

Public Schools Branch
BOARD GOVERNANCE PROCEDURE

BOARD OF TRUSTEE MEETING PROCEDURES	
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1.0 PURPOSE

- 1.1 The *Education Act* and Education Authority Regulations provide that the Board shall establish policies respecting the conduct of its meetings.
- 1.2 The meeting procedures of the Board are to ensure that the duties vested in the Board are accomplished in an orderly, effective and efficient manner, while maintaining the principles of democracy.

2.0 DEFINITIONS

- 2.1 Abstention - the refusal to vote on a motion or refusal to vote based on a reported conflict of interest which shall be noted in the official record of a vote.
- 2.2 Board - the Public Schools Branch Board of Trustees.
- 2.3 Board Office - the administrative offices of the Public Schools Branch.
- 2.4 Ex-officio - a person who is a member of the Board or a Board committee by virtue of the office he/she holds. Unless otherwise stated, an ex-officio member is not granted voting privileges and is not counted in the quorum.
- 2.5 Director - the Director of the Public Schools Branch.
- 2.6 Quorum - fifty percent plus one of the current Board of Trustees membership.

3.0 MEETINGS

3.1 Annual Public Meeting

- 3.1.1 The Board shall hold an annual public meeting prior to the submission of its annual report to the Minister.

3.2 Regular (Public) Meeting

- 3.2.1 A meeting schedule of the Board, including the location of the meetings, shall be established by the Board. The meeting schedule will be posted on the Public Schools Branch website. Each public board meeting will be advertised on the PSB website, its social media platforms and internal newsletters at least 10 days prior to the meeting. The meeting agenda will be posted on the PSB website prior to the meeting.
- 3.2.2 The Board's public meetings will normally be held during the period of September to June, inclusive, of each calendar year. Special meetings may be held during July and August in accordance with the procedures required for holding special meetings.
- 3.2.3 The public meetings are composed of all Trustees, the Director and other staff as determined by the Director.

3.3 Committee of the Whole Meeting

- 3.3.1 The Board may meet privately in committee of the whole for work or discussion sessions.
- 3.3.2 The purpose of meeting as committee of the whole includes:
 - a) Considering matters related to personnel or students; and
 - b) Considering matters where, in the opinion of the Board, it is in the public interest to have the matters discussed in private (e.g.

committee reports, negotiations, litigation, security issues, personal or financial information about a member, etc.)

- 3.3.3 When a committee of the whole meeting is scheduled immediately before a public board meeting, the committee will endeavor to rise promptly at the scheduled time for the public session. If the committee has not completed its agenda by that time, it will reconvene at an agreed upon time.
- 3.3.4 During a public meeting, a motion "that the Board resolve into committee of the whole" must be duly moved and seconded and requires a majority vote for adoption.
- 3.3.5 During a committee of the whole meeting, the Board has no power to approve a policy or a motion at the meeting with the following exceptions:
 - a) On matters affecting individual students or individual employees; and
 - a) To pass a motion necessary to revert to an open meeting.
- 3.3.6 The committee of the whole is composed of all Trustees, the Director, and other staff as determined by the Director.
- 3.3.7 Motions will be recorded.
- 3.3.8 No minutes shall be recorded.

3.4 Special Meeting

- 3.4.1 A special meeting of the Board can be called by the Board Chair to deal with one or more items specified as the reason for the meeting being called. The meeting is open to the public and public notice will be given seven (7) days prior to the meeting, where possible. In the case of an emergency, no prior notice is required.

3.5 Cancellation of Meetings

- 3.5.1 The Board Chair and the Director will consult and determine if a scheduled meeting must be canceled or rescheduled.

4.0 TRUSTEE ATTENDANCE

- 4.1 Trustees are expected to attend Board meetings.
- 4.2 A Trustee may be disqualified, in accordance with the *Education Act*.
- 4.3 Regrets or electronic attendance requests should be communicated to the Board Chair or Confidential Secretary as soon as possible before the meeting date.
- 4.4 Electronic attendance at a meeting is permitted, at the discretion of the Board Chair.
- 4.5 Quorum can be achieved among Trustees attending the meeting in person or virtually.
- 4.6 Trustees attending a meeting in person or virtually are eligible to vote on motions.
- 4.7 Trustees not in attendance, are not eligible to submit or proxy a vote on a motion.

- 4.8** It is expected that Trustees attending a meeting virtually will be visible on screen, if possible and participate in a place where they are free of interruption and can ensure confidentiality, if necessary.

5.0 PRESENTATIONS FROM THE PUBLIC AT PUBLIC BOARD MEETINGS

- 5.1** A member of the public or person representing an organization may request to make a presentation to the Board. Depending on the nature of the presentation, a request to make a presentation to the Board may be redirected to the Director of the Public Schools Branch, at the discretion of the Board Chair.
- 5.2** A prospective speaker shall submit a written request to the Board Chair via the Confidential Secretary at least seven (7) working days prior to the date set for the board meeting.
- 5.3** A speaker will be advised no later than four (4) calendar days prior to the meeting whether or not the request has been approved for inclusion on the public agenda. The speaker will also be advised of the time allotted for the presentation.
- 5.4** There will be a maximum of 30 minutes during a public board meeting made available for approved presentations.
- 5.5** Requests should include:
- a) Name of the individual and/or organization;
 - b) Contact person;
 - c) Telephone number and e-mail address;
 - d) A copy of the presentation or the topic and content of the issue to be addressed;
 - e) Desired outcome; and
 - f) Time required for the presentation.
- 5.6** Presentations should be concise, limited to the issue, and contain a proposed resolution, if appropriate. A group or organization shall be required to have one designated speaker. The Board shall recognize only the spokesperson as the representative of a group or organization.
- 5.7** All speakers shall be required to follow an appropriate code of conduct.
- 5.8** Attacks on the personal character or an individual's performance shall be ruled out of order. Persistence in such remarks shall terminate the speaker's privilege to address the Board at that meeting. The speaker's privilege to address the Board at subsequent meetings may also be terminated by the Board Chair or by majority vote of the Trustees.
- 5.9** During the public meeting, the speaker will be called on by the Board Chair to make the presentation.
- 5.10** Trustees may ask questions for clarification. The Board will consider the presentation and respond, if required, at a later time.

6.0 BOARD CHAIR AND VICE CHAIR SELECTION

- 6.1 To select a Board Chair and Vice Chair among its members, Trustees interested in the positions will identify themselves to the Confidential Board Secretary prior to the Committee of the Whole meeting where the selection will take place.
- 6.2 The Director will appoint a staff member to preside over the selection of the Board Chair and Vice Chair.
- 6.3 The selection of the Board Chair will take place first and the selection of the Vice chair will follow.
- 6.4 At the selection meeting, Candidates vying for the positions will get an opportunity to speak to the other Trustees prior to the vote.
- 6.5 Trustees will take part in two rounds of voting by ballot, if there are more than two candidates. The top three candidates with the most votes in the first round proceed to the second round. The candidate with the most votes in the second round is selected.

7.0 ROLES AND RESPONSIBILITIES AT BOARD MEETINGS

The roles and responsibilities for the Board Chair, Vice Chair and other Trustees are outlined in the Board Governance policies and the *Education Act*. In addition to the roles and responsibilities noted above, the Board Chair, Vice Chair and other Trustees have additional responsibilities with respect to conduct at board meetings.

7.1 Board Chair

- 7.1.1 The Board Chair shall preside over public, special and committee of the whole meetings of the Board and shall:
 - a) Monitor compliance of the Board's meeting procedures;
 - b) Maintain order and preserve decorum and may, if necessary, call any person in attendance to order;
 - c) Implement the tenets of a brave space and guiding discussions toward a common path forward while:
 - valuing diverse experiences and perspectives;
 - setting expectations and ground rules for conversations;
 - differentiating between discomfort and harm;
 - creating time for Trustees to personally connect with each other;
 - encouraging compassion and empathy among Trustees;
 - and working toward positive solution building.
 - d) Decide points of order without debate or comment other than to state the rule applicable to the case;
 - e) Determine which Trustee has a right to speak;
 - f) Ensure that all Trustees who wish to speak on a motion have spoken, that Trustees are ready to vote and shall subsequently call the vote;
 - g) Rule when a motion is out of order or is not reflective of the Board's role; and

- h) Exclude any person who creates any disturbance or acts improperly.

7.1.2 The Board Chair can participate in debate and can vote on any motion.

7.2 Vice Chair

7.2.1 The Vice Chair shall act as the Board Chair in the absence of the Chair and shall have all the powers and shall perform all the duties of the Chair during the absence.

7.2.2 In addition, the Vice Chair shall:

- a) Assist the Board Chair in establishing agendas and meeting material for board meetings
- b) Assist the Board Chair to develop and implement processes and practices that support the deliberation of the Board in order that the Board may diligently fulfill its duties and conduct its work effectively and efficiently.

7.3 Trustee

7.3.1 When a Trustee wishes to speak at a Board meeting the Trustee shall obtain the approval of the Board Chair before doing so.

7.3.2 When a Trustee is speaking other Trustees shall:

- a) Remain quiet and seated;
- b) Not interrupt the speaker, except on a point of order; and
- c) Not carry on a private conversation in person, or on an electronic device.

7.3.3 When a Trustee is speaking, the Trustee shall:

- a) Speak respectfully of others, present or otherwise;
- b) Not reflect on any vote of the Board except when moving to rescind it, and not reflect on the motives of the Trustees who voted on the motion, or the mover of the motion;
- c) Not immoderately raise his voice or use offensive language or gestures; and
- d) Assume personal responsibility for the accuracy of any statement made and, upon request of the Board, shall give the source of the information.

7.3.4 Implement the tenets of an accountable space by

- a) being responsible for one's intentions, words, and actions;
- b) recognizing the difference between intention and impact;
- c) listening actively, instead of just waiting to speak;
- d) being mindful of one's total talk time; and
- e) apologizing for any words or actions that are offensive, not for someone being insulted.

8.0 BOARD COMMITTEES

8.1 The Board may establish committees to help the Board do its work. The functioning of board committees will be governed by the Board's governance policy.

9.0 AGENDA

9.1 Preparation of Public Agenda

9.1.1 The Board Chair and the Director will prepare the board meeting agenda.

9.1.2 The agenda shall typically include the following:

- a) Approval of the agenda;
- b) Approval of minutes from previous public board meeting;
- c) Business arising from the minutes;
- d) Report from the director on organizational achievements;
- e) Board matters;
- f) Public presentations; and
- g) Other business.

9.1.3 The board meeting agendas shall include a reminder to Trustees that they must disclose any potential conflict of interest or pecuniary interest that they may have in respect of any of the matters before the Board, as set forth in the agenda.

9.1.4 Any remaining agenda items not dealt with at a meeting shall be placed on the agenda of the next appropriate meeting.

9.2 Distribution of Agenda

9.2.1 Under normal circumstances, meeting agendas will be circulated by the Confidential Secretary to the Trustees and Public Schools Branch Directors four (4) calendar days prior to the meeting.

9.2.2 Copies of the agenda will be printed and made available for members of the public attending board meetings. Agendas will also be available on the Public Schools Branch website.

9.3 Preparation of Committee of the Whole Agenda

9.3.1 Due to the confidential or privileged nature of all private meetings, the agenda items and supporting material shall remain confidential.

10.0 RECORD OF MEETINGS

10.1 Official minutes of all public board meetings shall be recorded and maintained by the Confidential Secretary on behalf of the Board.

10.2 The minutes of public board meetings shall include:

- a) The date, time and place of the meeting;
- b) The names of Trustees in attendance or absent as well as the time of arrival after commencement or time of leave prior to adjournment;
- c) The Director and names of staff in attendance;
- d) Mention of reports and presentations;

- e) Motions;
- f) Points of order;
- g) Other business; and
- h) Time of adjournment.

10.3 The vote count on a motion will not be recorded. The minutes will state the motion as being carried or defeated.

10.4 Approved minutes of public board meetings will be made available to the public via the Public Schools Branch website.

11.0 QUORUM

11.1 No act or proceeding of the Board is binding unless it is adopted at a meeting at which a quorum is present.

11.2 If no quorum exists within 15 minutes after the time appointed for a meeting, the Board shall stand adjourned until the next public meeting or until a special meeting is called in accordance with the prescribed requirements for special meetings.

11.3 When the Board is unable to meet for want of a quorum, the agenda items shall be considered at the next scheduled meeting.

11.4 The loss of a quorum during a meeting will allow the Board to continue with 'information only' agenda items, at the discretion of the Board Chair. The Board shall not consider or make a motion without a quorum.

12.0 ABSTENTION

12.1 An abstention is considered "not voting," which means that it is neither a vote in favour nor a vote against the motion being made.

12.2 A Trustee may only abstain from a vote if the Trustee declares a conflict of interest.

13.0 RULES OF ORDER

13.1 *Robert's Rules of Order* will be observed in board and committee meetings except where otherwise stated.

13.2 Motions

- a) Normally a motion will be on the agenda for action.
- b) Motions not on the agenda shall be submitted to the Board Chair in writing for future consideration by the Board.

14.0 PARLIAMENTARIAN

14.1 The Board may appoint a parliamentarian for its meetings.

14.2 The role of the parliamentarian is to advise the presiding official in responding to points of order and to generally provide advice on conducting the meeting according to the rules and established policies.

14.3 The parliamentarian has a role that is purely advisory. Only the presiding official can rule on the proper application of the rules.

15.0 USE OF ELECTRONIC MAIL (EMAIL)

- 15.1** Trustees shall use an assigned email account to access or communicate board related information.
- 15.2** Caution must be used to ensure email is not used to discuss board business outside official board meetings.
- 15.3** The Board Chair, Vice Chair and Director are to be included in e-mail correspondence regarding board matters.
- 15.4** E-mail may be used only for the purposes of communicating messages between Trustees that **do not** involve a deliberation on a matter or decision before the Board;
- 15.5** E-mail may be used only for the purposes of communicating:
 - a) Possible agenda items to the Board Chair and/or Director;
 - b) Times, dates, and places of Board meetings; and
 - c) Public record information concerning items on the agenda;

16.0 MEDIA

- 16.1** The media are welcome to attend all public board meetings. Recording, filming or photographing the Board's public meeting is permitted. The person operating the equipment should contact the Confidential Secretary prior to the board meeting to review possible placement of the equipment and must agree to abide by the following conditions:
 - 16.1.1 No obstructions are created between the Trustees and the audience.
 - 16.1.2 No interviews are conducted in the meeting room while the Board is in session.
 - 16.1.3 No commentary or adjustment/repositioning of equipment is made that would distract the Trustees or audience or otherwise disrupt the meeting while in session.
- 16.2** The Board Chair is the official spokesperson for the Trustees. The Board Chair or designate will address the media regarding board matters and issues related to the Board.
- 16.3** The Director is the official spokesperson for the Public Schools Branch office. The Director or designate will address the media on matters related to the operations of the PSB, general inquiries and/or critical incidents.
- 16.4** Trustees will direct media inquiries to the Board Chair or Director, as appropriate.