



## **Procedural By-Laws**

**Date: 2000 12 01 / 2002 06 11 / 2002 12 01 / 2003 10 28 / 2004 05 25 / 2005 05 24 /  
2006 02 01 / 2011 09 13 / 2013 03 05 / 2016 02 23 / 2020 02 25 / 2022 04 19 / 2023 03 28**

### **Administrative Procedures**

#### **1. Responsibility**

- 1.1 The Director of Education in cooperation with the Chair of the Board, shall ensure that the Procedural By-Laws of the Board are followed.

#### **2. Expectations**

- 2.1 The Procedural By-Laws will ensure that the business of the St. Clair Catholic District School Board at all Board and committee meetings will be conducted with order and efficiency.
- 2.2 Through the Procedural By-Laws, which are compliant with the Act and Regulation of the Ministry of Education and the Province of Ontario, the Board will be accountable to the electorate.

#### **3. Rules of Order**

- 3.1 The rules and regulations contained in this By-Law shall be observed in all proceedings of the Board and shall be the rules and regulations for the order and dispatch of the business of the Board and its Committees, except where any statute or legislative regulation otherwise provides.
- 3.2 In any instance or instances not provided in statute or in this By-Law, Robert's Rules of Order shall govern insofar as they are applicable.
- 3.3 Procedural By-Laws of the St. Clair Catholic District School Board shall be reviewed as soon as possible following each Inaugural Meeting.
- 3.4 Whenever an adjournment takes place due to lack of quorum, the time of the adjournment and the names of the members present shall be entered into the Board minutes. The Chair or other Presiding Officer shall preserve order and decorum and decide upon all questions of order.
- 3.5 In the absence of the Chair and Vice Chair for any cause, the Board may, from the members present, appoint a Presiding Officer who, during such absence, shall have the powers of the Chair of the Board.
- 3.6 The Chair or person presiding may vote on all questions and any questions on which there is an equality of votes shall be deemed to be negative.



- 3.7 The yeas and nays shall not be recorded upon any question unless requested by at least one member.
- 3.8 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 other members to fill his/her place until he/she resumes the Chair.
- 3.9 No member shall speak for more than five minutes on the same question without the permission of the Chair.
- 3.10 Any trustee may request a recorded Roll Call vote.

#### **4. Motions**

- 4.1 The purpose of a motion is to place before the meeting a defined subject for orderly consideration and the collective decision of the Board.
- 4.2 Except where otherwise specified, a motion must be moved by one member and seconded by another. It then may be adopted, amended, defeated or withdrawn.
- 4.3 After a motion has been duly moved, seconded and read from the Chair, it shall be deemed to be in the possession of the meeting, shall be open to debate and shall be disposed of by vote, but it may be withdrawn at any time before the vote is taken only with the consent of the mover and provided no one objects.
- 4.4 After the Chair has put any question to a vote, there shall be no further debate.
- 4.5 Any member may, of right, require the question or motion under discussion to be read for his/her information at any period of the debate, but not so as to interrupt a member speaking.
- 4.6 Any motion approved at committee level must be approved by the Board before implementation.
- 4.7 Any member can introduce a notice of motion. Written notice shall be given to all motions for introducing a new matter, other than matters of privilege or petitions, at a meeting previous to that at which it comes up for discussion, unless such notice be dispensed with by a majority vote of the members present.
- 4.8 Any question, when decided by the Board, shall not be re-introduced in the same calendar year, except by a majority vote of the entire Board.
- 4.9 After a resolution has been duly written, it shall be deemed to be in possession of the Board. It may be withdrawn at any time with the sanction of the Board, or it may in like manner, be allowed to stand over.
- 4.10 All ordinary votes at meetings shall be taken by a show of hands and the result declared by the Chair; or if his/her declaration were questioned, the members voting shall rise and stand until they have been counted. When any resolution is under consideration, no motion shall be received, unless to adjourn the previous question, to lay on the table, to postpone, to refer, or to amend, which shall have precedence in the order named, the first and second of which shall be without debate.
- 4.11 A motion to adjourn shall always be in order.
- 4.12 All amendments shall be put in the reverse order in which they are moved and shall be decided upon or withdrawn before the main question is put to a vote.
- 4.13 When the question under consideration contains distinct propositions the vote upon each proposition shall be taken separately upon the question of any member.
- 4.14 No member shall speak to the question after it is finally put by the Chair, nor shall any other motion be made until after the result is declared; and the decision of the Chair, as to whether the question has been finally put shall be conclusive.



- 4.15 Whenever the Chair is of the opinion that a motion offered to the Board is contrary to the rules and privileges, he/she shall inform the members immediately before putting the question thereon and quote the rule applicable to the case without argument or comment.
- 4.16 Every member who introduces a petition, or motion, upon any subject, which may be referred to a Committee, shall have the option of being named to the Committee by the Board.
- 4.17 Conflict of Interest
- 4.17.1 The *Municipal Conflict of Interest Act* sets out three types of financial interest which must be declared by trustees. A conflict of interest arises where a trustee has a direct, indirect or deemed pecuniary interest that is before the Board of Trustees and that interest is not remote.
- i. Direct Interest – a trustee would have a direct interest, where the trustee himself or herself stands to benefit or suffer financially by a decision of the Board;
  - ii. Indirect Interest – a trustee would have an indirect interest if the trustee is a shareholder, director or senior officer of a share or non-share corporation that has a pecuniary interest, or the member of a body that has a pecuniary interest, or is a partner or employee of a body that has a pecuniary interest;
  - iii. Deemed Interest – a trustee would have deemed interest when the parent, spouse or child of the trustee, including daughter-in-law and/or son-in-law, has a direct or indirect pecuniary interest that is known to the trustee.
- 4.17.2 When a trustee identifies a direct, indirect or deemed conflict of interest in a matter and is present for a meeting of the Board of Committee of the Board at which the matter is being discussed, he or she must declare a conflict before any discussion of the matter begins. The trustee is required to take the following measures to recuse himself/herself:
- i. Publicly declare the conflict of interest, state the general nature of the interest and have the declaration recorded in the minutes of the meeting;
  - ii. File a written statement of the interest and its general nature with the Secretary of the Board or Committee;
  - iii. The trustee will not vote on any question in respect to the matter;
  - iv. The trustee will not take part in any discussion of the matter;
  - v. The trustee will not attempt to influence the voting on any question related to the matter;
  - vi. In a closed session of a Committee or Board meeting, the trustee declaring the conflict should leave the meeting room for as long as the matter is discussed and the absence will be recorded in the minutes.
- 4.17.3 A registry will be kept on file in the Office of the Secretary of the Board containing the following information:
- i. A copy of each conflict of interest declaration and each conflict of interest statement by a trustee;
  - ii. An excerpt from the minutes of the meeting where the declaration is made;

- iii. The registry will be organized by date and will include all documents filed by each trustee who declares a conflict of interest;
- iv. The registry will be kept in a publicly accessible file in the Office of the Secretary of the Board and can be accessed by any member of the public by visiting the Catholic Education Centre during regular office hours.

## 5. Voting Procedures

- 5.1 Only the appointed or elected Trustees present at Board meetings, when a question is put, are entitled to vote thereon, unless they personally have a conflict of interest. Members participating electronically are considered present.
- 5.2 The procedure for taking the vote shall be by show of hands, or in the case of members attending electronically, by a verbal response. Each member present and voting shall indicate his/her vote upon the question by raising his/her hand, or in the case of members attending electronically, indicating by verbal response, at the appropriate time in response to the Chair's call for votes in favour of, in opposition to, or abstaining from the question, and the Chair shall announce the results thereof.
- 5.3 Each member's vote shall not be recorded upon any motion unless requested by a member before the Chair calls upon the members to vote on the question. Provided a request is made prior to the Chair calling the question, the names of those who vote in favour of the question, those who vote in opposition and those who abstain, shall be entered in the minutes. Any member may request that their individual vote be recorded either before or after the Chair calls the question.
- 5.4 A member may abstain from voting.
- 5.5 No member shall speak to the question after it is finally put by the Chair, nor shall any other motion be made until after the result is declared; and the decision of the Chair as to whether the question has been finally put shall be conclusive.
- 5.6 On every question, the Chair of a meeting, who is at the same time a member in full standing, may vote on any question and any question on which there is equality of votes shall be deemed to be lost.
- 5.7 Where a simple majority vote is required for the passage of a motion, such shall mean any number greater than one-half of the votes cast where a quorum is present.

## 6. Inaugural and Initial Meetings of the Board

- 6.1 Time of Meeting  
The Inaugural Meeting of the Board shall be held on November 15 in the year of a Municipal election; or if November 15 is not a Tuesday, the first Tuesday following November 15 not later than November 21. Initial Meetings shall be held on the first Tuesday of December. Should any such Tuesday be a statutory or civic holiday, the Board will meet on the following day at an agreed upon hour unless otherwise decided by the Board.
- 6.2 Declaration of Office  
At the Inaugural Meeting, the Chief Executive Officer or another appointed officer of the Board shall call the Board to order and shall read the results from the Returning Officer, certifying the election of new members and the resolutions and certificates of appointment of the newly appointed members and receive the Declaration of Office.



### 6.3 Election of the Chair of the Board

At the Inaugural Meeting of the Board, the whole Board will elect a Chair and Vice Chair to a term of one year. Moving by consensus, the Members shall select one of their number to preside during the election of the Chair. At Initial Meetings of the Board, the Secretary of the Board shall be the presiding official during the election of the Chair. Only members of the Board shall be considered as candidates for nominations. In the event no candidate receives a majority, the person receiving the fewest votes shall drop out and so continue until a Chair is elected. In the case of an equality of votes at the election of the final two candidates, the presiding official shall provide for drawing lots. The Chair shall then take the Chair.

### 6.4 Appointment of Scrutineers

Two people shall be appointed to act as scrutineers from among the Director of Education & Secretary of the Board; the Associate Director & Treasurer; and the Executive Manager – Human Resource Services; with the most senior of the two to act as Chief Scrutineer. The scrutineers shall distribute, collect and count the ballots. The Chief Scrutineer shall be responsible for reporting the election results to the presiding official.

### 6.5 Election of Vice Chair of the Board

Upon the election of the Chair, the Board shall proceed to the election of the Vice-Chair, conducted by the Chair. In the event no candidate receives a majority, the person receiving the fewest votes shall drop out and so continue until a Vice Chair is elected. In case of an equality of votes, at the election of the final two candidates, the Chair shall provide for drawing lots.

6.6 The Chair and Vice Chair shall serve for a term of one year.

## 7. Committees of the Board

### 7.1 General

The Board may establish committees composed of members of the Board to make recommendations to the Board in respect of education, finance, personnel and property.

7.2 The Board may establish committees that may include persons who are not members of the Board in respect of matters other than those referred to above. The Board may establish the following types of committees:

- i. Ad Hoc Committees
- ii. Negotiating Committees
- iii. Committee of the Whole Board

7.3 The Board shall establish the following legislated committees to advise the Board:

- i. Special Education Advisory Committee
- ii. Health and Safety Committee(s)
- iii. Parent Involvement Committee
- iv. Audit Committee
- v. Discipline Committee
- vi. Supervised Alternative Learning Program Committee

### 7.4 Appointment or Election of Legislated Committees

The Board shall appoint the following number of Trustees to the following Legislated Committees to serve a term, the length of which shall be determined by the Board:

- i. Special Education Advisory Committee (4 year term) – 2 Trustees (Trustee to Chair the Committee)
- ii. Health and Safety Committee (1 year term) – 1 Trustee



- iii. Parent Involvement Committee (1 year term) – 1 Trustee (Parent to Chair the Committee)
- iv. Audit Committee (4-year term) – 2 Trustees (Trustee to Chair the Committee)
- v. Discipline Committee (1 year term) – 3 Trustees (Trustee to Chair the Committee)
- vi. Supervised Alternative Learning Program Committee (1 year term) – 2 Trustees (Trustee to Chair the Committee)

#### 7.5 Establishment of Ad Hoc Committees

The Board may establish Ad Hoc Committees to deal with specific matters. The resolution establishing such a committee shall clearly specify the purpose and terms of reference of the Ad Hoc Committee. At the time when the Ad Hoc Committee completes its work and has reported to the Board, it is assumed that the Ad Hoc Committee is dissolved.

7.5.1 No matter, which has been referred to an Ad Hoc Committee, shall be considered by the Board until the Board has received the Committee's report. This provision may be suspended by the vote of a majority of all members of the Board.

7.5.2 Composition of Ad Hoc Committees shall be comprised of a minimum of two Trustees and Chair ex-officio.

#### 7.6 Committee of the Whole Board In-Camera (Private Session)

7.6.1 By formal motion and by majority vote, the Board may resolve itself into a Committee of the Whole, In-Camera (Private Session) for the purpose of:

- i. The security of the property of the Board
- ii. The disclosure of intimate, personal or financial information in respect of a member of the Board or Committee, an employee or prospective employee of the Board or a pupil or his/her parent or guardian
- iii. The acquisition or disposal of a school site
- iv. Decisions in respect of negotiations with employees of the Board, or
- v. Litigation affecting the Board

7.6.2 Regularly scheduled meetings of the Committee of the Whole, In-Camera (Private Session) shall be held prior to each regularly scheduled Regular Board meeting.

7.6.3 Committee of the Whole, In-Camera (Private Session) meetings include all Trustees, Director of Education, Board Chaplain, Supervisory Officers, Supervisor of Communications and the recording secretary *only*. All others must be admitted by Board motion. Trustees may caucus privately at the call of the Chair.

7.6.4 The primary purpose of a Committee of the Whole, In-Camera (Private Session) meeting is to discuss private and confidential matters. Minutes of such discussion will not be kept.

7.6.5 The following matters shall not be raised at open meetings of the Board and in open committee meetings, but shall be considered in Committee of the Whole, In-Camera (Private Sessions) meetings:

- i. The liability of the board, which in the opinion of the Chair and the Director of Education and Secretary, may involve legal implication, personnel matters, such as efficiency, discipline, termination or retirement of employees, medical reports or examination(s) and staff changes.
- ii. Reports by the Director of Education or Superintendent of Education regarding evaluation of teaching staff and any report having reference to the general educational program, which in the opinion of the Chair of the Board and the Director of Education and Secretary, might be prejudicial to the operation of a school.
- iii. Lease, sale or purchase of property.



- iv. Negotiations of salary and wage schedules of employees.
  - v. Suspension, expulsion and readmission of students, confidential record of which shall be kept in the office of the Director of Education and Secretary.
  - vi. Matters involving litigation that affects the Board.
- 7.6.6 The Rules of the Board governing debate, i.e., Roberts Rules of Order (Bantam Books, 1979 Edition) shall be observed in Committee of the Whole, In-Camera (Private Session).
- 7.6.7 A motion made in Committee to rise and report shall be decided without debate. Rise and report items will be grouped for motion purposes. Specific item(s) shall be voted on separately at the request of a Trustee.
- 7.6.8 A report of the Committee of the Whole, In-Camera (Private Session) may be amended, before being adopted, by a majority of the Board without being referred back to the Committee of the Whole, In-Camera (Private Session).
- 7.6.9 A report of the Committee of the Whole, In-Camera (Private Session), or a report of the Committee of the Whole, In-Camera (Private Session) as amended, may be accepted or referred back to the committee, but it may not be accepted or rejected in part only.
- 7.6.10 Any consensus reached in a Committee of the Whole, In-Camera (Private Session) must be approved by formal motion of the Board at a regularly convened public meeting before it can be considered to be a Board decision.
- 7.7 Committee of the Whole (Public Session)
- 7.7.1 The Board may call meetings of the Committee of the Whole (Public Session) for the purpose of hearing presentations, discussing issues and planning Board direction.
- 7.7.2 The Rules of the Board governing debate, i.e., Robert's Rules of Order (Bantam Books, 1979 Edition) shall be observed in Committee of the Whole (Public Session).
- 7.7.3 A motion made in Committee to rise and report shall be decided without debate. Rise and report items will be grouped for motion purposes. Specific item(s) shall be voted on separately at the request of a Trustee.
- 7.7.4 A report of the Committee of the Whole (Public Session) may be amended, before being adopted, by a majority of the Board without being referred back to the Committee of the Whole (Public Session).
- 7.7.5 A report of the Committee of the Whole (Public Session), or a report of the Committee of the Whole (Public Session) as amended, may be accepted or referred back to the committee, but it may not be accepted or rejected in part only.
- 7.7.6 Any consensus reached in a Committee of the Whole (Public Session) meeting must be approved by formal motion of the Board at a regularly convened public meeting before it can be considered to be a Board decision.
- 7.8 Chair, Ex-Officio Member of All Committees  
The Chair of the Board may be an ex-officio member of all committees. The Chair shall be a voting member.
- 7.9 Vice Chair  
The Vice Chair, when delegated by, or in the absence of the Chair, shall have all powers of the Chair. When the Board meets as Committee of the Whole, the Chair shall relinquish the Chair and shall call the Vice Chair, or, in his/her absence, the Chair or another Trustee, to act as presiding officer.



## 8. Meetings of the Board

### 8.1 Meeting Schedules

To be determined by the Board

8.2 The Members of the Board of Trustees shall not on any occasion meet as a whole Board without the Director of Education/Secretary of the Board being present, except:

- i. When meeting for the purpose of hiring a new Director of Education;
- ii. To consider the performance review of the Director of Education/Secretary of the Board, as set out in *Sec. A Policy & Procedures – Director of Education Role and Accountability; Director of Education Performance Review*;
- iii. To consider disciplinary action related to the Director of Education/Secretary of the Board, as set out in *Sec. A Policy & Procedures – Director of Education Role and Accountability; Director of Education Performance Review*.

### 8.3 Quorum

A quorum of the Board shall consist of a majority of the trustees. If the Trustees present do not constitute a quorum within thirty minutes after the time appointed for the meeting, the Secretary of the Board shall record the names of the Trustees then present, or present electronically, and the Board shall stand adjourned until the next Regular Meeting, unless a Special Meeting is called.

Where the number of Trustees present and able to participate in the meeting is reduced due to conflict of interest declarations such that the remaining Trustees are not of sufficient number to constitute a quorum, the remaining number of Trustees shall be deemed to constitute a quorum, provided such number is not less than two.

Where the remaining number of Trustees is less than two, the question will be set aside and the Secretary of the Board will seek legal advice.

### 8.4 Notice of Meeting

8.4.1 Written notices of all meetings of the Board and Legislated Committees shall be transmitted along with the Agenda of the Meeting and notice of correspondence to the email address of each member, at least forty-eight hours before the time of the meeting.

8.4.2 A Trustee who cannot attend a Board meeting shall inform the Secretary of the Board on or before noon of the day of the meeting. A Trustee who is unable to attend in person, but who wishes to be present electronically, will give reasonable notice thereof.

8.4.3 If a Trustee is absent without being authorized by resolution entered in the minutes from three consecutive meetings of the Board, he/she thereby vacates his/her seat and the provisions of the Education Act, with respect to the filling of vacancies, will apply.

### 8.5 Regular Board Meetings

8.5.1 The Secretary of the Board shall prepare the minutes from the previous Board Meeting and any subsequent Special Meetings. The minutes shall be delivered to the Board members 48 hours before the next Regular Meeting of the Board.



8.5.2 The Order of Business shall be as follows:

Agenda

**A. CALL TO ORDER**

1. Prayer
2. Recording of Attendance
3. Confirmation of Agenda and Addendum
4. Declaration of Conflict of Interest
5. Confirmation of Minutes

**B. DELEGATIONS/SUBMISSIONS/EDUCATIONAL PRESENTATIONS**

**C. REPORTS**

**D. UNFINISHED BUSINESS AND BUSINESS ARISING OUT OF THE MINUTES**

1. Action Items from In-Camera Meetings
2. Committee Reports

**E. NEW BUSINESS**

1. New Business
2. Notices of Motion
3. Correspondence List

**F. INFORMATION ITEMS**

**G. FUTURE BUSINESS**

**H. ADJOURNMENT**

Closing Hour of Sessions – The Board shall not remain in session later than 10:30 p.m., unless so determined by the majority.

8.6 Delegations and Submissions

8.6.1 A person or a delegation shall be required to submit to the Secretary a written application to appear before the Board stating the matter on which a submission is to be made, the organization or interested parties to be represented and the authority of a spokesperson. The entire written presentation shall be submitted to the Secretary of the Board before 1:00 p.m. one week prior to the Board meeting for inclusion in the agenda. The Chair of the Board will decide to either place the delegation or submission on the agenda or to refer the matter to the appropriate Board committee or staff for disposition or deny the request.

8.6.2 A delegation shall designate not more than two persons as spokespersons and no other member of the delegation shall address the Board, except by request of a trustee, and with permission of the Chair of the Board.

8.6.3 Delegations shall be heard at Regular Meetings of the Board and shall adhere to a five-minute time limit. At the conclusion of the presentation, questions from Trustees will be limited to those which would provide clarification of information only. Trustees will not debate the merits of the presentation. If a decision is not made at the same meeting at which a delegation appears before the Board, the



delegation shall be notified by letter of the date of the meeting at which a decision is to be made or staff report is to be considered concerning the presentation.

- 8.6.4 Educational Presentations – Presentations made by teachers, students and others, in consultation with or at the request of the Director of Education, shall be heard at the appropriate time on the agenda.
- 8.7 Workshop Meetings  
Workshop meetings of the Board shall be at the call of the Chair for the purpose of spiritual retreats, Trustee orientation or Trustee in-service.
- 8.8 Special Meeting  
Special Meetings of the Board shall be held at the call of the Chair of the Board or at the written request of two members of the Board. The written request of every Special Meeting of the Board shall state all business to be transacted or considered. No other business shall be considered unless all the members of the Board are present and agree unanimously.
- 8.9 Electronic Meetings  
To ensure access to public meetings for Trustees and in accordance with Ontario Regulation 463/97 (Electronic Meetings) the Board shall provide for the use of electronic means for the holding of meetings.
- 8.9.1 At every meeting of the Board or Committee of the Whole Board, the following persons shall be physically present in the Boardroom at the Catholic Education Centre and so recorded in the minutes:
- i. At least one (1) additional member of the Board;
  - ii. The Chair of the Board, or designate; and
  - iii. The Director of Education of the Board or designate.
- 8.9.2 At every meeting of a committee of the Board, except Committee of the Whole Board, the following persons shall be physically present in the meeting room of the committee and so recorded in the minutes:
- i. The Chair of the committee, or designate; and
  - ii. The Director of Education of the Board or designate.
- 8.9.3 At the request of any Board member and/or student trustee, and with reasonable notice, the Board shall provide the member and or representative with electronic means of participating in one (1) or more meetings of the Board or of a committee of the Board, including a Committee of the Whole Board, except where to do so would not comply with sections 8.8.1 or 8.8.2.
- 8.9.4 A member of the board and/or student trustee of the Board, who participates in a meeting through electronic means shall be deemed to be present at the meeting and the minutes of the meeting shall record the member's presence through electronic means.
- 8.9.5 The electronic means shall permit the Board member and/or student trustee to hear and be heard by all other participants in the meeting.
- 8.9.6 The electronic means shall be provided in a way such that the rules governing conflict of interest of members are complied with.
- 8.9.7 Student trustees who are participating through electronic means shall not participate in any proceedings which are closed to the public.
- 8.9.8 Should there be technical difficulties and the electronic portion of the meeting is interrupted, discontinued or unavailable:
- i. Section 8.2 shall apply if there is no quorum;

- ii. The minutes of the meeting shall indicate the time of any electronic disruption, the name(s) of the member(s) absent for the disruption and the time that electronic means are restored, if the disruption is temporary; and/or
  - iii. The minutes shall record any member as absent if the member(s) is/are unable to electronically connect with the meeting for its entirety.
- 8.9.9 Members of the Board participating in Board meetings or meetings of a committee of the Board shall be governed by the rules of the Board related to the operation of Board or committee meetings.

## 9. Board Administration and Management

### 9.1 Officers of the Board – Duties, Rights and Responsibilities

#### 9.1.1 Chair of the Board

In addition to the duties and rights given elsewhere in these By-Laws, the Chair of the Board shall:

- i. Sign all minutes passed by the Board;
- ii. Have signing authority;
- iii. Participate in the formulating of Board agendas;
- iv. Enforce the rules of order when necessary;
- v. Lead the course of discussion to arrive at a decision but shall not participate in debate without leaving the Chair;
- vi. Attempt to foster an atmosphere of respect, courtesy and openness, in which the Board may effectively operate;
- vii. Encourage an interest in the whole school system;
- viii. Establish good relations with the public and the news media;
- ix. Confine himself/herself to statements of Board policy and interpretation hereof, and avoid presenting personal opinion;
- x. Accept responsibility, on behalf of the Board, for any and all Board decisions.

#### 9.1.2 The Vice Chair of the Board shall:

- i. Preside at any Board Meeting in the absence of the Chair and in the Committee of the Whole, In-Camera (Private Session) or when the Chair desires to leave the Chair in order to debate a question;
- ii. Perform all duties and carry out all responsibilities of the Chair of the Board with full authority during his/her continued absence;
- iii. Have signing authority.

#### 9.1.3 Director of Education and Secretary of the Board

In addition to the duties, rights and responsibilities set out in the Education Act and under the Board's terms of reference, the Secretary of the Board shall:

- i. Keep a full and correct record of the proceedings of every meeting of the Board in the Minute Book provided by the Board and ensure that the minutes, when confirmed, are signed by himself/herself and by the Chair or the presiding member;
- ii. Furnish the auditors with any papers or information in his/her power that may be required of him/her;

- iii. Issue verbal or written statements to the media on administrative matters coming under his/her duties and responsibilities. Media releases may be given in writing and a copy shall be kept in the Board files;
- iv. Have signing authority and shall be responsible for affixing the Seal of the Board to such instruments as require the same;
- v. In the absence of explicit direction, the Director of Education will carry out all administrative functions;
- vi. Have signing authority for all cheques in accordance with established procedures.

#### 9.1.4 Associate Director and Treasurer

In addition to the duties, rights and responsibilities set out in the Education Act and under the Board's terms of reference, the Treasurer shall:

- i. Receive and account for all school Board monies. Open an account or accounts in the name of the Board in such of chartered banks of Canada or in such other places of deposit, as may be approved by the Board;
- ii. Deposit all money received by him/her on account of the Board and no other monies, to the credit of such account or accounts;
- iii. Issue payments for goods and services acquired in accordance with Board policies and procedures;
- iv. Have signing authority for day-to-day banking and other business matters related to routine Board operations;
- v. Produce, when required by the Board or by auditors or by other competent authority, all documents and monies in his/her possession, power or control, belonging to the Board.

## **10. Signing Authority of the Board**

- 10.1 The signing officers of the Board shall consist of the Chair, the Vice Chair, the Director of Education and Secretary of the Board, the Associate Director and Treasurer, all Supervisory Officers, the Manager of Finance, the Manager of Facility Services and the Manager of Risk & Supply Chain.
- 10.2 Signatures may be affixed electronically.
- 10.3 Property transactions, such as deeds, transfers and conveyances; negotiable financial instruments such as mortgages, bonds and debentures; for and on behalf of the Board, shall be signed by the Director of Education and Secretary of the Board together with one of either the Associate Director and Treasurer; or, the Chair of the Board; or, the Vice Chair of the Board, in accordance with prescribed procedures and authorities.
- 10.4 With the approval of the Director of Education and Secretary of the Board, binding contractual agreements shall be signed by any two of the signing officers, as designated in 10.1.
- 10.5 The Director of Education and Secretary of the Board shall be responsible for affixing the Seal of the Board to such instruments which require the same.

## **11. Public Relations and Disposition of Complaints**

### 11.1 Public Relations

As representatives of the ratepayers, Trustees are answerable to the electorate for effective programs and efficient management of the school system. The Trustee must



therefore be sensitive to the demands and concerns of their public. The continued confidence of the public in the Board and in its education system will be measured by its public relations through a consistent approach to issues, by orderly communications and by equitable solutions. To this end, Trustees shall adhere to proper lines of communications and authority to ensure efficiency and fairness.

- 11.2 All formal news releases and public statements on behalf of the Board, shall be made by either the Chair of the Board or designate, or the Director of Education, or designate. Trustees shall exercise utmost caution and propriety when discussing sensitive matters with the media.
- 11.3 The media shall receive a full complement of meeting agenda, reports and correspondence, with the exception of material for meetings of the Committee of the Whole, In-Camera (Private Session). The agenda for Regular Board Meetings shall be posted to the Board website in advance of the meeting.
- 11.4 **Complaints**
  - 11.4.1 If a member of the Board receives a parental complaint, he/she shall note the particulars, but try, with tact and concern, to direct the parent back to the school.
  - 11.4.2 The Trustee shall refer the parent first to the teacher and to the principal concerned, then, if necessary, to the appropriate Superintendent and finally to the Director of Education if a satisfactory solution has not been achieved.
  - 11.4.3 The parent shall be given the assurance that he/she will be contacted further, but not necessarily by the Trustee.
  - 11.4.4 The matter shall be brought to the attention of the Director of Education.
  - 11.4.5 The Trustee shall avoid passing judgement.
  - 11.4.6 When a complaint or grievance is presented by an employee, Trustees shall direct that employee to take the matter to their immediate superior and through the appropriate channels as established by the Board's organizational chart or the employee's collective agreement.
  - 11.4.7 The Director of Education in receiving a complaint from a Trustee shall deal with the matter, inform the Trustee concerned of any action taken and report to the Board, if such is deemed necessary by either party.
  - 11.4.8 For matters not initiated by a ratepayer or employee but felt by a Trustee to warrant an inquiry or investigation, the Trustee shall discuss the matter with the Director of Education before the issue is placed before the Board.
  - 11.4.9 Individual Board members or groups of members shall not undertake any action, investigation or negotiation that may be construed as acting on behalf of the Board, except by explicit direction from the Board.

## Definitions

**Board** – In the context of 'the corporate Board' refers to the St. Clair Catholic District School Board, including Trustees and senior administration. In the context of 'the Board of Trustees' refers only to voting members, who are the appointed or elected Trustees of the Board.

**Committee** – Includes all ad hoc, legislative, or special committees duly constituted by the Board in accordance with this by-law.

**Chair** – Refers to the Chair of the Board or of a meeting (whichever context implies).

**Vice Chair** – Refers to the Vice Chair of the Board or of a committee (whichever the context implies).

**Member** – Refers to a voting member of the Board (elected or appointed trustees) or a member of a committee (whichever the context implies).

**Ex-officio Member** – Refers to a member of a committee, who is permitted, but not required, to act as a member of a committee. The ex-officio member is permitted to vote but is not counted in determining quorum.

**Committee Chair** – Refers to the Chair of a standing, ad hoc or special committee of the Board.

**Director** – Refers to the Director of Education and Secretary of the Board.

**Treasurer** – Refers to the Associate Director and Treasurer of the Board.

**Inaugural Meeting** – The first Board meeting held following a Municipal Election.

**Initial Meeting** – The first annual Board meeting held between elections.

**In-camera Meeting** – Meetings held in closed or private session. Such meetings are restricted by legislation to legal, personnel or property matters only.

**Vote** – The indicated preference of a Trustee in favour of, in opposition to, or abstaining from the question.

**Abstain** – Any trustee who chooses not to vote on a motion or resolution is said to ‘abstain from voting.’ Abstentions do not affect quorum. Quorum refers to the number of trustees who must be *present* in order to conduct normal business. Whether they abstain from voting on a particular motion or resolution makes no difference in establishing quorum.

**Resolution** – (i) A motion having been duly passed by trustees becomes a resolution of the Board; (ii) as a matter of formality, a motion may be made in the form of a resolution, which is always submitted in writing. Such a resolution is usually a public statement of the Board, which calls for some type of action, recognition or censure.

**Conflict of Interest** – The *Municipal Conflict of Interest Act* sets out three types of financial interest which must be declared by trustees. A conflict of interest arises where a trustee has a direct, indirect or deemed pecuniary interest that is before the Board of Trustees and that interest is not remote.

- i. Direct Interest – a trustee would have a direct interest, where the trustee himself or herself stands to benefit or suffer financially by a decision of the Board;
- ii. Indirect Interest – a trustee would have an indirect interest if the trustee is a shareholder, director or senior officer of a share or non-share corporation that has a pecuniary interest, or the member of a body that has a pecuniary interest, or is a partner or employee of a body that has a pecuniary interest;
- iii. Deemed Interest – a trustee would have deemed interest when the parent, spouse or child of the trustee, including daughter-in-law and/or son-in-law, has a direct or indirect pecuniary interest that is known to the trustee.



**Pecuniary Interest** – An interest in a matter that could monetarily affect the trustee, and includes direct, indirect or deemed pecuniary interest.

## **References:**

Education Act  
Municipal Conflict of Interest Act  
Municipal Elections Modernization Act  
Robert's Rules of Order