schedule for regular meetings.

- 2.2 In any year in which a general election takes place, an Organizational Meeting shall be held within four weeks following the date of that election, at a time and place to be fixed by the Corporate Secretary and shall be the first official meeting of the Board.
- 2.3 The Superintendent or designate will give notice of the Organizational Meeting to each trustee as if it were a special meeting. The Superintendent or designate shall call the meeting to order and act as Chair of the meeting for the purpose of the election of the Board Chair.
  - 2.3.1 All votes for the positions of Board Chair and Vice Chair shall be conducted by secret ballot unless there is unanimous agreement among the trustees to use a show of hands.
- 2.4 Each trustee will take the oath of office immediately following the call to order of the Organizational Meeting after a general election. Special provisions will be made for a trustee taking office following a by-election.
- 2.5 Upon election as Chair, the Board Chair shall take the oath of office and preside over the remainder of the Organizational Meeting. The Board Chair shall normally be elected for a period of one (1) year.
- 2.6 The Organizational Meeting shall, in addition:
  - 2.6.1 Elect a Vice-Chair;
  - 2.6.2 Establish a schedule (date, time and place) for regular meetings and any other pre-determined meetings required for the ensuing year;
  - 2.6.3 Create such standing or ad hoc committees of the Board as deemed appropriate; and appoint members;
  - 2.6.4 Appoint Board representation as per Policy 9 Board Representation.
  - 2.6.5 Review trustee conflict of interest stipulations and determine any disclosure of information requirements; and
  - 2.6.6 Address other organizational items as required.

### 3. Regular Meetings

Regular Board meeting dates, times and locations shall be as established at the Organizational Meeting each year.

- 3.1 Notwithstanding the schedule established at the Organizational Meeting, the Board may, by resolution, alter the schedule in such manner as it deems appropriate.
- 3.2 All trustees shall notify the Board Chair and Executive Secretary to Board and Corporate Services if they are unable to attend a Board meeting.
- 3.3 All trustees who are absent from three (3) consecutive regular meetings shall:
  - 3.3.1 Obtain authorization by resolution of the Board to do so; or
  - 3.3.2 Provide to the Board Chair evidence of illness in the form of a medical certificate respecting the period of absence.Failure to attend may result in disqualification.
- 3.4 If both the Board Chair or Vice-Chair through illness or other cause are unable to perform the duties of the office or are absent, the Board shall appoint from among its

members an acting Board Chair, who on being so appointed has all the powers and shall perform all the duties of the Board Chair during the Board Chair's and Vice-Chair's inability to act or absence.

- 3.5 Regular meetings of the Board will not be held without the Superintendent and/or designate(s) in attendance, unless the Superintendent's contract is being discussed.

#### 4. Special Meetings

- 4.1 Occasionally, unanticipated or emergent issues require immediate Board attention and/or action.
- 4.2 Special meetings of the Board will only be called when the Board Chair, the majority of trustees, or the Minister is of the opinion that an issue must be dealt with before the next regular Board meeting.
- 4.3 A notice of the special meeting including date, time, place and nature of business shall be issued to all trustees at least seven (7) days prior to the date of the meeting or personally served at least two (2) days prior to the date of the meeting unless every trustee agrees to waive in writing the requirements for notice. Such notice may be provided by recorded mail, personal service or by electronic means on the provision that the trustee provide a response that they received the notice.
- 4.4 The nature of the business to be transacted must be clearly specified in the notice of the meeting. Unless all trustees are present at the special meeting, no other business may be transacted. Items can be added to the agenda by a majority vote when all trustees are present.
- 4.5 Special meetings of the Board shall be open to the public recognizing that specific agenda matters may be held in-camera.
- 4.6 Special meetings of the Board will not be held without the Superintendent and/or designate(s) in attendance, unless the Superintendent's contract is being discussed.

#### 5. Meetings by Electronic Means

- 5.1 It is the preference of the Board to meet at a common location to conduct Division business with trustees and the Superintendent or designate in physical attendance.
- 5.2 Notwithstanding 5.1, Trustees and Superintendent or designate participating in a meeting held by means of a communication facility are deemed to be present at the meeting, provided the trustee or Superintendent or designate are physically present within the boundaries of Alberta or with permission of the Chair if outside the boundaries of Alberta.
- 5.3 The facilities must enable all the meeting's participants to hear each other, and if possible enable all participants to view each other.
- 5.4 If it is a Board meeting, the facilities must enable the public to listen to the meeting, and if possible enable the public to view the meeting and participants.
- 5.5 One (1) facility will be determined by the Superintendent or designate to be the central and public-accessible site, and this site will be communicated to the public with the Board agenda.
  - 5.5.1 At least one (1) trustee and the Superintendent or designate must participate from the central and public-accessible site.

- 5.6 Reasonable steps must be taken to notify the public of locations from which members of the public may participate.
- 5.7 The Superintendent or designate will be responsible for the organization of the electronic communications with participants, and will inform trustees at the meeting if the identity of a participant is in question.
- 5.8 A trustee may participate from a location to which the public does not have access.
- 5.9 A trustee must ensure the means and location used to participate in the meeting will allow moving in-camera, and will meet all requirements of an in-camera session.
- 5.10 Through a Board motion, at least one (1) month in advance, trustees may determine that a future meeting will be exempt from electronic communication.

## 6. In-Camera Sessions

The School Act uses the term “private” for non-public meetings. Robert’s Rules of Order uses the term “executive session” for the same distinction. The term “in-camera” is most commonly used and is synonymous with the other two terms.

The preservation and enhancement of the public’s trust in the educational system is an important priority of the Board. The Board believes that public trust is preserved by conducting open Board meetings. Notwithstanding this belief, occasionally matters of unusual sensitivity require the Board to hold closed meetings.

In order to understand the ability to meet in-camera, consideration must first be given to the obligation of a school board to hold meetings in public and to refrain from excluding anyone from such meetings, except for improper conduct.

The exception to the general rule of holding meetings in public should be used sparingly.

6.1 The Board shall consider the following prior to moving in-camera:

- 6.1.1 Is it in the public interest to move in-camera to have these discussions?
- 6.1.2 Can the need to move in-camera be articulated by way of a resolution proposed to move in-camera?
- 6.1.3 Would a reasonable member of the electorate, having understood all the circumstances, agree that it is in the public interest to have the matter further debated in-camera?

6.2 The Board may convene in-camera only to discuss matters of a sensitive nature, as outlined by the School Act:

- 6.2.1 Land: Acquisition/disposal of real property;
- 6.2.2 Labour: Matters relating to negotiations;
- 6.2.3 Legal: Litigation brought by or against the Board;
- 6.2.4 Personal information of an individual, including an employee of a public body, subject to guidelines outlined in 6.3.
  - 6.2.4.1 Personal information is much broader than personnel information and includes recorded information about an identifiable individual.
  - 6.2.4.2 When considering personal information for a matter that falls within the Board’s jurisdiction, the privacy protection rules under the FOIP Act must be applied.

- 6.2.5 Other topics that a majority of the trustees present feel are of the opinion that it is in the public interest, to be discussed in private, subject to guidelines outlined in 6.3.
- 6.3 The FOIP Act protects the privacy of certain types of information, including personal information and sets out the rules for who has access to what information:
  - 6.3.1 The access rules are generally governed by following the “need to know” principle. Under this principle, if the Board does not have a need to know, the information should not be before them.
  - 6.3.2 The need to protect confidential information and the obligations of Trustees in that regard are outlined in Policy 4 Trustee Code of Conduct.
  - 6.3.3 If the contents of a concern refer to a matter that does not fall within the authority or decision making mandate of the Board, it should be referred to the Superintendent.
  - 6.3.4 If the contents of a concern do fall within the authority or decision making mandate of the Board, the Board Chair will be responsible to determine the use to which it is put, while protecting the privacy interests of the individual involved.
- 6.4 The Board may, by resolution, schedule an in-camera meeting at a time or place agreeable to the Board or recess a meeting in progress for the purpose of meeting in- camera. Such resolutions shall be recorded in the minutes of the Board and shall specify those individuals eligible to attend in addition to trustees and the Superintendent, notwithstanding item 3.5 above.
- 6.5 Such sessions shall be closed to the public and news media. The Board shall only discuss the matter(s) that gave rise to the in-camera meeting. Board members and other persons attending the session shall maintain confidentiality and shall not disclose the substance of the discussion at such sessions.
- 6.6 The Board shall, during the in-camera session, adopt only such resolution as is required to re-convene the Board in an open, public meeting. This resolution shall be recorded in the minutes of the Board meeting.

## 7. Agenda for Regular Meetings

The Agenda Planning Review Committee is responsible for preparing an agenda for Board meetings.

- 7.1 Items scheduled for a specific time shall be clearly identified on the agenda.
- 7.2 The agenda will be supported by copies of letters, reports, contracts and other materials as are pertinent to the business that will come before the Board and will be of value to the Board in the performance of its duties.
- 7.3 The Superintendent shall provide a recommendation, options considered, risk management and research, where appropriate.
- 7.4 Items may be placed on the agenda in one (1) of the following ways:
  - 7.4.1 By notifying the Board Chair or Superintendent at least six (6) calendar days prior to the Board meeting.
  - 7.4.2 By notice of motion at the previous meeting of the Board.

- 7.4.3 As a request from a committee of the Board.
- 7.4.4 Issues that require Board action may arise after the agenda has been prepared. The Board Chair, at the beginning of the meeting, shall ask for additions to and/or deletions from the agenda prior to agenda approval. Changes to the agenda to accommodate truly emergent items may be made by a majority of those present.
- 7.5 The agenda package, containing the agenda and supporting information, will be provided to each trustee at least four (4) calendar days prior to the Board meeting.
  - 7.5.1 Subsequently, information may be provided at the meeting; and further, the Superintendent shall advise the Board Chair regarding the emergent nature of such information.
  - 7.5.2 The Superintendent (or designate) shall ensure - the board agenda is uploaded to the Northland Website for stakeholder access prior to the Board meeting.
- 7.6 The Board will follow the order of business set by the agenda unless the order is altered or new items are added by agreement of the trustees.
- 7.7 During the course of the Board meeting, the trustees present, with unanimous consent, may amend the agenda and place items before the Board for discussion. The Board may take action on such items.
- 7.8 The list of agenda items shall be posted on the Division website and be available in the Division Office. Any elector may inspect the agenda and request a copy.

## 8. Minutes for Regular or Special Meetings

The Board shall maintain and preserve by means of minutes a record of its proceedings and resolutions.

- 8.1 The minutes shall record:
  - 8.1.1 Date, time and place of meeting;
  - 8.1.2 Type of meeting;
  - 8.1.3 Name of presiding officer;
  - 8.1.4 Names of those in attendance;
  - 8.1.5 Approval of preceding minutes;
  - 8.1.6 All resolutions, including the Board's disposition of the same, placed before the Board, are to be entered in full;
  - 8.1.7 Names of persons making the motions;
  - 8.1.8 A brief summary of the circumstances which gave rise to the matter being considered by the Board;
  - 8.1.9 Points of order and appeals;
  - 8.1.10 Appointments;
  - 8.1.11 Receipt of reports of committees;
  - 8.1.12 Recording of the declaration of all votes on a motion (when requested

- pursuant to the School Act);
    - 8.1.13 Trustee declaration of conflict of interest pursuant to the School Act;
    - 8.1.14 Departure and re-entry times of trustees and administration during a meeting; and
    - 8.1.15 The time of adjournment.
  - 8.2 The minutes shall:
    - 8.2.1 Be prepared as directed by the Superintendent;
    - 8.2.2 Be reviewed by the Superintendent prior to submission to the Board;
    - 8.2.3 Be considered an unofficial record of proceedings until such time as adopted by a resolution of the Board; and
    - 8.2.4 Upon adoption by the Board, be deemed to be the official and sole record of the Board's business.
  - 8.3 The Superintendent or designate shall ensure, upon acceptance by the Board, that appropriate initials are affixed to each page of the minutes, and that appropriate signatures are affixed to the last page of the minutes.
  - 8.4 The Superintendent shall establish a codification system for resolutions determined by the Board which will:
    - 8.4.1 Provide for ready identification as to the meeting at which it was considered;
    - 8.4.2 Provide for cross-referencing with resolutions of similar nature adopted by the Board at previous meetings.
    - 8.4.3 The Superintendent shall ensure all motions are tracked and business arising is completed and reported to the Board.
  - 8.5 The Superintendent or designate will establish and maintain a secure file of all Board minutes.
  - 8.6 As part of its ongoing effort to keep staff and the public fully informed concerning its affairs and actions, the Board expects the Superintendent to institute and maintain effective and appropriate procedures for the prompt dissemination of information about decisions made at all Board meetings.
  - 8.7 The approved minutes of a regular or special meeting shall be posted to the website as soon as possible following approval. The Superintendent or designate is responsible to distribute and post the approved minutes.
- 9. Rules of Order
  - 9.1 See Policy 7 Schedule D Northland School Division Board of Trustees Rules of Order

## 10. Delegations at Board Meetings

The Board welcomes presentations on school matters by individuals or groups and may enter into a dialogue with a delegation concerning their expressed opinions, requests or demands in order to clarify the issues and/or explain policy. The Board is not obligated to act in connection with a matter or matters raised by a delegation.

The Board has established the following channels of communication for parents and other groups to address their concerns regarding:

- 10.1 Issues regarding the selection of learning materials and the interpretation of Board policy by employees shall be communicated in the following order:
  - 10.1.1 Teacher,
  - 10.1.2 Principal,
  - 10.1.3 Superintendent,
  - 10.1.4 Board.
- 10.2 Issues and concerns about Board policies or actions shall be:
  - 10.2.1 Submitted to the Superintendent for review, discussion, and clarification.
  - 10.2.2 If the concerns are not addressed to the satisfaction of a concerned individual or group, a written submission may be made to the Board. The concerned party may also request an appearance before the Board.
- 10.3 Procedures for delegations within to make a presentation to the Board are as follows:
  - 10.3.1 The delegation shall give the Superintendent at least twenty (20) calendar days' notice before the day of the meeting at which it wishes to appear.
  - 10.3.2 The notice shall be accompanied by a summary or explanation of the problem or concern that it wishes to discuss.
    - 10.3.2.1 The Agenda Review Committee shall determine whether a delegation is to be permitted.
    - 10.3.2.2 The Board Chair shall inform the delegation of the decision and review the details of the delegation process if it is to be heard.
  - 10.3.3 The notice and summary shall be included in the agenda package for the meeting.
  - 10.3.4 The delegation shall appoint not more than two (2) persons to speak on their behalf at the meeting and to respond to questions from the Board.
  - 10.3.5 Normally, the Board will make their decision at the next regularly scheduled meeting.

## 11. Petitions

- 11.1 Petitions shall be filed with the Corporate Secretary.
- 11.2 The Corporate Secretary shall determine petition sufficiency.
  - 11.2.1 The Corporate Secretary will provide written notification of petition sufficiency/insufficiency to all petitioners.
- 11.3 Once a sufficient petition has been received by the Board, the Board shall establish an ad hoc committee within thirty (30) days to review the petition and provide recommendations on the purpose of the petition to the Board.
- 11.4 Within ninety (90) days of the receipt of a sufficient petition, the Board must make a decision(s) on the purpose of the petition.



- 11.5 Once a decision(s) on the purpose of the petition has been made by the Board, the Board will provide written notification to all petitioners.

## 12. Public Notices

- 12.1 Public notices must be published at least once a week for two (2) consecutive weeks in at least one (1) newspaper that has general circulation in the area in which school divisions and municipalities interested in the matter are situated.
- 12.2 Public notices must be posted for ten (10) business days in at least two (2) areas considered appropriate.
- 12.3 Additionally, public notices may be posted electronically.

## 13. Audio/Video Recording Devices

- 13.1 Anyone wanting to use recording devices at a public Board meeting must obtain prior approval of the Board Chair.

## 14. Trustee Compensation and Expenses

The Board recognizes that the Chair and trustees have a very important role to fulfill and should be fairly compensated and reimbursed for expenses for Board business.

The Board shall:

- 14.1 Include amounts for trustee honoraria and expenses in its annual budget.
- 14.2 Report individual trustee remuneration annually in the Division's audited financial statements, in accordance with the Fiscal Planning and Transparency Act.
- 14.3 Annually review and approve rates in Policy 7 Appendix A Schedule of Rates in conjunction with the budgeting process.
  - 14.3.1 Any changes to rates and/or compensation shall come into effect the following September 1.
- 14.4 Services for which Trustees shall receive remuneration shall include:
  - 14.4.1 Regular School Board Meetings
  - 14.4.2 Special School Board Meetings;
  - 14.4.3 Meetings of Committees of the Board;
  - 14.4.4 ASBA Zone meetings;
  - 14.4.5 ASBA and PSBAA spring and fall annual general meetings;
  - 14.4.6 PSBAA Governance Sessions, Council Meetings;
  - 14.4.7 ASCA Annual Conference
  - 14.4.8 Local Zone Alberta Education Consultation Sessions;
  - 14.4.9 Conventions, retreats and workshops as authorized by the Board through Policy 7 Appendix B Professional Development Guidelines (including ASBA and CSBA);
  - 14.4.10 Attendance at Christmas concerts of their respective school(s);
  - 14.4.11 Attendance at Long Services Awards at schools within their ward or a division wide event;

- 14.4.12 Attendance at school activities where the trustee is formally invited to participate, and authorized by the Board Chair or Superintendent;
- 14.4.13 Attendance at meetings held by other organizations to which the Board has appointed the trustee as a representative;
- 14.4.14 Trustee General Duty Days
  - 14.4.14.1 General Duty Days are to cover time for reading materials and preparing for board and/or committee meetings, working with community members on individuals concerns, short visits to schools, etc.
  - 14.4.14.2 The Board Chair is entitled to claim up to five (5) Trustee Duty days per month for time spent engaging in official Division business as directed by the Board through policy or motion.
  - 14.4.14.3 All other trustees are entitled to two (2) General Trustee Duty days per month, plus a maximum of four (4) additional days annually if the trustee is a member of a committee that requires significant additional reading, research and report writing. The committee will provide consensus of who and how many days are claimed.
- 14.4.15 Other activities where the Board places an obligation on the trustee(s) to attend and/or participated.
- 14.5 Reimbursement of expenses and allowances shall be paid in accordance with Policy 7 Appendix A Schedule of Rates, Appendix B Professional Development Guidelines and Appendix C Trustee Expense Guidelines.
- 14.6 Support Trustee Development
 

The Board believes that trustees can best discharge their obligations to the electorate and the Board when they possess the necessary knowledge and skills.

  - 14.6.1 The Board shall establish, in its annual budget, a sum of monies for the purpose of defraying expenses incurred by trustees who attend workshops, conferences and seminars conducted beyond the boundaries of the Division.
    - 14.6.1.1 Monies may be accumulated in the first three (3) years following the election year, but in the fourth year, the budget must be balanced.
    - 14.6.1.2 Surplus accounts in election years will be returned to the general revenues.
    - 14.6.1.3 Deficit accounts will be accepted in the first three (3) years, providing a Four-Year plan is developed by the Board outlining how the deficit will be cleared in the fourth year of the election term.
  - 14.6.2 Attendance at professional development shall be as per Policy 7 Appendix B Professional Development Guidelines
  - 14.6.3 Reimbursement of expenses for professional development shall be paid in accordance with Policy 7 Appendix A Schedule of Rates and Policy 7

## Appendix B Trustee Expense Guidelines.

- 14.6.4 The Secretary-Treasurer shall advise the trustees of their cumulative professional development expenditures on a quarterly basis.

### 15. Trustee Conflict of Interest

The trustee is directly responsible to the electorate of the Division and to the Board.

Upon election to office and annually thereafter, the trustee must complete a disclosure of personal interest statement and accept a position of public trust. The trustee is expected to act in a manner which will enhance the trust accorded the trustee, and through the trustee, the trust accorded to the Board.

The Board is of the firm conviction that its ability to discharge its obligations is dependent upon the trust and confidence of the electorate in its Board and in its trustee members. Therefore, the Board believes in the requirement to declare conflict of interest.

- 15.1 The trustee is expected to be comply with the relevant sections of the School Act.

- 15.2 The trustee is responsible for declaring him/herself to be in possible conflict of interest.

15.2.1 The trustee shall make such declaration in open meeting prior to Board or committee discussion of the subject matter which may place the trustee in conflict of interest.

15.2.2 Following the declaration of conflict of interest by a trustee, all debate and action shall cease until the trustee has left the room.

- 15.3 It shall be the responsibility of the trustee in conflict to absent him/herself from the meeting in accordance with the requirements of the School Act and ensure that his/her declaration and absence is properly recorded within the minutes.

- 15.4 The recording secretary will record in the minutes:

15.4.1 The trustee's declaration;

15.4.2 The trustee's abstention from the debate and the vote; and

15.4.3 That the trustee left the room in which the meeting was held.

Legal Reference: Section 60, 64, 65, 66, 67, 68, 70, 71, 72, 73, 74, 75, 76, 80, 81, 82, 83, 145, 208, 210, 261, 262

School Act  
Fiscal Planning and Transparency  
Act Local Authorities Elections Act  
Northland School Division Act  
Income Tax Act (Canada)  
Freedom of Information and Protection of Privacy Act

Reference: Policy 7, Appendix A – Schedule of Rates  
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