



Hastings and Prince Edward District School Board

BOARD POLICY # 2

Adopted	October 23, 2006
Last Revised	November, 2015
Review Date	November, 2018

GOVERNANCE BY-LAWS AND STANDING RULES

INTERPRETATION

In these by-laws and standing rules:

- a) "Board" means the Hastings and Prince Edward District School Board
- b) "chair" means the chairperson of the Board
- c) "member" means an elected member of the district school Board, including the chair
- d) "trustee" means an elected member of the Board
- e) "committee chair" means the chairperson of a standing, ad hoc or other special purpose committee
- f) "director" means the director of education, chief education officer, chief executive officer and secretary of the Board
- g) "treasurer" means the treasurer of the Board and chief financial officer
- h) "advance notice" excludes Saturday, Sunday and statutory holidays
- i) "closed session" means closed to the public
- j) "majority vote" shall be 50% plus one
- k) "past chair" is the immediate past chair
- l) "district" refers to the system organization

ARTICLE I: OBJECT

Being the rules governing the establishment and composition of the Board as provided for in the *Education Act* of Ontario and regulations made thereunder, which rules shall apply to the structure and proceedings of the Board until amended by resolution of the Board.

ARTICLE II: NAME

The official name of the corporation shall be Hastings and Prince Edward District School Board as confirmed by the *Education Act* and accompanying regulations.

ARTICLE III: JURISDICTION

The Hastings and Prince Edward District School Board shall have such jurisdiction in all areas commonly known as the counties of Hastings and Prince Edward, as provided for in the *Education Act* and its regulations.

ARTICLE IV: HEADQUARTERS

The headquarters of the Board shall be the Education Centre located at 156 Ann Street, Belleville, Ontario.

ARTICLE V: SEAL AND SYMBOL

The corporate seal and the official corporate logo are as approved by the Board and the seal shall bear the full official name of the corporation.

ARTICLE VI: BOARD OF TRUSTEES

The affairs of the corporation shall be governed by a Board of Trustees consisting of nine members elected in accordance with the *Municipal Elections Act* or as may otherwise be prescribed in Ontario regulations as provided for in the *Education Act*. In addition to the members elected above, the Council of the Mohawks of the Bay of Quinte may name one person to represent the interests of First Nations, Métis or Inuit students in the Board's schools and the Board shall appoint that person as a member of the Board

and the member so appointed shall be deemed to be an elected member of the Board, as provided for in the *Education Act*.

Up to two student Board members will be elected each year from the Student Senate to represent the interests of students on the Board. The student trustees are not members of the Board, but have responsibilities and entitlements as provided for in the *Education Act*.

Section 1: Disqualification of members

The reasons for which a member of the Board is automatically considered to have vacated an elected position include, but are not limited to, the following:

- a) the member is absent without being authorized in the minutes from three consecutive regular meetings of the Board; or
- b) the member ceases to hold residence requirements or any other qualifications required to act as a member of the Board.

Section 2: Vacancy in office—Board member

Any vacancy in the office of a Board member shall be filled in accordance with and subject to the limitations as provided for in the *Education Act*. Should the Board choose to fill the vacancy by appointment, the Board will do so according to the provisions of Board Policy # 3: Board Operations.

Section 3: Vacancy in office—chair, vice-chair or chair of standing committee

At the first regular meeting of the Board after a vacancy occurs in the office of chair, vice-chair or chair of a standing committee, the Board shall elect one of its members to hold the office until the Annual Board Meeting.

ARTICLE VII: MEETINGS OF THE BOARD

The meetings of the Board shall be held at the Education Centre, unless otherwise determined by resolution of the Board, or by the chair of the Board with the consent in writing, by electronic means or by voice, of a majority of Board members.

Section 1: Electronic meetings

It may be necessary from time to time for certain members of the Board to participate in a Board or committee meeting by electronic means. In such case, participation by electronic means shall be according to the provisions of Board Policy # 3: Board Operations.

Section 2: Annual and initial meetings

2.1 Annual meeting

The annual meeting of the Board shall be held on the first Monday in December or on a date and time agreed to by a majority of Board members, or as provided for in legislation or regulation. At the appointed hour, the director shall call the meeting to order and shall preside until a chair has been elected as described in the election process contained in subsection 2.5 below.

2.2 Initial meeting

In December following a municipal election, the director of education shall first read into the record the official returns from the designated election officer or officers, whereupon the elected members shall take their places and subscribe to declarations of office and oaths of allegiance as provided for in legislation.

2.3 Business of the Board at the initial/annual meeting

At the annual or initial meeting of the Board, the Board shall:

- a) elect a chair;
- b) elect a vice-chair;
- c) approve Board member representation on Board committees;
- d) elect chairs for standing committees;
- e) elect a sixth member to the Executive Committee, if required; and
- f) pass a resolution to destroy all ballots when the elections are completed and the results declared.

2.4 Application of the election process

- a) The election process described in subsection 2.5 below will be followed to elect the chair and vice-chair of the Board.
- b) The same process will be followed to elect committee chairs except where the committee chair is designated by these by-laws.
- c) Where it has been determined that selection to committee membership or as a Board representative is by means of an election, this process shall be followed.

2.5 Election Process

- a) Until the chair is elected, the director of education shall preside at the initial or annual meeting of the Board.
- b) The director of education shall appoint scrutineers to conduct the election as necessary, but not fewer than two.
- c) Nominations shall be received from the floor and shall be seconded. A member may move or second his or her own nomination. In the event a member nominated for office is not present, the nominator or nominators shall satisfy the presiding officer that the member's consent to nomination has been obtained. Nominees shall be afforded up to two minutes to address colleagues as to why they are standing for office.
- d) The vote shall take place by closed ballot. Election shall require a majority of the valid votes cast.
- e) All Board members shall record the name of a valid candidate of his/her choice (one choice only) on the designated ballot.
- f) Scrutineers will collect the ballots, count them and report the recorded results to the director.
- g) The director shall announce the results of the vote for the chair, but shall not declare the count. The chair shall announce the results of the votes for all subsequent offices, but shall not declare the count.
- h) The member receiving the votes of the majority of the Board members present shall be declared elected.
- i) If no member receives a clear majority, a second ballot shall be held. The names of the candidates shall be announced in order of the number of votes cast, beginning with the highest.
- j) Should no member receive a clear majority on the second ballot, the name of the person receiving the fewest votes shall be dropped from the ballot and the members shall vote again and so continue until a member receives a majority vote.
- k) Where a tie vote occurs after the second ballot during an election, the members involved shall draw lots to fill the position.
- l) Following the election of the chair and vice-chair of the Board, the chair shall bring forward a recommendation to the full Board for approval of Board members representation on standing and other committees. Following the approval, elections will be held for the chair and vice-chair of each of the standing committees (in accordance with the elections process identified in 2.5 a-k.) in a municipal election year, the Board shall also elect the representative to the Ontario Public School Boards' Association Board of Directors.
- m) By resolution of the Board or committee, all ballots shall be destroyed after the elections have been completed and the results declared.

Section 3: Designate

A presiding officer/temporary chair, designated by the chair of the Board, in consultation with members of the Executive Committee, when both the chair and vice-chair cannot be present at a regular or special meeting. In the event the chair was unable to designate a temporary chair, the members will designate the temporary chair by electing one of themselves.

Section 4: Regular meetings

Unless otherwise directed by resolution of the Board, the regular meetings of the Board shall be held on the fourth Monday of each month, except July and August, commencing in closed session at 6:00 p.m. followed by an open public session at 7:00 p.m. The following exceptions will apply:

- a) where a meeting would fall on a recognized statutory holiday, it shall be held on the following Tuesday;
- b) during July and August, meetings of the Board shall be held at the call of the chair as required, or as pre-determined by resolution of the Board;
- c) in June, the regular meeting shall be held on the third Monday evening, to permit trustee attendance at school graduations.

4.2 The times and sequencing of public and closed session Board meetings may be varied in advance of the meeting by the chair, or in the chair's absence, vice-chair or designate, provided that each Board member be given advance notice of such change 72 hours in advance of the meeting by either email or notice delivered to his or her official address. The public shall be given advance notice on the Board's web site at least 72 hours in advance of the scheduled meeting.

4.3 The director shall notify each Board member of regular meetings of the Board, either by email or written advance notice delivered to his or her official address, at least 24 hours in advance of the meeting, together with the agenda for such meeting and, when possible, all reports and other written documentation to be considered.

4.4 The agenda for the regular meetings of the Board shall be in the order set out in subsections 4.5 and 4.6 below. The chair may alter the regular patterns of business as circumstances warrant, subject to confirmation by the Board under the item "approval of agenda".

4.5 Closed session

Call to order

Delegations/presentations
Approval of agenda
Approval of minutes
Business arising from the minutes

Recommendations

Reports from committees

Information

Report from chair
Report from committee chairs
Report from staff
Questions, reports and proposals from trustees

Correspondence

Motion to rise and report

4.6 Public session

Call to order

Character Attribute Moment of Reflection
Delegations/presentations
Approval of agenda
Approval of minutes
Business arising from the minutes

Report from the closed session

Recommendations

Reports from committees

Information

Calendar of events

Report from chair

Report from committee chairs

Report from staff

Questions, reports and proposals from trustees (including “notices of motion”)

Correspondence

Adjournment

Section 5: Special meetings

Special meetings of the Board shall be held at the call of the chair, or at the written request of at least five members filed with the director, subject to confirmation that a quorum will be present. The notice of every special meeting shall state all the business to be transacted or considered and no other business shall be considered unless all members of the Board are present and consent.

At least 48 hours, advance notice of all special meetings shall be given to each member by email or written notice at his or her official address except when an extenuating circumstance imposed on the Board requires immediate action.

Section 6: Access to meetings

Meetings of the Board and its committees shall be open to the public with the exception of meetings dealing with:

- a) the security of the property of the Board;
- b) 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 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; and
- e) litigation affecting the Board.

Recommendations from any closed session of an ad hoc or standing committee meeting shall be forwarded to the closed session of the Board. The report of the closed session of the Board shall be presented to the public Board meeting for consideration.

No person shall be excluded from a meeting that is open to the public except for improper conduct as determined by the presiding officer.

Section 7: Board quorum

The presence of a majority of all the members constituting a Board is necessary to form a quorum. As soon after the time of meeting as a quorum is present, the presiding officer shall call the members to order.

Section 8: Committee quorum

A quorum of any committee shall consist of 50% of the members.

Section 9: Delegations and presentations

The Board shall hear delegations and accept presentations according to the provisions of Board Policy No. 3 Board Operations.

Section 10: Adjournment

At 11:00 p.m. the chair shall interrupt any item under discussion and conduct a vote on whether to continue the meeting. Board members will vote on a motion to continue the meeting, which may limit the continuation to the item under discussion, or may specify additional agenda items, or a time for adjournment. The meeting will adjourn unless there is majority consent from those present to continue.

The chair shall declare a meeting adjourned when:

- a) there is no other business to be transacted;
- b) the chair observes lack of quorum; or
- c) a motion to adjourn has been adopted by the Board.

During the course of a meeting, the chair may declare one or more recesses of up to 15 minutes, which shall not be construed as adjourning the meeting.

ARTICLE VIII: OFFICERS

The officers of the corporation shall be:

- a) chair
- b) vice-chair
- c) director of education
- d) treasurer

The director of education shall be the chief education officer, chief executive officer and secretary of the Board.

The superintendent of Business Services shall be the chief financial officer and the treasurer of the Board.

Section 1: Duties of officers**1.1 The chair**

The duties of the chair are set out in Board Policy #10: Duties of the Board chair and vice-chair.

1.2 The vice-chair

The duties of the vice-chair are described in Board Policy #10.

1.3 The director shall, as secretary of the Board

- a) collaborate with the chair and the Executive Committee in the preparation of agendas for meetings of the Board and ensure the preparation of timely and accurate staff reports as may be required;
- b) provide advice and assistance to the chair and members as required during meetings;
- c) ensure that the decisions and the policies of the Board are implemented;
- d) be responsible for circulating notices, agendas, reports and minutes of meetings to the Board and others who are entitled to receive such materials;
- e) ensure that accurate minutes are prepared of all Board meetings and that the minutes, when approved are signed by the chair or presiding member and are safeguarded in a book provided for that purpose; and
- f) produce the minute book at any reasonable time during normal business hours to anyone entitled to see the minute book.

1.4 The treasurer shall

- a) receive and account for all money of the Board and deposit all money received on account of the Board into a bank account or accounts opened in the name of the Board in such place of deposit as may be approved by the Board;
- b) disburse all money as directed by the Board in accordance with the annual budget plan or by other resolutions or directions;

- c) prepare and submit to the Board or a committee(s) of the Board such financial reports as the Board may direct by policy or by resolution; and
- d) produce, when required by the Board, the auditors, or other competent authority, all papers and money in the treasurer's possession, power or control belonging to the Board.

Section 2: Signing officers

The signing officers of the Board for official purposes shall be one of the chair or the vice-chair and one of the director of education, treasurer of the Board, or one other member of senior administration duly designated by the director of education.

For current accounts, digital signatures of the chair and one of the officers identified above may substitute for the actual signatures of the officers previously named.

ARTICLE IX: COMMITTEES

The Board may establish by resolution such standing, special purpose and ad hoc committees as it deems appropriate or as required under legislation or through contractual obligations, and subject to any relevant legislation or contract:

- a) determine their composition and the manner of selecting chairs and members;
- b) fix their terms of reference, reporting relationships and expected date of completion of mandate;
- c) alter their composition, terms of reference, reporting relationships and expected date of completion of mandate, as it may deem appropriate from time to time; and
- d) dissolve committees.

Section 1: Board committees

Board policy related to standing committees, statutory committees, legislated committees and ad hoc committees is set out in Board Policy #11: Committees of the Board.

Section 2: Board member representation on committees

Each November Board members shall indicate to the Board chair the standing and statutory committees on which they wish to serve for the following calendar year. The chair shall bring forward a recommendation to the full Board for approval at the initial/annual meeting held in December.

Section 3: Ontario Public School Boards' Association Board of Directors representative

The Ontario Public School Boards' Association (OPSBA) Board of Directors representative and alternate shall be elected at the June Board meeting in non-election years. In an election year, the OPSBA Board of Directors representative and alternate shall be elected at the initial meeting of the Board. Board policy related to support of the role of the Ontario Public School Boards' Association is described in Board Policy #12: Board Representatives on External Committees.

Section 4: Appointment of representatives to other organizations

The Board may from time to time appoint one or more representative to other organizations in the community at the request of those groups.

ARTICLE X: RULES OF ORDER

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of the Board in all cases to which they are applicable and in which they are not inconsistent with the Board's by-laws, approved special rules of order and the *Education Act*.

ARTICLE XI: AMENDMENTS TO BY-LAWS

The by-laws and rules that are governed by statutes and regulations made thereunder are not subject to amendment that would subvert or conflict with the statute or regulation.

No amendment, alteration or addition to the by-laws shall be made unless due notice thereof in writing setting forth the proposed amendment, alteration or addition, shall have been given at a meeting previous

to that at which the proposed change comes before the Board for consideration. The amendment, alteration or addition must then be confirmed by a two-thirds majority of all members of the Board present at that meeting.

ARTICLE XII: POLICIES

Policies may be made under these by-laws, including a policy to define the process for making policy under these by-laws. The process for making policy is described in Board Policy #7: Board Policy Development and Review.

No new policy or amendment, alteration or addition to a policy made under this by-law shall be made unless due notice is given in writing setting forth the proposed new policy, amendment, alteration or addition at a meeting previous to that at which the proposed change comes before the Board for consideration. The new policy or amendment, alteration or addition to a policy must then be confirmed by a majority of all members of the Board present at that meeting.

ARTICLE XIII: BORROWING BY-LAWS

From time to time the Ministry of Education requires school boards to establish long term financing arrangements through the Ontario Financing Authority for multi-stage projects. The Ministry of Education funds the interest costs associated with this borrowing and requires that boards authorize the long term financing through borrowing by-laws.

Legal References

- *Education Act*, s. 55 Student Trustees; Part VI Boards—Duties and Powers; Part VII Board Members – Qualifications, Resignations and Vacancies
- *Municipal Conflict of Interest Act*
- *Municipal Freedom of Information and Protection of Privacy Act*
- *Ontario Regulation 463/97* Electronic Meetings
- *Ontario Regulation 7/07* Student Trustees

Board References

- Board Policy Handbook
- Form F002-1: Parliamentary Procedure

Resources

The current edition of *Robert's Rules of Order Newly Revised*