

BOARD GOVERNANCE AND OPERATIONS

Purpose

These Board governance and operations procedures have been prepared and accepted by the Board in order that the business of the Board can be conducted in an orderly and efficient manner.

Application

1. The Board shall conduct itself in accordance with the *School Act*, provincial and federal legislation and regulations, and the procedures outlined in this policy.
2. These procedures shall apply to:
 - 2.1 All regular and special meetings of the Board.
 - 2.2 All activities and actions of the Board.

Definitions

Board, or, the Board	the Board of Trustees of the Holy Spirit Roman Catholic Separate Regional Division No. 4
Chair, or, Board Chair	the Chairperson of the Division
Chairperson	the Chair of a Board committee
Division, or, the division	the Holy Spirit Roman Catholic Separate Regional Division No. 4
Holy Spirit Catholic Schools	the popular, or common, name of the division
In private	term used in the act to describe a closed or Committee of the Whole meeting.
Quorum	a majority of the number of trustees specified by the minister to be elected to the Board.
School Act, or, the Act	the School Act, RSA 2000, of the province of Alberta
Superintendent	the Superintendent of Schools

1. Board Meetings

1.1 Organizational Meeting

- 1.1.1 The organizational meeting shall be held in either October or November each year and in accordance with the provisions of Section 64 of the School Act.
- 1.1.2 The Secretary-Treasurer will call the meeting to order and preside as chair until a Board Chair is elected, at which time the meeting will be turned over to the newly elected Board Chair.
- 1.1.3 The agenda for the organizational meeting shall include, but not be restricted to, the following:
 - 1.1.3.1 Election of Board Chair.
 - 1.1.3.2 Election of Vice Chair.
 - 1.1.3.3 Review and / or create standing or ad hoc committees of the Board, as deemed appropriate.
 - 1.1.3.4. Appoint Board representatives to the various committees.
 - 1.1.3.5 Review the schedule for regular meetings, and any additional meetings.
 - 1.1.3.6 Review Board members conflict of interest stipulations and determine any disclosure information requirements.
 - 1.1.3.7 Other organizational items as required.
- 1.1.4 All votes for the position of Board Chair and Vice Chair shall be conducted by secret ballot unless there is unanimous agreement among trustees to use a show of hands.

1.2 Regular Meetings of the Board

- 1.2.1 All regular meetings will be held in accordance with Sections 66, 68, 69, 70, 71, 72, 73 and 74 of the School Act.
- 1.2.2 The regular meetings of the Board shall normally be held on the fourth Wednesday of each month. Alternate dates may be established in months that experience holidays or other potential conflicts. Meetings will be held in July and August as required.
- 1.2.3 The regular meetings may only be extended past 9:00 p.m. with a resolution passed by a simple majority of trustees in attendance.
- 1.2.4 The date of a regular meeting can only be changed at a regular or special meeting by a resolution passed by a simple majority of trustees in attendance.
- 1.2.5 Unless explicitly stated by the School Act, meeting procedures will be held in accordance with Roberts' Rules of Order.
- 1.2.6 Any trustee may submit a Notice of Motion to be presented at the next regular meeting of the Board. The Notice of Motion shall include in writing the wording of the motion, or the intent of the motion, and any supporting documentation. The actual wording of the motion must appear in the agenda package of the next regular meeting.
- 1.2.7 All meetings of the Board shall be held in public unless a majority of the trustees present are of the opinion that it is in the public interest to hold the meeting, or part of the meeting, in private.

- 1.3 Special Meetings of the Board
 - 1.3.1 Occasionally, unanticipated or emergent issues require the immediate attention of the Board. In such cases a special meeting of the Board will be held to deal with emergent issues in accordance with the provisions of Section 67 of the School Act.
 - 1.3.2 Special meetings will normally be held with the Superintendent and Secretary-Treasurer in attendance.
 - 1.3.3 The Secretary-Treasurer or the Board Chair will ensure that the appropriate notice is given or alternatively ensure that every trustee waives the requirement of notice.
- 1.4 In-Private Meetings of the Board (Committee of the Whole)
 - 1.4.1 The Board may hold a meeting, or part of a meeting in private, to discuss sensitive issues where a majority of the trustees are of the opinion that it is best to do so. An in-private meeting will be held in accordance with Section 70 of the School Act.
 - 1.4.2 The Board does not have authority to pass by-laws or resolutions while in private with the exception to return to the public meeting. The resolution shall be recorded in the minutes of the Board.
 - 1.4.3 Meetings held in private will generally be held to discuss sensitive matters pertaining to:
 - 1.4.3.1 Individual students.
 - 1.4.3.2 Individual Board employees.
 - 1.4.3.3 Collective bargaining/contract negotiations.
 - 1.4.3.4 Acquisition or disposal of real property.
 - 1.4.3.5 Litigation brought before or against the Board.
 - 1.4.3.6 To review and consider legal advice, client — solicitor privilege.
 - 1.4.3.7 Other matters that the majority of the trustees feel would be best discussed in private.
 - 1.4.4 Trustees and other persons attending a private meeting of the Board shall not discuss the details of the meeting. All discussion is, and shall be, confidential.
 - 1.4.5 The Board may invite staff members or any other to attend an in private meeting at its discretion.
- 1.5 Delegations to Board Meetings
 - 1.5.1 The Board will receive representation and delegations from parents, staff or other interested persons provided that the item has been placed on the agenda or has received the approval of the Board. Such presentations will normally be held at a regular public meeting unless there is a reason to hold a portion in private. If the Board is of the view that an emergency situation exists, the following procedures may be modified by means of a board motion.
 - 1.5.2 Individuals or groups wishing to make a presentation to the Board shall be advised that a maximum of fifteen minutes will be provided.

1.6 Members of the Public

- 1.6.1 Individuals or groups wishing to make a formal presentation to the Board must provide a written request along with supporting documentation to the Superintendent not later than eight calendar days prior to the meeting as which the presentation is to be made.
- 1.6.2 The written request must identify the spokesperson and provide the terms of reference for the presentation.
- 1.6.3 The Superintendent will inform the designated spokesperson of the time and place of the meeting and provide a copy of the Board's procedures regarding presentations.
- 1.6.3 The Board will not debate or make a decision on a matter presented to it at the meeting, unless it is deemed critical by the majority of the Board.
 - 1.6.3.1 Questions of clarification directed through the Board Chair may be asked of the spokesperson or of the Superintendent. The Superintendent may refer the question to the appropriate senior administrator.
 - 1.6.3.2 For matters requiring further Board deliberation, the Superintendent will be required to prepare a recommendation for the consideration of the Board at the next regular meeting.
 - 1.6.3.3 The Superintendent shall be responsible for informing the spokesperson of the decision of the Board regarding items raised in the presentation.

2. Agenda, Minutes and Records

2.1 Agenda

- 2.1.1 The Superintendent, in consultation with the Board Chair and Vice Chair, shall develop the agenda for all Board and committee meetings.
- 2.1.2 Board members wishing to have an item placed on the agenda must inform the Board Chair not later than eight working days prior to the meeting.
- 2.1.3 The Superintendent shall prepare and include supporting material and, when appropriate, provide an administrative recommendation for each action item on the agenda.
- 2.1.4 The Superintendent shall ensure that the agenda, and supporting material, is prepared and available to all trustees on the Friday prior to the regular Board meeting.
- 2.1.5 Copies of the agenda will be distributed in advance of the Board meetings to each school principal, school council, news media and relevant stakeholders.
- 2.1.6 The Board may amend the Board agenda by majority vote.

2.2 Minutes

- 2.2.1 A record of all proceedings of the Board and of Board meetings shall be taken and maintained by the Board secretary.
- 2.2.2 The Secretary-Treasurer shall ensure that the minutes are maintained in a safe and secure manner and appropriate back up procedures are undertaken.

- 2.2.3 The draft minutes shall be provided, along with the agenda, to each trustee for adoption at the next regular meeting.
 - 2.2.4 The Board Chair shall sign the minutes upon their adoption and the Secretary-Treasurer shall initial every page prior to signing and filing them in the official minute book.
 - 2.2.5 The Secretary-Treasurer shall arrange for all copies of the adopted minutes to be made available, via the division web page, to all school principals, news media, and relevant stakeholders.
 - 2.2.6 The Superintendent shall prepare a summary known as “Board Meeting Briefs” within two weeks of the Board meeting for distribution to school communities.
3. Board Member Orientation
- 3.1 The Board Chair and the Superintendent will organize an orientation workshop for newly elected trustees that will provide information on:
 - 3.1.1 Role and responsibilities of the trustee.
 - 3.1.2 Role of the Board.
 - 3.1.3 Role of the Superintendent as the chief executive officer of the Board.
 - 3.1.4 Evaluation of the Board.
 - 3.1.5 Role of the Board Chair.
 - 3.1.6 Method of operation of the Board.
 - 3.1.7 Policies of the division.
 - 3.1.8 Facilities overview of the division
 - 3.1.9 Problems and issues in the division.
 - 3.1.10 Other relevant information as required.
 - 3.2 Financial support will be provided for newly elected trustees to attend orientation seminars sponsored by the ASBA and/or ACSTA.
 - 3.3 In the interim between the election date and the actual assumption of office, newly elected trustees will be:
 - 3.3.1 Invited to attend all meetings and functions of the Board, including study sessions.
 - 3.3.2 Provided access to the secure Board trustee section of the division’s website to review materials such as:
 - 3.3.2.1 Board policy manual.
 - 3.3.2.2 Information about policy development.
 - 3.3.2.3 Annual report of the division.
 - 3.3.2.4 Pertinent sections of provincial legislation.
 - 3.3.2.5 Pertinent financial records, including the current budget.
 - 3.3.2.6 Organizational chart of the division.
4. Trustee Honoraria and Expense Reimbursement
- 4.1 Trustees will be required to attend various conferences, conventions, workshops, and meetings in their capacity as school trustees.

- 4.2 Rates for trustee honoraria and expenses will be established annually as a component of the budget process and attached as an appendix to the policy manual.
 - 4.3 Each trustee will be responsible for his/her own expenses and will be required to stay within the individual budgeted amounts.
 - 4.4 Trustees will not be eligible to claim for travel within their own ward, with the exception of Ward 5, where travel between the town sites of Taber and Bow Island are eligible for reimbursement.
 - 4.5 The trustee monthly expense report shall be public information and shall be available upon request.
 - 4.6 A trustee performing roles with affiliated organizations, or acting as a representative of the Board, where expenses are not reimbursed, shall bring these to the Board for approval and inclusion in the "Board Representative to External Publics" budget.
 - 4.7 A claim form, "Remuneration and Travel Expense," has been adopted for use by trustees and is included in the forms manual.
 - 4.8 Trustees must submit expense claims no later than 60 days following the completion of incurring the expenses.
 - 4.9 Requests for reimbursements for expenses incurred up to, and including, August 31 of each year must be submitted by September 10.
 - 4.10 The Secretary-Treasurer shall review, for coding purposes, the trustees' remuneration and expense claims, and forward them to the Vice Chair.
 - 4.11 The Vice Chair will review all trustee expense claims.
 - 4.12 The Board Chair will review any trustee claim beyond the defined guidelines and shall either approve or deny the claim.
 - 4.13 The Vice Chair will rule in those cases where the claim is that of the Board Chair.
 - 4.14 The Board will act as the appeal body should a disagreement or a difference of interpretation arises on any matter referred to it in regard to trustee remuneration and/or expenses.
5. Hospitality
- 5.1 Hospitality is the provision of food, beverage (alcohol) and other amenities at public expense for the work of the Division.
 - 5.2 Hospitality is generally provided when the event involves participants from outside the division.
 - 5.3 Hospitality may be extended in an economical and consistent manner when:
 - 5.3.1 It can facilitate Division business.
 - 5.3.2 It is considered desirable as a matter of courtesy or protocol.
 - 5.3.3 Honoring staff for long service.
 - 5.3.4 Conducting business with members of government, community or private sector

- 5.3.5 Other hospitality functions as approved by the Superintendent of Schools or designate, providing they conform to the rules listed above.
- 5.4 Prior written approval from the Superintendent of Schools or designate is required for all hospitality events where alcohol is served.
- 5.5 If alcohol is provided at a hospitality event, it should be provided in a responsible manner, e.g. food must always be served when alcohol is available.
- 5.6 Hospitality events shall not be funded through school generated funds.
- 6. Signing Officers of the Board
 - 6.1 The Board Chair, the Vice Chair, the Superintendent, and the Secretary- Treasurer shall be the cheque-signing officers.
 - 6.2 The Superintendent, or designate, shall have the authority to sign all legal documents and contracts, valuing no more than \$250,000, for the term of the contract, on behalf of the Board.
 - 6.3 The use of an approved cheque-signer with the signature of the Board Chair and Secretary-Treasurer shall be authorized for all financial documents.
 - 6.4 The Superintendent and the Secretary-Treasurer shall be permitted to sign manual cheques for:
 - 6.4.1 Salary.
 - 6.4.2 Substitute teacher salary.
 - 6.4.3 Receiver General.
 - 6.4.4 Staff benefits.
 - 6.4.5 Those expenditures required when the Board Chair and Vice Chair are not available.
 - 6.5 All other manual cheques will be signed by the Secretary-Treasurer and either the Board Chair or the Vice Chair.
 - 6.6 The Superintendent and the Secretary-Treasurer shall have signing authority to the safety deposit box.
- 7. Banking Services
 - 7.1 The Board will undertake an assessment of the suitability of the financial institutions with which it does business every three years.
 - 7.2 The Superintendent shall provide the Board with a recommendation for the selection of a bank and depository of funds.
 - 7.3 Once the selection has been made, the Superintendent will ensure that the necessary details are addressed.

Legal Reference: *Division 2: Operations and Management (Section s59-79, School Act)*