

**ORGANIZATIONAL BYLAW
TABLE OF CONTENTS**

PREAMBLE		1
1.0	DEFINITIONS AND INTERPRETATIONS	1
	1.1 Definitions	1
	1.2 Gender and Number	4
	1.3 Statutory and Ordinary Meanings.....	4
	1.4 Successors	4
2.0	MEMBERSHIP OF THE BOARD	4
	2.1 Election of Trustees.....	4
	2.2 Remuneration of Trustees.....	4
3.0	AUTHORITY, POWERS, AND DUTIES OF THE BOARD	4
	3.1 Authority	4
	3.2 Powers and Duties	5
	3.3 Annual Review.....	7
	3.4 Development of Policy	7
	3.5 Partisan Activities	8
4.0	BOARD GOVERNANCE POLICIES	8
5.0	OFFICERS OF THE BOARD	8
	5.1 Officers.....	8
	5.2 Election of Chair and Vice-Chair.....	8
	5.3 Appointment and Employment of Superintendent, Secretary, and Treasurer.....	9
	5.4 Vacancy in Office of Chair or Vice-Chair	9
	5.5 Chair's Duties.....	9
	5.6 Vice-Chair's Duties	10
	5.7 Trustees' Duties	11
	5.8 Superintendent.....	11
	5.9 Secretary's Duties	13
	5.10 Treasurer's Duties.....	14
6.0	MEETINGS OF THE BOARD	14
	6.1 Annual Organizational Meeting.....	14
	6.2 Public Meeting.....	15
	6.3 Special Meeting	15
	6.4 Planning Meeting.....	16
7.0	RULES, POLICIES, AND PROCEDURES GOVERNING MEETINGS OF THE BOARD	17
	7.1 Quorum.....	17
	7.2 Motions and Voting	17
	7.3 No Proxy.....	18
	7.4 Written Resolution	18
	7.5 Interactions with Members of the Public at Public Board Meetings	18
	7.6 Public Meeting, Exclusion from Meeting, and In-Camera Provisions	19
	7.7 Rules of Order.....	19
8.0	COMMITTEES OF THE BOARD	19
	8.1 Establishment of Committees.....	19
	8.2 Committee Members	20
9.0	INTERNAL AUDITOR	21

9.1	Selection and Employment.....	21
9.2	Term, Remuneration, and Benefits of the Internal Auditor	21
9.3	Reporting	21
9.4	Internal Auditor’s Duties	21
10.0	ADMINISTRATIVE AND TEACHING STAFF	22
10.1	Employment of Administrative Staff and Other Non-Teaching Staff.....	22
10.2	Report of Superintendent on Senior Administrative Positions	22
10.3	Employment of Teaching Staff.....	22
10.4	School Administration Positions	23
11.0	CONFLICT OF INTEREST	23
11.1	Statutory Provisions.....	23
11.2	Reporting Provisions	23
11.3	Disclosure Provisions	23
11.4	Disclosure after Absence	24
11.5	Record of Disclosure	24
11.6	Claiming Conflict.....	24
11.7	Disclaimer of Conflict	24
11.8	Vote on Conflict	24
11.9	Non-Participation after Potential Conflict Determined	24
11.10	Designated Non-Conflicts	25
11.11	Gifts or Favours.....	25
11.12	Penalties and Remedies	25
11.13	Disclosure and Material Contracts	26
11.14	Non-Disclosure and Material Contracts.....	26
12.0	INSPECTION OF RECORDS AND CONFIDENTIAL INFORMATION	26
12.1	Books and Records.....	26
12.2	Confidentiality	27
13.0	SANCTIONS AND CENSURE	27
13.1	Duty of Conduct.....	27
13.2	Complaint Procedure	28
13.3	Code of Conduct Hearing Procedures.....	29
13.4	Sanctions and Censure	31
13.5	Payment of Legal Costs	31
13.6	Public Disclosure.....	32
14.0	LIABILITY, INDEMNIFICATION, AND INSURANCE	32
14.1	Duties of Trustees, Officers, and Employees.....	32
14.2	Non-Liability to the Board	32
14.3	Indemnity and Save Harmless	33
14.4	Exceptions to Indemnity.....	33
14.5	Insurance.....	34
15.0	VALIDITY OF ACTS	34
15.1	Irregularities of Qualifications	34
15.2	Irregularities of Procedures	34
15.3	Irregularities of Acts or Statements	35
16.0	DELEGATION OF AUTHORITY	35
16.1	General Delegation	35
16.2	Specific Delegations	35

17.0	SIGNING AUTHORITY AND CORPORATE SEAL	36
	17.1 Execution of Documents	36
	17.2 Delegation of Signing Authority.....	36
	17.3 Corporate Seal	36
18.0	FISCAL YEAR	36
19.0	BUDGET AND FISCAL MANAGEMENT	36
	19.1 Budget.....	36
	19.2 Alberta School Foundation Fund.....	37
	19.3 Supplementary Requisition	37
	19.4 Fees.....	37
	19.5 Capital Reserve	37
	19.6 Resource Management	37
20.0	FINANCIAL STATEMENTS AND EXTERNAL AUDIT	38
	20.1 Financial Statements.....	38
	20.2 Appointment of External Auditor	38
	20.3 Proposals for External Audit Services.....	38
	20.4 Access of External Auditor.....	38
	20.5 External Auditor’s Report.....	38
	20.6 Audited Related Services.....	39
	20.7 Submission to Minister	39
21.0	BANKING	39
	21.1 Banking Authorized.....	39
	21.2 Investments.....	39
	21.3 Facsimile Signatures.....	40
	21.4 Electronic Banking	40
	21.5 Bonding	40
	21.6 Appointment of Banker.....	40
22.0	BORROWING	40
	22.1 Current Operating Needs and Capital Expenditures.....	40
	22.2 Loan on Debentures	41
	22.3 Unexpended Funds	41
23.0	AMENDMENT AND REVISION OF ORGANIZATIONAL BYLAW	41
	23.1 Notice of Amendment.....	41
	23.2 Notice of Revision	41
	23.3 Review	42
24.0	ADOPTION OF ORGANIZATIONAL POLICY	42

ORGANIZATIONAL BYLAW

GOVERNING THE ORGANIZATION, MANAGEMENT, CONTROL, AND OPERATION OF THE BOARD OF TRUSTEES OF EDMONTON CATHOLIC SEPARATE SCHOOL DISTRICT NO. 7

PREAMBLE

WHEREAS The Board of Trustees of Edmonton Catholic Separate School District No. 7 (the "Board") is, pursuant to the *School Act*, R.S.A. 2000, c. S-3 (hereinafter the "*School Act*"), as amended from time to time, a statutory corporation, charged with the organization, management, control, and operation of The Edmonton Catholic Separate School District No. 7 (hereinafter the "District");

AND WHEREAS the *School Act* provides that the Board may make rules governing its internal procedures, business, and meetings, and may pass bylaws to effect the authority, rights, powers, privileges, duties, and liabilities granted to and imposed upon it under the *School Act* and other acts of the Legislature of Alberta, from time to time;

AND WHEREAS the Archbishop of the Archdiocese of Edmonton and the Bishop of the Ukrainian Catholic Eparchy of Edmonton, singly and jointly, recognize the authority of the Board in accordance with the laws of the Province of Alberta and the Constitution Acts of Canada;

AND WHEREAS the Board recognizes the Bishops' responsibility to oversee and support the Board's promotion of education based upon the principles of Catholic doctrine in its schools;

THEREFORE the Board hereby adopts and enacts the following Organizational Bylaw governing the organization, management, control, and operation of the Board and the District:

1.0 DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Organizational Bylaw:

- (a) "Annual Organizational Meeting"¹ of the Board is the Public Meeting at which the Chair and Vice-Chair are elected, Board representation on standing committees is determined, and the dates, time, and place of each Public Meeting for the coming year are determined;

- (b) “Board” means the Board of Trustees of Edmonton Catholic Separate School District No. 7;
- (c) “Chair” and “Vice-Chair” mean, respectively, the Chair and Vice-Chair of the Board elected pursuant to the *School Act*;
- (d) “Conflict of Interest” means a direct or indirect pecuniary or non-pecuniary interest in a matter that would be likely to adversely affect the judgment of a Trustee in his or her duty to act honestly and in good faith with a view to the best interests of the Board and the District or for which a Trustee might be prompted to prefer to the interests of the Board and the District;
- (e) “District” means the Edmonton Catholic Separate School District No. 7, established by Ministerial Order, pursuant to the *School Act*;
- (f) “*Government Organization Act*” means the *Government Organization Act*, R.S.A. 2000, c. G-10, as amended from time to time, or any act or acts in substitution thereof;
- (g) “*Interpretation Act*” means the *Interpretation Act*, R.S.A. 2000, c. I-8, as amended from time to time, or any act or acts in substitution thereof;
- (h) “*Local Authorities Election Act*” means the *Local Authorities Election Act*, R.S.A. 2000, c. L-21, as amended from time to time, and any act or acts in substitution thereof;
- (i) “Minister” means the Minister of Education, from time to time appointed by the Lieutenant Governor in Council of the Province of Alberta;
- (j) “Pecuniary Interest” means a direct or indirect interest in a matter before the Board that could monetarily affect:
 - i. a Trustee
 - ii. a Trustee's spouse, adult interdependent partner, children, parents, or the parents of a Trustee's spouse, so far as their pecuniary interests are known or should reasonably be known by the Trustee
 - iii. a corporation, other than a distributing corporation, in which a Trustee is a shareholder, director, or officer
 - iv. a distributing corporation in which a Trustee beneficially owns voting shares carrying at least 10% of the voting rights attached to the voting shares of the corporation or of which a Trustee is a director or officer
 - v. a partnership or firm of which the Trustee is a member
 - vi. a corporation, partnership, firm, government, or person that employs a Trustee; other than those pecuniary interests specifically excluded by the *School Act*;²
- (k) “Planning Meeting”³ of the Board is a meeting that is closed to the public but the content of the discussion may, at the direction of the Board, be disclosed

following the meeting, except for the content of in-camera discussion items. A Planning Meeting is attended only by Trustees and Officers of the Board and individuals specifically invited by the Board;

- (l) “Formal Presentations” to the Board may include, but are not limited to, appeals by individuals or groups wishing to provide a service to the District or wishing to make statements of support for or opposition to an initiative in the District, but exclude Employee groups and those bodies open to address the Board and described in the *School Act*;
- (m) “Public Meeting”⁴ of the Board is a meeting that is open to the public and for which the dates and locations have been publicly advertised;
- (n) “*School Act*” means the *School Act*, R.S.A. 2000, c. S-3, as amended from time to time, and where applicable, all predecessor Acts of the Province of Alberta from 1905, or School Ordinances of the Northwest Territories prior to 1905, applicable in what is now the Province of Alberta, the relevant school provisions of the *Alberta Act*, S.C. 1905, c. 3, *The Northwest Territories Acts*, S.C. 1875 and 1877, the *Constitution Act*, 1867, the *Constitution Act*, 1982, Part I, the Canadian Charter of Rights and Freedoms, s. 29, and any act or acts in substitution thereof;
- (o) “Secretary” means the person appointed and employed as the Secretary of the Board of Trustees pursuant to the *School Act*;⁵
- (p) “Special Meeting”⁶ of the Board is a meeting that is open to the public (Public Meeting);
- (q) “Statutory Regulations” means those regulations filed under the *Regulations Act*, R.S.A. 2000, c. R-14 , as amended from time to time, or pursuant to the *School Act*, *Local Authorities Election Act*, *Teaching Profession Act*, *Government Organization Act*, and any other act or acts pertaining to the Board or District, in force from time to time;
- (r) “Superintendent” means the person appointed and employed by the Board as the Superintendent of Schools, Chief Executive Officer of the Board, and Chief Education Officer of the District pursuant to the *School Act*;
- (s) “*Teaching Profession Act*” means the *Teaching Profession Act*, R.S.A. 2000, c. T-2, as amended from time to time, or any act or acts in substitution thereof;
- (t) “Treasurer” means the person appointed, employed, and bonded as the Treasurer of the District pursuant to the *School Act*;⁷
- (u) “Trustee” means a member of the Board elected pursuant to the *School Act* and the *Local Authorities Election Act*.

1.2 Gender and Number

Throughout this Organizational Bylaw, the phrases "he or she," "him or her," and "his or hers" shall be used in order to affirm equality of gender, and the singular number shall mean and include the plural, as the context requires.

1.3 Statutory and Ordinary Meanings

Other than as set out in section 1.1, words and expressions used shall have the same meaning as the same or similar words in the *School Act*, *Local Authorities Election Act*, *Government Organization Act*, *Teaching Profession Act*, or *Interpretation Act*, as the case may be, and the Statutory Regulations, and, in the absence of the same or similar words in those acts or regulations, shall have the usual or ordinary meaning assigned to them in common conversation.

1.4 Successors

Any reference to any individual, position, function, job description, or organization shall be deemed to include his, her, or its successor.

2.0 MEMBERSHIP OF THE BOARD

2.1 Election of Trustees

- (a) The Board shall consist of seven Trustees nominated and elected pursuant to the provisions of the *School Act* and the *Local Authorities Election Act*.
- (b) The number of wards for the election of Trustees shall be seven (7).
- (c) The candidate receiving the greatest number of votes in each of the wards shall be elected as Trustee for that ward.

2.2 Remuneration of Trustees

The Board may pay to a Trustee or a person appointed to a committee of the Board an honorarium and necessary traveling and other benefits, allowances, and expenses, in amounts determined from time to time by the Board. The Treasurer shall provide in the annual financial statements of the Board information outlining the remuneration, benefits, allowances, and expenses paid to and on behalf of each Trustee, each shown as a separate figure, during the fiscal year ended.

3.0 AUTHORITY, POWERS, AND DUTIES OF THE BOARD

3.1 Authority

The Board has full control of the District and has absolute and final authority, subject only to the statutorily granted authority of the Minister, in respect of all matters pertaining to the organization, management, control, and operation of the District.

3.2 Powers and Duties

The powers and duties of the Board shall be those set out in the *School Act*, *Interpretation Act*, and any other act or acts pertaining to the Board or District, in force from time to time, and the Statutory Regulations, requirements of the Government of Alberta or the Minister with respect to the Board or District, and for ease of reference only, but without restricting the generality of the foregoing, shall include the powers and duties to:

- (a) provide for each of its resident students an education program consistent with the requirements of the *School Act* and the Statutory Regulations;⁸
- (b) provide, at the sole discretion of the Board, an education program consistent with the requirements of the *School Act* and the Statutory Regulations, for non-resident students enrolled in the District, subject to preservation of the right and authority of the Board to provide a complete Catholic education and environment, availability of sufficient facilities and resources and those fees authorized by the *School Act* and Statutory Regulations;⁹
- (c) prescribe religious instruction and religious exercises for its students;¹⁰
- (d) prescribe patriotic instruction and patriotic exercises for its students;¹¹
- (e) provide for transportation to and from school for its resident students, subject to distance and fee criteria as set out in the *School Act* and Statutory Regulations;¹²
- (f) provide work experience programs and continuing education programs for its students, as determined by the Board from time to time;¹³
- (g) allow for the provision to its students those health services that the Board considers necessary;
- (h) undertake or sponsor for its students, educational, cultural, or recreational trips as determined from time to time by the Board;¹⁴
- (i) provide for the appointment, retainer, or employment of education, administrative, maintenance, service, and other staff persons necessary or desirable for the carrying out of these powers and duties, subject to the provisions of the *School Act* and Statutory Regulations;¹⁵
- (j) specify and set the school calendar for the District, including start and completion dates, number and days of school operation, length of school day, number and length of recesses, number of hours of instruction, and dates and times of vacation periods, subject to the minimum requirements of the *School Act* and Statutory Regulations;¹⁶

- (k) determine when school buildings shall be opened and closed, permanently or temporarily, with the approval of the Minister as required by the *School Act*;¹⁷
- (l) establish policies respecting the provision of educational services and program;¹⁸
- (m) develop, acquire, or offer educational courses or programs and develop or acquire instructional materials for use in such programs;¹⁹
- (n) provide for appropriate parental and community involvement in its schools;²⁰
- (o) make rules with respect to the establishment, administration, management and operation of schools and school buses,²¹ the suspension or expulsion of students,²² attendance of students at school and at school or District activities,²³ and other matters within the jurisdiction of the Board;²⁴
- (p) establish committees and specify the powers and duties of the committees;²⁵
- (q) enter into contracts with the government of Canada, the government of Alberta, municipalities within or outside of Alberta, governments of other jurisdictions, universities, colleges, or other educational institutions, and any person, organization, or committee, for the provision of educational, managerial, or other goods or services or student teaching as provided for in the *School Act* and Statutory Regulations;²⁶
- (r) establish and keep in force policies of insurance, insurance arrangements, and policies of indemnification as determined by the Board from time to time and subject to the minimum requirements of the *School Act* and Statutory Regulations;²⁷
- (s) acquire, monitor, repair, furnish, hold, keep in good order, and dispose of real and personal property;²⁸
- (t) make such investments as permitted by section 5 of the *Trustee Act*, R.S.A. 2000, c. T-8, as amended from time to time, or as permitted by the Minister;²⁹
- (u) provide for the payment of honoraria, traveling and other benefits, allowances, and expenses to Trustees and other persons appointed to committees of the Board;³⁰
- (v) make payments to other school boards or to associations of school trustees or school boards as allowed by the *School Act* and Statutory Regulations;³¹
- (w) charge fees with respect to instructional supplies or materials, extracurricular activities and services, continuing education for non-resident students, or transportation and such other fees as are allowed by the *School Act* and Statutory Regulations, and as determined by the Board;³²

- (x) make any banking arrangements necessary for the carrying out of these powers and duties;³³
- (y) sue and be sued in its corporate name, contract and be contracted within its corporate name, and have a common seal and perpetual succession;³⁴
- (z) exercise authority and control over its own internal and parliamentary processes at the Board level;³⁵ and,
- (aa) such other powers and duties as provided for or granted by the *School Act*, *Local Authorities Election Act*, *Government Organization Act*, *Teaching Profession Act*, *Interpretation Act*, Statutory Regulations, or the Minister.

3.3 Annual Review

Annually, the Board will monitor and discuss the Board's own performance. The responsibility for ensuring a fair, balanced discussion will rest with the Chair. The Board calendar will note the need for this annual review.

3.4 Development of Policy

The Board sees the development of policy as providing effective parameters and broad guidelines for the action of the Board and Superintendent.

In fulfilling its responsibility for setting policy, the Board will be directed by the following considerations:

- (a) the foundation statement of the District;
- (b) the Board will ensure that all policy is in compliance with the *School Act*, this Organizational Bylaw, Board governance policies, and other relevant legislation and statutory regulations;
- (c) in setting policy, the Board will always work from the broadest, most general statement of policy and proceed to develop progressively more specific policies until it is satisfied that it has achieved the degree of definition necessary in that area;
- (d) in creating and applying policy, the Board will endeavor to establish and maintain relationships with administration that are characterized by openness and transparency, in keeping with clear lines of authority and communication as established between the Board and administration from time to time;
- (e) the Board is responsible for the development, implementation, review, and revision of Board policy; and

- (f) the Superintendent is responsible for the development, implementation, review, and revision of administrative policies, regulations, and procedures, given the approval of the Board.

3.5 Partisan Activities

The Board of Trustees, Chair, Vice-Chair, or any Trustee acting in his or her official capacity as such is prohibited from making any financial contributions to any political party, constituency association, or candidate registered pursuant to the *Election Finances and Contributions Disclosure Act*, RSA 2000, C.E-2.³⁶ Trustees may contribute financially or otherwise to partisan activities or organizations providing that such contributions occur solely in their personal capacities.

4.0 BOARD GOVERNANCE POLICIES

- (a) The Board may pass policies governing its affairs.
- (b) Every governance policy of the Board shall have three distinct separate readings before the policy is finally passed.
- (c) Not more than two readings of a policy shall be given at any one meeting unless the Trustees present at the meeting unanimously agree to give the policy third reading.
- (d) The first reading of a policy may, if each Trustee has in his or her possession a written or electronic copy of the policy, be made by title and description only.
- (e) The second and third readings of a policy may, if each Trustee has in his or her possession a written or electronic copy of the policy, be made as circulated.

5.0 OFFICERS OF THE BOARD

5.1 Officers

The Officers of the Board shall be the Chair, Vice-Chair, Superintendent, Secretary, and Treasurer.

5.2 Election of Chair and Vice-Chair

- (a) The Chair shall be elected annually at the Annual Organizational Meeting of the Board. To be elected, a Trustee must receive a majority of the votes cast by the Trustees in attendance and shall hold office until the next Annual Organizational Meeting.
- (b) The Vice-Chair shall be elected annually at the Annual Organizational Meeting of the Board. To be elected, a Trustee must receive a majority of the votes cast by

the Trustees in attendance and shall hold office until the next Annual Organizational Meeting.

5.3 Appointment and Employment of Superintendent, Secretary, and Treasurer

The Superintendent, Secretary, and Treasurer shall be appointees and employees of the Board. The appointment or re-appointment of the Superintendent, Secretary, and Treasurer shall comply with the provisions of *School Act*.³⁷ The Treasurer shall be bonded in an amount that is reasonable in the circumstances.

5.4 Vacancy in Office of Chair or Vice-Chair

- (a) The Chair or Vice-Chair may be removed from office prior to completion of his or her term by an ordinary resolution of the Board approved at a Public or Special Meeting of the Board by a majority of Trustees present. In the event that the Chair or Vice-Chair is removed from office or if either office becomes vacant due to death, incapacity, resignation, or other reason, the Board shall elect a Trustee to fill the office for the remainder of the term.
- (b) In the event that the Chair and Vice-Chair cannot be in attendance at a Public Meeting of the Board, the remaining Trustees present at the meeting shall appoint by majority vote a Trustee present at the meeting to act as Chair for the duration of that meeting.

5.5 Chair's Duties

The Chair shall:

- (a) call, preside over, and set the agenda and program of any Public and Special Meeting of the Board;
- (b) conduct all meetings according to *Robert's Rules of Order*, except where this Organizational Bylaw or the *School Act* supersedes it;
- (c) change the time of, cancel, or postpone a Public or Special Meeting of the Board upon receiving concurrence of a majority of Trustees after making a reasonable effort to poll all Trustees;
- (d) be a member or ex-officio voting member of all standing committees of the Board and may be a member or ex-officio voting member of any other committees of the Board as the Board may deem appropriate from time to time;
- (e) act as the official representative and spokesperson of the Board at all times, including at all public, government, community, and Board functions;

- (f) act as the Board's official spokesperson in communicating to the media on behalf of the Board;
- (g) ensure that the Board is fully informed about relevant business of the Board by reporting regularly or as requested by the Board with regard to any interests of the Board;
- (h) serve as the official signing officer of the Board;
- (i) act for and on behalf of the Board on emergent issues that arise between any Public and Special Meetings of the Board;
- (j) remain accountable for the use of any authority he or she has delegated;
- (k) review, along with the Vice-Chair of the Board, any requests made by the Superintendent for amendments to his/her contract in all years except those in which there is a new Superintendent and, based on this review, make recommendations to the Board regarding any requested amendments;
- (l) act as the principal liaison between the Board of Trustees and the Superintendent;
- (m) perform such other duties as may from time to time be approved by the Board; and,
- (n) fulfill all of the duties of a Trustee.

The Chair shall not:

- (a) extend his or her authority to implementing or making decisions that belong to the Board as a whole;
- (b) supervise or direct the Superintendent in situations in which a matter could reasonably be considered at a forthcoming Public or Special Meeting;
- (c) neglect to fulfill normally accepted obligations related to signing authority and other legal requirements; or
- (d) withhold from the Board any relevant information acquired during the performance of his or her duties as Chair.

5.6 Vice-Chair's Duties

The Vice-Chair shall:

- (a) assume all the duties and have all the authority of the Chair in the absence of the Chair or when there is a vacancy in the office of the Chair or in the event of the Chair's inability to act; and
- (b) fulfill all of the duties of a Trustee.

5.7 Trustees' Duties

A Trustee shall:

- (a) be fully aware of the District Foundation Statement in order to make mission-based decisions;
- (b) attend Board meetings regularly and read background material and minutes in order to make informed decisions when required;
- (c) become knowledgeable about the expectations and intent of the *School Act*, this Organizational Bylaw, Board Governance policies, and other relevant legislation;
- (d) respect confidentiality of all Board matters;
- (e) in speaking publicly, reflect the will of the Board;
- (f) serve on standing and ad hoc committees as appropriate;
- (g) provide opportunities for the engagement of the community;
- (h) develop policy that focuses on end results rather than on the means of achieving them, which is delegated by the Board as being the responsibility of the Superintendent; and,
- (i) maintain, with all Trustees and Officers of the Board, the integrity of a professional relationship characterized by equal impartiality and respectfulness.

5.8 Superintendent

Appointment of Superintendent

The Board shall, subject to the *School Act*, select, appoint and employ a Superintendent of Schools who shall be named the Superintendent and who shall be the Chief Executive Officer of the Board and Chief Education Officer of the District. The Board shall notify the Minister of the appointment or re-appointment, which shall comply with the provisions of the *School Act*.³⁸

Term, Remuneration, and Benefits of the Superintendent

The term of office, remuneration, and benefits of the Superintendent shall be determined by contract between the Board on the one hand and the Superintendent or a corporation or professional corporation on the other hand, entered into from time to time, and subject to the provisions of the *School Act*.³⁹

Superintendent's Duties

The Superintendent:

- (a) shall fulfill all the requirements of the *School Act*, section 113;
- (b) shall, subject to the *School Act*, the Statutory Regulations, the bylaws and policies of the District, and the directions, orders, and resolutions of the Board, have the authority for and be responsible to the Board for all aspects of the administration, organization, operation, and management of the District in all departments and activities, and shall represent the Board in all matters not specifically assigned by the Board to some other person, group, or body;
- (c) may delegate, in writing or in practice, duties or responsibilities to other senior administrative staff but shall retain accountability for all delegated duties or responsibilities;
- (d) maintain, with all Trustees and Officers of the Board, the integrity of a professional relationship characterized by equal impartiality and respectfulness;
- (e) shall, without limiting the generality of the foregoing:
 - i. attend all meetings of the Board unless not required to do so by decision of the Board;
 - ii. be an Officer of the Board and when requested by the Board, an ex-officio non-voting member of any committee of the Board;
 - iii. assist in setting of the agenda for each meeting of the Board, in consultation with the Chair and subject to section 5.5(a);
 - iv. be responsible to see that all members of the District staff comply with applicable bylaws, administrative regulations, policies, and procedures of the District, directions, orders, and resolutions of the Board, and all other relevant policies and directions in force from time to time;
 - v. be responsible to select, employ, supervise, and dismiss all employees or appointees of the Board, subject to the provisions of the *School Act*, the *Teaching Profession Act*, the *Government Organization Act*, and the Statutory Regulations; and to discharge and prescribe, modify, and review the duties and responsibilities of said employees and appointees, subject to the same provisions;
 - vi. develop and implement all administrative regulations and procedures and advise, assist, and work with the Board in developing objectives, programs, policies, and courses of action; and,

- vii. in the absence of any specific direction of the Board, or in the case of uncertainty as to the authority or meaning of this Organizational Bylaw, any District policies, any rules or regulations of the Board or any direction of the Board, and in the case of emergency, take such discretionary reasonable action as may be prudent and ethical and shall report any such action to the Board or relevant committee of the Board at the next meeting of the Board.

5.9 Secretary's Duties

The Secretary shall:

- (a) attend all meetings of the Board unless not required to do so by decision of the Board;
- (b) be responsible for the physical preparation and circulation of the agenda for each meeting, after the setting of that agenda by the Chair in consultation with the Superintendent, together with relevant material, to each member of the Board in advance of each meeting;
- (c) be responsible for the preparation and maintenance of minutes of any Public Meeting, Special Meeting, and Annual Organizational Meeting of the Board and the forwarding of copies of such minutes to each Trustee or member as soon as possible after each meeting;
- (d) maintain, with all Trustees and Officers of the Board, the integrity of a professional relationship characterized by equal impartiality and respectfulness;
- (e) give all notices required in these bylaws to Trustees or to committee members;
- (f) attend to correspondence to or from the Board and Superintendent in a manner consistent with Board policy and in consultation with the Superintendent and the Chair;
- (g) act as parliamentarian to the Board;
- (h) chair the Annual Organizational Meeting of the Board until a Chair has been elected by the Trustees;
- (i) sign and retain custody of the official minute book;
- (j) assist in the orientation of new Board members to the organization and to the responsibilities and procedures of the Board;
- (k) coordinate the planning and execution of Board-sponsored special events/functions, as required;
- (l) assist Board members with travel and conference participation arrangements;

- (m) prepare status reports of Board and Trustee budget expenditures as requested;
- (n) prepare and maintain a database, by ward, of schools, school principals, school council presidents, parishes, and parish priests; and prepare and distribute to Trustees corresponding email contact lists; and,
- (o) perform such other duties as may from time to time be determined by the Board or Superintendent.

5.10 Treasurer’s Duties

The Treasurer shall:

- (a) retain custody of the seal of the Board and of all books, papers, records, correspondence, contracts, and other documents belonging to the Board;
- (b) keep full and accurate accounts of all receipts and disbursements of the Board in proper books of account and depositing all monies or other valuable effects in the name of and to the benefit of the Board or District in such bank or banks as may from time to time be designated by the Board;
- (c) disburse the funds of the Board under the direction of the Board;
- (d) be responsible for custody and control of all securities and monies of the Board;
- (e) render to the Board at regular intervals or whenever required, an account of all transactions and of the financial position of the Board;
- (f) have all accounts audited by the External Auditor as appointed from time to time pursuant to this Organizational Bylaw;
- (g) cooperate with and facilitate the work of the Internal Auditor;
- (h) maintain, with all Trustees and Officers of the Board, the integrity of a professional relationship characterized by equal impartiality and respectfulness; and,
- (i) perform such other duties as may from time to time be determined by the Superintendent.

6.0 MEETINGS OF THE BOARD

6.1 Annual Organizational Meeting¹

- (a) The Annual Organizational Meeting of the Board is the Public Meeting at which the Chair and Vice-Chair are elected, Board representation on standing committees is determined, and the dates, time, and place of all Public Board meetings for the coming year are determined.

- (b) The Annual Organizational Meeting of the Board shall be held in June in those years in which there is not a general election, at a time and place fixed by the Secretary.
- (c) In any year in which a general election takes place, the Annual Organizational Meeting shall be held within four weeks of the election, at a time and place fixed by the Secretary.
- (d) Written notice of an Annual Organizational Meeting, stating the date, time and place of the meeting and the business to be transacted, shall be given to all Trustees by the Secretary seven clear days prior to the date of the meeting if served by registered mail to the last known address of each Trustee, or two clear days prior to the date of the meeting if notice is served personally upon each Trustee or a responsible person at the Trustee's residence. However, timely notice of the Annual Organizational Meeting may be dispensed with by the consent of the Trustee or Trustees not receiving proper notice.
- (e) The Secretary shall conduct the Annual Organizational Meeting until a Chair has been elected by the Trustees.

6.2 Public Meeting⁴

- (a) A Public Meeting of the Board is a meeting that is open to the public and for which the dates and locations have been publicly advertised.
- (b) A Public Meeting of the Board shall be held at least monthly during the school year.
- (c) Written notice of a Public Meeting, together with a proposed agenda and such material as is available and as may be useful in preparing the meeting, shall be sent to all Trustees not less than seventy-two hours prior to the date and time of the meeting. However, notice of a Public Meeting of the Board or receipt of proposed agenda materials may be dispensed with by the consent of the Trustee or Trustees not receiving proper notice. The seventy-two hour minimum may be dispensed with by majority vote of the Board when circumstances warrant.

6.3 Special Meeting⁶

- (a) A Special Meeting of the Board is open to the public (Public Meeting).
- (b) A Special Meeting of the Board may be called by:
 - i. the Chair of the Board,
 - ii. a majority of the Trustees, or
 - iii. the Minister,after written notice has been given to each Trustee.

- (c) The written notice of a Special Meeting shall state:
 - i. the date, time, and place of the Special Meeting, and
 - ii. the nature of the business to be transacted at the Special Meeting.
- (d) The written notice of a Special Meeting shall be:
 - i. sent by registered mail to each Trustee at least seven days before the date of the meeting, or
 - ii. sent by email or facsimile transmission at least two days before the date of the meeting to the Trustee's email address or facsimile number. Receipt of email or facsimile transmission will be deemed to have occurred upon electronic confirmation of such receipt, or
 - iii. personally served at least two days before the date of the meeting on the Trustee or a responsible person at the Trustee's residence.
- (e) Notwithstanding subsections (b) to (d), a Special Meeting may be held without notice being given under this section if every Trustee agrees to waive the requirements of subsections (b) to (d).
- (f) Unless all the Trustees are present at the Special Meeting, no business other than that stated in the notice of the Special Meeting shall be transacted. If all Trustees are present at the Special Meeting, all must consent to the addition of any business other than that stated in the notice of the Special Meeting.

6.4 Planning Meeting³

- (a) A Planning Meeting of the Board is a meeting that is closed to the public, but the content of the discussion may, at the direction of the Board, be disclosed following the meeting, except for the content of in-camera discussion items. A Planning Meeting is attended only by Trustees and Officers of the Board and individuals specifically invited by the Board.
- (b) A Planning Meeting of the Board shall be called as required at intervals decided by the Board from time to time.
- (c) A Planning Meeting of the Board may also be called by:
 - i. the Chair of the Board, or
 - ii. a majority of the Trustees,after written notice has been given to each Trustee in accordance with subsection (d).
- (d) Written notice of a Planning Meeting, together with a proposed agenda and such material as is available and as may be useful in preparing the meeting, shall be sent to all Trustees not less than seventy-two hours prior to the date and time of the meeting. However, notice of a Planning Meeting of the Board or receipt of proposed agenda materials may be dispensed with by the consent of

the Trustee or Trustees not receiving proper notice. The seventy-two hour minimum may be dispensed with by majority vote of the Board when circumstances warrant.

- (e) A Planning Meeting is not a Public Meeting pursuant to the meaning set forth in the *School Act*.⁴⁰

7.0 RULES, POLICIES, AND PROCEDURES GOVERNING MEETINGS OF THE BOARD

7.1 Quorum⁴¹

- (a) A quorum of the Board is a majority of the Trustees that, pursuant to the *School Act*, are to be elected to the Board. The Minister may order that when the number of Trustees has fallen below quorum, the remaining Trustees are deemed to be a quorum until elections are held to fill the number of vacancies required to achieve a normal quorum. Trustees may attend Board meetings, other than the annual Organizational Meeting, using electronic means or other communications facilities.
- (b) No act or proceeding of the Board or a committee of the Board is binding unless it is adopted at a meeting at which a quorum is present.
- (c) Notwithstanding subsection (a), when the number of Trustees at a meeting is less than a quorum because one or more Trustees have declared a conflict of interest with respect to a matter before the Board at the meeting, the Minister may order that the remaining Trustees are deemed to be a quorum for the purpose of deciding the matter.

7.2 Motions and Voting⁴²

- (a) All motions shall be submitted to a Public or Special meeting of the Board by a Trustee and no seconder is required.
- (b) All motions shall be debated according to the following procedure:
 - i. The mover of the motion shall state the motion to be considered.
 - ii. The Chair will call for questions from Trustees regarding clarification of the motion or requesting information from the administration.
 - iii. The Chair will call for formal debate.
 - iv. The mover of the motion shall be given the opportunity to speak first and open debate.
 - v. Thereafter, each Trustee, other than the mover, shall have two opportunities to speak, for a maximum of three minutes each time. The Chair or Secretary will indicate to a Trustee when his/her time is up. A

Trustee may not make his/her second speech until every Trustee has the opportunity to speak once. If a Trustee forfeits his/her opportunity to speak prior to other Trustees speaking a second time, that Trustee shall not be given two opportunities to speak later.

- vi. The mover of the motion shall be given the opportunity to close debate.
 - vii. Trustees, before speaking, shall address the Chair, and must confine themselves to comments on the motion under debate.
- (c) The vote on each motion at a Public or Special Meeting shall be taken by open vote except with respect to the election of the Chair and Vice-Chair, in which case, upon request, the vote shall be by secret ballot.
 - (d) Each motion shall be decided by a majority of the votes of those Trustees present. In case of an equality of votes, the motion shall be decided in the negative.
 - (e) The Chair and every Trustee present at a meeting shall have one vote and shall vote for or against every motion unless excused from voting by a motion of the Board or otherwise excused by the provisions of the *School Act* or this Organizational Bylaw.
 - (f) Every vote on each motion shall be a recorded vote, and the name of each Trustee present and whether the Trustee voted for or against the motion, or abstained as permitted pursuant to paragraph (e) above, shall be recorded in the minutes, except in the case of a unanimous decision, in which case Unanimously Carried or Unanimously Defeated may be recorded, as appropriate.
 - (g) All votes shall be governed by the provisions of the *School Act*, the *Local Authorities Election Act*, and this Organizational Bylaw.

7.3 No Proxy

No proxy voting may be allowed at any meeting of the Board or committee of the Board.

7.4 Written Resolution

Notwithstanding section 7.2 and 7.3, a written resolution signed by all Trustees of the Board is as valid and effective as if passed by a simple majority of the members of the Board present at a meeting at which a quorum was met.

7.5 Interactions with Members of the Public at Public Board Meetings

- (a) “Formal presentations” for the purposes of this bylaw may include, but are not limited to, appeals by individuals or groups wishing to provide a service to the District or statements of support for or opposition to an initiative of the District,

but exclude Employee groups and those bodies open to address the Board and described in the *School Act*.⁴³

- (b) Individual members of the public are allowed to make comments on educational issues at Public Board Meetings.⁴⁴

7.6 Public Meeting, Exclusion from Meeting, and In-Camera Provisions

- (a) A Public Meeting of the Board shall be held in public, and no person shall be excluded from them except for improper conduct at that meeting.
- (b) The Chair of the Board may cause to be excluded from a meeting any person, including a Trustee, who, in the opinion of the Chair, is guilty of improper conduct at that meeting.
- (c) When a majority of the Trustees present at an Public or Special Meeting of the Board are of the opinion that it is in the public interest to hold the meeting or a part of the meeting in private or in-camera for the purpose of considering any matter, the Board may by resolution exclude any person or persons from the meeting.
- (d) When a meeting or a part of a meeting is held in private or in-camera, the Board does not have the power to pass a bylaw or resolution at that meeting or part of the meeting apart from the resolution necessary to revert to an open meeting.

7.7 Rules of Order

In any case not provided for in the *School Act*, *Municipal Government Act*, or this Organizational Bylaw, *Robert's Rules of Order*, as revised from time to time, shall prevail.

8.0 COMMITTEES OF THE BOARD

8.1 Establishment of Committees

- (a) The Board may from time to time establish standing committees.
- (b) The Board may from time to time establish ad hoc or special committees for specific purposes.

- (c) Every Board committee shall be designated as having one of the following four levels of authority:
 - i. limited advisor: the committee investigates and reports to the Board
 - ii. active advisor: the committee investigates and suggests action to the Board
 - iii. limited agent: the committee can take some action with the Board's prior consent
 - iv. active agent: the committee takes action that the Board can later formally approve
- (d) Every Board committee shall have terms of reference that include the purpose, duties and responsibilities, composition and appointments, meeting schedule, resources, and reporting and evaluation structures and that shall be approved in a Board resolution.
- (e) A committee may not speak or act for the Board except when formally given such authority for specific and time-limited purposes through the approved terms of reference.
- (f) A quorum of a meeting of any committee of the Board shall be a simple majority of the members of the committee. No provision is made for attendance at committee meetings by electronic means or other communications facilities.

8.2 Committee Members

- (a) Trustees are chosen to represent the Board on Board standing committees by majority and/or show of hands at a Planning Meeting preceding the Annual Organizational Meeting of the Board. At the Annual Organizational Meeting of the Board, Trustee representation on each of the Board's standing committees shall be confirmed by resolution.
- (b) Trustees shall endeavor to ensure that all Trustees sit on some standing committees, where possible.
- (c) Trustees are appointed to ad hoc committees as necessary.
- (d) The Chair shall be a member or ex-officio voting member of all standing committees of the Board and may be a member or ex-officio voting member of any other committees of the Board as the Board may deem appropriate from time to time.
- (e) The Board shall have the power to add, replace, or remove Trustees or other members from Board committees.
- (f) The Board may appoint non-Trustees from the community for a defined term to a Board committee.

- (g) The Board may augment a committee with appropriate members of the staff or members of the public on the recommendation of the Superintendent and or at the request of the Board.

9.0 INTERNAL AUDITOR

9.1 Selection and Employment

The Board may, subject to the *School Act*, select and employ an Internal Auditor who shall provide independent objective assurance and consulting services directly to the Board. The Internal Auditor shall at all times hold and maintain a designation as either a chartered accountant, certified management accountant, or certified general accountant.

9.2 Term, Remuneration, and Benefits of the Internal Auditor

The terms of employment, remuneration, and benefits of the Internal Auditor shall be determined by contract between the Board and the Internal Auditor, or by a corporation or professional corporation contracting with the Board for the purpose of providing the services of the person employed as Internal Auditor to the Board, entered into from time to time and subject to the provisions of the *School Act*.

9.3 Reporting

The Internal Auditor shall report directly to the Board Corporate.

9.4 Internal Auditor's Duties

The Internal Auditor shall:

- (a) On the direction of the Board and in cooperation with the Superintendent, be responsible for planning and executing financial and operational audits throughout the District;
- (b) on the direction of the Board and in cooperation with the Superintendent, review the operation of departments and the provision of services and programs to determine whether they operate efficiently, effectively, and economically and to minimize risk;
- (c) assist in the development or enhancement of sound business practices and strategies;
- (d) assist Financial Services staff and any external auditors in order to ensure that financial reporting is consistent with generally accepted accounting principles, Alberta Education requirements, and the needs of the District from time to time;

- (e) monitor the progress of management action plans arising from external audits, as directed by the Board;
- (f) act at all times in an ethical fashion and in accordance with all duties and responsibilities as prescribed by the Internal Auditor's professional association;
- (g) follow the audit plan as set forth by the Board; and,
- (h) perform any such other duties as may from time to time be determined by the Board.

10.0 ADMINISTRATIVE AND TEACHING STAFF

10.1 Employment of Administrative Staff and Other Non-Teaching Staff

The Board, through the Superintendent shall, pursuant to the provisions of the *School Act*, the *Teaching Profession Act*, and the Statutory Regulations, select, employ, control, and dismiss such administrative and other non-teaching staff, including but not limited to staff not governed by a collective agreement, as it deems necessary.

10.2 Report of Superintendent on Senior Administrative Positions

The Superintendent shall annually provide to the Board an organizational structure or plan identifying the senior administrative positions in the District, their reporting relationships, their responsibilities, and their lines of communication, if any, with the Board of Trustees.

10.3 Employment of Teaching Staff

- (a) The Board shall, pursuant to the *School Act* and the Teaching Profession Act and the limitations imposed therein, select, employ, and direct, through the Superintendent, and suspend or dismiss, by direct authority only, such teaching staff as it deems necessary to provide instruction and supervision of students and to carry out such other duties as required.
- (b) The Superintendent shall, on behalf of the Board, enter into a contract of employment with every teacher employed by the Board in a form consistent with the provisions of the *School Act* and any collective agreement in place from time to time.
- (c) Notwithstanding section 10.3(a), if, in the opinion of the Superintendent, the welfare of a student or students is threatened by the presence of a teacher, the Superintendent may suspend that teacher from the performance of his or her duties.

10.4 School Administration Positions

The Board shall receive as information all principal and assistant principal assignments to the District.

11.0 CONFLICT OF INTEREST

11.1 Statutory Provisions

The provisions of this section are supplementary and subject to the provisions of the *School Act*⁴⁵ and the *Local Authorities Election Act*. Should any of the provisions of this section be found to be contrary to the provisions of those acts, the provisions of those acts shall prevail.

11.2 Reporting Provisions

- (a) Each Trustee shall file with the Secretary a statement showing:
 - i. the names and details of employment of the Trustee and the Trustee's spouse or adult interdependent partner and children;
 - ii. the names of the corporations, partnerships, firms, governments, or persons in which the Trustee has a pecuniary interest; and,
 - iii. the names of the corporations, partnerships, firms, governments, or persons in which the Trustee's spouse or adult interdependent partner or children under 18 years of age have a pecuniary interest.
- (b) The Secretary shall compile a list of all the names reported on the statements and provide a copy of the list to:
 - i. all Trustees; and
 - ii. the officials and employees of the Board that the Board directs shall receive a copy all Trustees.

11.3 Disclosure Provisions

When a Trustee has a conflict of interest in a matter before the Board or any committee of the Board or any commission, committee, or agency to which the Trustee is appointed as a representative of the Board, the Trustee, if present, shall:

- (a) disclose the general nature of the conflict of interest prior to any discussion of the matter;
- (b) abstain from discussing the matter;
- (c) abstain from voting on any question relating to the matter; and,
- (d) leave the room in which the meeting is being held until discussion and voting on the matter are concluded.

11.4 Disclosure after Absence

If a Trustee is absent from a meeting when a matter in which he or she has a conflict of interest is introduced, discussed, or voted upon, or if the conflict of interest arises or becomes known after the meeting, he or she shall:

- (a) immediately upon his or her return to the meeting in the case of a temporary absence from the meeting, or
- (b) as soon thereafter as he or she becomes aware that the matter has been considered, introduced, discussed, or voted upon

disclose the general nature of his or her conflict of interest and the provisions of section 11.3(b) to (d) shall apply.

11.5 Record of Disclosure

The disclosure and abstention of a Trustee under sections 11.3 or 11.4 shall be recorded in the minutes of the meeting.

11.6 Claiming Conflict

A Trustee or Officer of the Board may at any time prior to, during, or after a meeting of the Board or any committee of the Board claim that another Trustee has a conflict of interest in a matter that has been, is, or is to be before the Board and shall state the substance of the conflict of interest and advance his or her reason for believing that the Trustee named has such a conflict of interest. No Trustee or Officer of the Board who makes a claim shall acquire any liability for making the claim in the absence of malice.

11.7 Disclaimer of Conflict

The Trustee alleged to have a conflict of interest shall, in all cases, be given the opportunity to disclaim such conflict of interest, state the substance of the disclaimer, and advance his or her reason for the disclaimer.

11.8 Vote on Conflict

When a claim has been made pursuant to section 11.6, the Board shall decide by majority vote whether the Trustee alleged to have a conflict of interest does, in its opinion, have such a conflict of interest, and the decision shall be final and binding, subject only to a decision of the Court of Queen's Bench of Alberta or Court of Appeal of Alberta. Neither the Trustee or Officer advancing the claim nor the Trustee alleged to have a conflict of interest shall vote on the decision of the Board.

11.9 Non-Participation after Potential Conflict Determined

The provisions of Sections 11.3(b), (c), and (d) and 11.5 shall apply when a Trustee is determined under Section 11.8 to have a conflict of interest.

11.10 Designated Non-Conflicts

A Trustee shall not be considered to have a conflict of interest solely on the grounds that the matter before the Board involves:

- (a) the approval, amendment, addition, deletion, interpretation, or application of all or part of this Organizational Bylaw;
- (b) issues of liability, indemnification, and insurance as described in section 14.0;
- (c) the remuneration or compensation of Trustees in their capacity as such;
- (d) a pecuniary interest of the Trustee that is so remote or insignificant that it cannot be reasonably regarded as likely to influence the Trustee; and,
- (e) a pecuniary interest is unknown or ought not reasonably to be known to the Trustee.

11.11 Gifts or Favours

In addition to all disclosure and abstention requirements, if a Trustee, except with the consent, expressed or implied, of the Board, is offered or has received a gift or favour of a monetary value greater than \$100.00 relating to or resulting from the Trustee's position on the Board, he or she shall:

- (a) refuse to accept the gift or favour, or
- (b) forthwith return the gift or favour, or
- (c) forthwith turn over or assign the gift or favour to the District, or
- (d) apply to the Board at the next meeting for instructions or directions as to which of subparagraphs (a), (b), or (c) should be followed.

11.12 Penalties and Remedies

If a Trustee has a conflict of interest in a matter before the Board or has received a gift or favour or if a Trustee is in breach of any provisions of the *School Act* or this Organizational Bylaw for which no other penalties or remedies have been specifically provided, and:

- (a) does not disclose that conflict of interest in accordance with Sections 11.3 or 11.4, or
- (b) has been found to have a conflict of interest in accordance with Section 11.8, or
- (c) has not refused, returned, turned over, or assigned the gift or favour in accordance with Section 11.11,

then the Chair (or the Vice-Chair if it is the Chair who is in breach of the above) shall, upon the advice and recommendation of the Board and depending upon the seriousness of the conflict of interest or the receipt of the proscribed gift or favour:

- i. issue to the Trustee a Board sanction in accordance with the procedures set out in section 13.0 of this Organizational Bylaw, or
- ii. report to the Minister that the Trustee has been found to be in a potential conflict of interest, in receipt of a proscribed gift or favour, or otherwise in breach of the *School Act* or this Organizational Bylaw, or
- iii. recommend to the Minister that the Trustee be disqualified from remaining as a Trustee, or
- iv. direct that Board apply to the Court of Queen's Bench of Alberta to have the matter determined in that forum.

11.13 Disclosure and Material Contracts

If a Trustee has disclosed his or her conflict of interest in accordance with Section 11.3 or 11.4, or has been found not to be in a conflict of interest in accordance with Section 11.8, and thereafter a material contract has been approved or entered into by the Board, then provided it was reasonable and fair to the Board at the time it was approved, the material contract is neither void nor voidable and the Trustee to whom a profit, gain, or opportunity accrues as a result of the material contract is not liable to account to the Board for that profit, gain, or opportunity.

11.14 Non-Disclosure and Material Contracts

If a Trustee or Officer of the Board has a conflict of interest in a matter before the Board that results in a material contract, and:

- (a) does not disclose that potential conflict of interest in accordance with Section 11.3 or 11.4, or
- (b) has been found to be in a conflict of interest in accordance with Section 11.8 after the time the Board entered into the material contract,

then the Board may apply to the Court of Queen's Bench of Alberta to have the material contract set aside and a direction that the Trustee account to the Board for any profit, gain, or opportunity accrued.

12.0 INSPECTION OF RECORDS AND CONFIDENTIAL INFORMATION

12.1 Books and Records

- (a) All books and records of the Board and the District, except the records of individual students of the District and the personnel files of present and former

employees or appointees of the District, shall be open to inspection by any Trustee upon reasonable request to the Chair and Superintendent.

- (b) Requests for information by a Trustee shall be considered as individual requests.
- (c) At any reasonable time, any employee, appointee, or elector of the District may inspect and receive copies, upon payment at the rate prescribed by the Board, of:
 - i. the agenda of any Public Meeting called by the Board;
 - ii. the minutes of any Public Meeting called by the Board;
 - iii. a budget adopted by the Board;
 - iv. a bylaw of the Board;
 - v. an agreement entered into by the Board;
 - vi. an account of the Board; or
 - vii. a financial statement prepared pursuant to a requirement of the *School Act*.
- (d) All access to information shall be compliant with the *Freedom of Information and Protection of Privacy Act*, R.S.A. 2000, c. F-25, as amended from time to time.

12.2 Confidentiality

Information obtained from the attendance at a Planning Meeting or receipt of the minutes therefrom, deliberations of any Board committee, any Board committees' minutes or records, the records of the Board with respect to any individual students of the District, the personnel files of employees or appointees of the District, or any other information that is determined by the Board to be confidential shall be treated as private and confidential information and shall not be published, released, or disclosed in any manner, unless approved in a resolution of the Board, to any persons other than to Trustees of the Board or, in the case of Board committee deliberations, to members of the committee of the Board, or in pursuance of specified duties under the *School Act*, this Organizational Bylaw, or the *Freedom of Information and Protection of Privacy Act*.

13.0 SANCTIONS AND CENSURE

13.1 Duty of Conduct

Trustees shall at all times conduct themselves in a manner in accordance with this Organizational Bylaw, Board governance policies, applicable rules of order, and all applicable legislation.

13.2 Complaint Procedure

- (a) A Trustee who has reasonable grounds to believe that a fellow Trustee is in violation of the above duty must respect the principle of “first contact,” which means that the Trustee who has the concern has a responsibility to express the concern directly to the Trustee believed to be in violation.
- (b) The Trustee who has reasonable grounds to believe that his or her fellow Trustee is in violation of the above duty may bring an allegation of such violation to the Board, through the Chair, as an official complaint. The Trustee who wishes to commence an official complaint (hereafter, the complainant Trustee) shall file a letter of complaint with the Chair in which he or she indicates the nature of the complaint and the duty that is alleged to have been breached by the Trustee (hereafter, the respondent Trustee). The complainant Trustee shall forward a copy of the letter of complaint to the respondent Trustee forthwith.
- (c) If the respondent Trustee is the Chair, the Vice-Chair shall fulfill the duties of the Chair.
- (d) Within five working day of receipt by the Chair of the letter of complaint, the Chair shall ensure that all other Trustees shall be forwarded, by registered mail or courier, a copy of the letter of complaint.
- (e) When a Trustee files a letter of complaint and when a copy of that letter is forwarded to all Trustees, the filing, notification, content, and nature of the complaint shall be deemed to be strictly confidential. Public disclosure of the complaint and any resulting decision taken by the Board may be made only by the Chair with the direction of the Board following the disposition of the complaint by the Board at a Code of Conduct Hearing.
- (f) To ensure that the complaint has merit to be considered and reviewed, at least one other Trustee must provide to the Chair, within three working days of the notice in writing of the complaint being forwarded to all Trustees, a letter indicating support for having the complaint heard at a Code of Conduct Hearing.
- (g) Where no letter supporting a hearing is forthcoming, the complaint shall not be heard. The Chair shall notify all other Trustees in writing that no further action of the Board shall occur.
- (h) Where a letter supporting a hearing is forthcoming, the Chair shall convene as soon as is reasonable, a Planning Meeting of the Board at which a Code of Conduct Hearing shall be held to allow the complainant Trustee to present his or her allegation and to allow the respondent Trustee to present his or her response to the allegation.

- (i) No less than seventy-two hours prior to the Code of Conduct Hearing set pursuant to subsection (h), all Trustees shall be informed of the date, place, and time of the Planning Meeting set for the purpose of the Code of Conduct Hearing.
- (j) At any time prior to or subsequent to the Code of Conduct Hearing, the Chair, on the direction of the Board, may request the complainant Trustee or the respondent Trustee to answer any inquiries or furnish any records or property in a Trustee's control or possession to the Chair that the Chair considers relevant to the issues raised in the allegation. The Chair shall review any such records or property, or information obtained in the course of any such inquiry, and disclose to all Trustees any relevant facts arising therefrom.
- (k) The Chair may investigate any other conduct of the respondent Trustee that arises in the course of the allegation and shall report to the Board at a meeting other than that called for the Code of Conduct Hearing the results of any such investigation.
- (l) No Trustee shall be disqualified from attending and participating in the Code of Conduct Hearing solely because the Trustee brought forth the allegation or because the Trustee provided a letter of support to hear the allegation.
- (m) No Trustee who makes an allegation pursuant to subsection (a) or who provides information, records, or property pursuant to subsection (j) shall acquire any liability in the absence of malice.

13.3 Code of Conduct Hearing Procedures

- (a) The Code of Conduct Hearing shall be conducted at a Planning Meeting of the Board convened for that purpose. Such a meeting shall be deemed to be an in-camera meeting. The Board, in its sole discretion, may record the Code of Conduct Hearing by electronic means or by appointing a person to take notes of the proceedings. All Trustees shall be advised of the recording by the presiding Chair at the commencement of the Code of Conduct Hearing. All preliminary matters, including whether one or more Trustees may have a conflict of interest in hearing the presentations regarding the allegation, shall be dealt with prior to the presentation of the allegation on behalf of the complainant Trustee.
- (b) Those eligible to attend a Code of Conduct Hearing shall be:
 - i. the complainant Trustee and his or her legal counsel;
 - ii. the respondent Trustee and his or her legal counsel;
 - iii. all remaining Trustees;
 - iv. the Superintendent;

- v. District legal counsel, who shall represent the Board; and,
 - vi. others as agreed to by the Board.
- (c) The sequence of the Code of Conduct Hearing shall be:
- i. the complainant Trustee shall provide a presentation, which may be written or oral or both and which may include written witness statements; then
 - ii. the respondent Trustee shall provide a presentation, which may be written or oral or both and which may include written witness statements; then
 - iii. the complainant Trustee shall then be given an opportunity to reply to the respondent Trustee's presentation; then
 - iv. the respondent Trustee shall then be provided a further opportunity to respond to the complainant Trustee's presentation and subsequent remarks
 - v. the remaining Trustees of the Board shall be given the opportunity to ask questions of both parties
 - vi. the complainant Trustee shall be given the opportunity to make final comments
 - vii. the respondent Trustee shall be given the opportunity to make final comments
- (d) Following the presentation of their respective final comments, the complainant and respondent Trustees shall be required to leave the room, and the remaining Trustees shall deliberate in private, without assistance from Administration. The Board may, however, in its discretion, call upon legal advisors to assist it on points of law or on the drafting of a possible resolution.
- (e) If the remaining Trustees, in their deliberations, require further information or clarification of information from either or both of the complainant or the respondent Trustees, the complainant and respondent Trustees shall be reconvened and the request shall be made in the presence of both parties.
- (f) If necessary information is not available, a Trustee may request a recess or an adjournment to a later date at a time certain. Any such recess or adjournment shall be allowed only if a majority of the Board, excluding the complainant and respondent Trustees, agree to such recess or adjournment. In the case of an adjournment to a later date at a time certain, no discussion whatsoever by Trustees on matters heard at the Code of Conduct Hearing may take place until the Hearing is reconvened.
- (g) The Trustees, excluding the complainant and respondent Trustees, shall in deliberation decide what action, if any, will be taken regarding the respondent Trustee.

- (h) All documentation, including any notes and/or recording by electronic means, that is related to the Code of Conduct Hearing shall be turned over to the District legal counsel immediately upon conclusion of the Code of Conduct Hearing and shall be retained in accordance with legal requirements.
- (i) The presiding Chair shall declare the Special Meeting adjourned.

13.4 Sanctions and Censure

Any Trustee who is found to be in violation of the duty set out in section 13.1 may be subject to censure, and the Chair may institute one or more of the following sanctions as decided upon at the Code of Conduct Hearing by the majority of Trustees, excepting thereout the complaining and respondent Trustees:

- (a) the Board may direct the Chair to write a letter of censure marked “personal and confidential” to the Trustee in question;
- (b) the Board may pass a motion of censure against the Trustee in question at an Public Meeting of the Board;
- (c) the Board may pass a motion removing the Trustee in question from one or more appointments or committees of the Board;
- (d) the Board may make recommendations to the Trustee in question that it considers will, if followed, improve the conduct of the Trustee;
- (e) the Board may require the agreement of the Trustee in question that he or she will respect any restrictions or recommendations made by the Board on his or her future actions;
- (f) the Board may take any other action available to the Board in law, including but not limited to the commencement of legal proceedings against the Trustee in question;
- (g) the Board may report to the Minister that the Trustee in question has been sanctioned in any of the manners noted above; and
- (h) the Board may recommend to the Minister that the Trustee in question be disqualified from remaining a Trustee, or, from being allowed to run for the position of Trustee in the future, or that the Minister require the resignation of the person as Trustee.

13.5 Payment of Legal Costs

In the event that the complainant or respondent Trustee incurs expenses for legal representation sought in the course of the Complaint process or Conduct Hearing process and the issues directly arising therefrom, the complainant or respondent Trustee may make representations to the Board regarding reimbursement of those legal

expenses by the Board. After such representation, the complainant and respondent Trustees shall be required to leave the room, and the remaining Trustees shall in deliberation decide by way of majority vote as to whether such expenses, or a portion thereof, shall be reimbursed by the Board.

13.6 Public Disclosure

Public disclosure of any complaint and any facts arising therefrom including any censure and sanctions shall be made by the Chair only at the direction of the Board, following the final disposition of the Board.

14.0 LIABILITY, INDEMNIFICATION, AND INSURANCE

14.1 Duties of Trustees, Officers, and Employees

Every Trustee, Officer, employee, appointee, and committee member of the Board, in exercising powers and discharging duties as set out, in the *School Act* and this Organizational Bylaw shall:

- (a) act honestly and in good faith with a view to the best interests of the Board and the District as a whole; and
- (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

14.2 Non-Liability to the Board

No present or former Trustee, Officer, employee, appointee, or committee member of the Board shall, while in compliance with section 14.1, be individually liable to the Board, any other present or former Trustee, officer, employee, appointee, or committee member of the Board or anyone having actual or implied notice of this Organizational Bylaw, for:

- (a) the acts, omissions, neglect, or defaults of any other Trustee, Officer, employee, appointee, or committee member of the Board;
- (b) joining in any motion, direction, or other act of conformity with the Board or a majority of the Board;
- (c) any loss, damage, or expense occasioned to the Board or District through the insufficiency or deficiency of title to any property acquired for or on behalf of the Board or District;
- (d) any loss, damage, or expense occasioned to the Board or District through the insufficiency or deficiency of any security in or upon which any of the monies of the Board or District are invested;

- (e) any loss, damage, or expense arising from the bankruptcy, insolvency, tortuous acts, or criminal acts of any person with whom any of the monies, securities, or effects of the Board or District are deposited;
- (f) any loss, damage, or expense occasioned by any error in judgment or oversight on the part of the Trustee, officer, employee, appointee, or committee member of the Board; or
- (g) any loss, damage, expense, or misfortune whatsoever that may have resulted from the execution of the duties or undertaking of the office of the Trustee, officer, employee, appointee, or committee member of the Board or in relation to it.

14.3 Indemnity and Save Harmless

To the extent permitted by law, the Board shall indemnify and save harmless each person who is acting in the capacity of an employee, appointee, committee member, Trustee, or Officer of the Board, or a person who is acting on behalf of the District at the District's request and each of their heirs and legal representatives from:

- (a) any claims, liabilities, costs (including legal costs on an indemnity basis), charges, loss, damage, and expenses, including an amount paid to settle or satisfy a judgment, that any of them may sustain or incur in respect of any civil, criminal, or administrative action or proceeding to which any of them are made a party by reason of being or having been an employee, appointee, committee member, Trustee, or Officer of the Board, or a person who was acting on behalf of the District at the District's request and
- (b) all other costs, charges, and expenses that any of them sustain or incur in respect of the affairs of the Board or the District when such person is acting honestly and in good faith with a view to the best interests of the Board and the District and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, where he or she had reasonable grounds for believing that his or her conduct was lawful. The Board shall also indemnify such persons in all other circumstances permitted or required by the *School Act*.

14.4 Exceptions to Indemnity

The obligation to indemnify and save harmless any Trustee, Officer, employee, appointee, or committee member otherwise entitled to indemnification under section 14.3 shall not extend in respect of:

- (a) any actions, suits, or proceedings commenced against the Board or any other Trustee, Officer, employee, appointee, or committee member by the claiming Trustee, officer, employee or appointee;

- (b) any actions, suits, or proceedings commenced against the claiming Trustee, Officer, employee, appointee, or committee member by or on behalf of the Board, except by leave of the Court of Queen's Bench of Alberta;
- (c) any actions, suits, or proceedings arising out of any other disputes as between the claiming Trustee, Officer, employee, appointee, or committee member and the Board including, but not limited to, disputes involving Trusteeship, employment, appointment, disciplinary procedures, or human rights;
- (d) any actions, suits, or proceedings arising out of the willful neglect, willful default, or willful breach of statutory duty by the claiming Trustee, Officer, employee, appointee, or committee member; and
- (e) any criminal proceeding involving the claiming Trustee, Officer, employee, appointee, or committee member except if such person has been charged only by reason of being or having been a Trustee, Officer, employee, appointee, or committee member.

14.5 Insurance

The Board may purchase and maintain insurance or, with the approval of the Minister, participate in an arrangement under Part 15 of the *Insurance Act* or other arrangement, for the benefit of any Trustee, Officer, employee, appointee, or committee member referenced in section 14.3, against any liabilities incurred in respect of any civil, criminal, or administrative action or proceeding to which he or she is made a party by reason of being or having been a Trustee, Officer, employee, appointee, or committee member in such amounts as the Board may determine, except liability coverage relating to a failure to act honestly and in good faith with a view to the best interests of the Board and the District.

15.0 VALIDITY OF ACTS

15.1 Irregularities of Qualifications

No resolution or other act of the Board shall be invalid or ineffective merely by reason of any defect or irregularity in the election or qualification to act as a Trustee of the Board, or by any defect in the election, appointment, or selection of any Trustee of the Board as an Officer of the Board or member of any committee of the Board, or by the delegation of duties to any Trustee, Officer, employee, appointee, or committee member of the Board.

15.2 Irregularities of Procedures

No resolution or other act of the Board shall be invalid or ineffective merely by reason of any defect or irregularity in the proceedings of the Board as a result of lack of compliance with the provisions of the *School Act*, *Local Authorities Election Act*, the

Statutory Regulations, other acts, or requirements of the Government of Alberta or the Minister with respect to the Board or the District, of this Organizational Bylaw or other bylaws or policies of the Board either in substance or in form.

15.3 Irregularities of Acts or Statements

No resolution or other act of the Board shall be invalid or ineffective merely by reason of any act, failure to act, statement, misstatement, silence, declaration, or failure to declare of any Trustee of the Board.

16.0 DELEGATION OF AUTHORITY

16.1 General Delegation

When any action of the Board is taken on the Board's behalf by a person who acts within the scope of duties assigned pursuant to authority delegated by the Board, such action shall be deemed to be taken by the Board.

16.2 Specific Delegations⁴⁶

In particular, but not so as to restrict the generality of section 16.1, the Board may authorize by resolution:

- (a) any of its employees or appointees, or
- (b) a committee of the Board that is established by the Board, or
- (c) a school council, or
- (d) a joint committee established pursuant to the *School Act*,

to do any act or thing or exercise any power that the Board may or is required to do or exercise, subject to the directions and limitations set out in the resolution, except to exercise:

- i. the power to make a bylaw,
- ii. the power to close a school or school building,
- iii. the power to requisition from a municipal authority,
- iv. the power to suspend the services of a teacher, unless the Superintendent is of the opinion that the welfare of the students is threatened by the presence of the teacher in which case the Superintendent may suspend a teacher from the performance of his or her duties without prior notice,
- v. the power to terminate the services of a teacher, or
- vi. the power to hear an objection to a transfer from one school to another school made by a teacher within seven days from the day on which he or she receives the notice of transfer.

17.0 SIGNING AUTHORITY AND CORPORATE SEAL

17.1 Execution of Documents

All contracts, agreements, or undertakings of the Board requiring the affixing of the corporate seal of the District shall be executed on behalf of the Board by the Superintendent and Treasurer, under corporate seal.

17.2 Delegation of Signing Authority

The Board delegates signing authority with respect to contracts in which the Board is a party, to the Superintendent and the Treasurer, subject to the following exceptions:

- (a) collective agreements with staff groups shall be signed by the Chair and either the Superintendent or the Treasurer;
- (b) subject to subsection (c), employment contracts for staff shall be signed by the Superintendent, who may from time to time delegate this authority, or a portion thereof, to the Director of Human Resource Services;
- (c) employment contracts for the Superintendent and Internal Auditor shall be signed by the Chair and the Treasurer; and
- (d) property leases not exceeding a total value of \$500,000 and all equipment leases shall be signed by the Treasurer.

17.3 Corporate Seal

The corporate seal of the District shall be kept in the custody of the Treasurer.

18.0 FISCAL YEAR

The fiscal year of the Board shall be from September 1 of each year to the next following August 31 or such other period as may be established by the *School Act* or the Minister.

19.0 BUDGET AND FISCAL MANAGEMENT

19.1 Budget

On or before May 31 in each fiscal year, or such other date specified by the Minister, the Board shall prepare, through the Treasurer, a budget for the fiscal year commencing the next following September 1, in which expenditures shall not exceed revenue, unless the Board has sufficient estimated available surplus operating funds at the commencement of the fiscal year to meet the estimated excess of expenditures over revenues, and shall submit same to the Minister.

19.2 Alberta School Foundation Fund

In each year in which a general election is held under the *Local Authorities Election Act*, the Board shall, after the date of the general election and before December 31 of the same year, consider and vote upon a resolution and certify to the Minister under the seal of the District that Part 6, Division 4 of the *School Act* (Alberta School Foundation Fund) does or does not, as the vote may be, apply to the Board or if such a resolution is in force that it is confirmed or rescinded.

19.3 Supplementary Requisition

On or before April 30 in each fiscal year or as soon as possible thereafter and in compliance with the provisions of the *School Act*, the Board shall submit to the appropriate taxing authorities the sum of money requisitioned from property owners who are supporters of the District.

19.4 Fees

- (a) The Board shall not charge any tuition fees for resident students or for the resident student of any other Board or of the government of the Province of Alberta.
- (b) Fees or refundable deposits with respect to instructional supplies or materials, extracurricular activities and services, continuing education, early childhood services, non-resident students entitled under the *School Act* to access educational programs or otherwise, or transportation and such other fees as are allowed by the *School Act* and statutory regulations may be charged to students in accordance with administrative regulations and procedures of the District.

19.5 Capital Reserve

- (a) The Board may transfer funds to the capital reserve and use such funds in accordance with the terms of reference of the capital reserve, or otherwise subject to Ministerial permission or requirement.
- (b) The Board may effect a temporary transfer of capital funds, for a period of not more than one (1) fiscal year, to an account for current expenses.
- (c) Movement of funds from the capital reserve may be accomplished only by Board resolution.

19.6 Resource Management

- (a) The Board will manage resources in an efficient, effective, and accountable manner, with the following principles in mind:

- (b) resources will be utilized in a manner designed to maximize direct services to students;
- (c) major capital acquisitions will be made only after completion of a cost/benefit analysis;
- (d) the District will conduct its business in a fair and ethical manner; and
- (e) resources will be distributed on a fair and equitable basis.

20.0 FINANCIAL STATEMENTS AND EXTERNAL AUDIT

20.1 Financial Statements

On or before November 30 in each fiscal year, the Board shall prepare, through the Treasurer, financial statements for the fiscal year ending on the previous August 31.

20.2 Appointment of External Auditor

The Board shall annually appoint an external auditor to report on the financial statements of the Board for the fiscal year and shall review external audit services at least every three years.

20.3 Proposals for External Audit Services

The Board, at intervals not exceeding six years, shall formally request proposals from qualified audit firms or individuals for appointment as Board auditor. Providing the tri-annual review conducted under section 20.2 is satisfactory, the Board may extend this interval to one that does not exceed nine years.

20.4 Access of External Auditor

The external auditor shall be given access to all records, documents, books of account, and vouchers of the Board and is empowered to request and receive from the Board and any employee or appointee of the Board any information and explanation that in his or her opinion may be necessary to enable him or her to report on the financial statements of the Board.

20.5 External Auditor's Report

The External Auditor shall perform his or her examination and prepare a report on the financial statements of the Board in accordance with generally accepted auditing standards, or such standards as may from time to time be prescribed by the Minister, and submit the report for discussion to the Board.

20.6 Audited Related Services

The External Auditor shall only provide services related to the review and/or audit of the District's annual financial statements, Teachers' Retirement Fund, and Local Authorities Pension Plan. The external auditor shall not provide any other services to the District, other than those so authorized by Board motion.

20.7 Submission to Minister

On or before November 30 in each fiscal year, the Board, through the Treasurer, shall cause the External Auditor to submit to the Minister copies of the audited financial statement and the report on the financial statements, written communication between the External Auditor and the Board respecting the systems of internal control and accounting procedures of the Board, and other information that the Minister may require.

21.0 BANKING

21.1 Banking Authorized

At every Annual Organizational Meeting, the Board shall by resolution reaffirm that any two of the Chair, Vice-Chair, Superintendent, and Treasurer, by position, shall be authorized, for and in the name of the District, to:

- (a) draw, accept, sign, and make all or any bills of exchange, promissory notes, cheques, and orders for paying of monies;
- (b) negotiate, deposit, endorse, or transfer to a financial institution designated by the Board for the credit of the District only, all bills of exchange, promissory notes, cheques, or orders for payment of money and other negotiable paper;
- (c) subject to prior approval of the Board, borrow money from time to time by incurring an overdraft or otherwise;
- (d) arrange, settle, balance, and certify all books and accounts between the District and a financial institution designated by the Board;
- (e) receive all bank statements; and
- (f) transact with a financial institution designated by the Board, any business the Board may deem fit.

21.2 Investments

All monies received by or on behalf of the District shall be deposited in a bank, credit union, treasury branch, or trust company or invested in only those investments authorized by section 5 of the *Trustee Act*, R.S.A. 2000, c. T-8, as amended from time to time.

21.3 Facsimile Signatures

As an alternative to the manual signing of cheques, any cheque on the authorized bank accounts of the District shall be sufficiently signed if the facsimile signatures of two authorized officers are printed, lithographed, or otherwise impressed thereon by an automatic cheque-signing machine or device, provided that the use of such machine or device shall always be subject to proper controls and that any such machine or device so used and the controls of the use shall both be approved in writing by the Superintendent.

21.4 Electronic Banking

As an alternative to the issuing and drawing of cheques and other banking documents on paper, the Board may, by resolution, enter into agreements relating to electronic funds transfer systems and authorize the use of such systems.

21.5 Bonding

The Treasurer and all other employees of the District who have any involvement in financial transactions and/or acquisition or disposal of District assets shall be bonded by the Board at its expense and in such amounts as the Board may from time to time determine reasonable in the circumstances.

21.6 Appointment of Banker

The Board shall appoint for a reasonable term a financial institution to provide banking services, and the Board shall review banking services at least every three years.

22.0 BORROWING

22.1 Current Operating Needs and Capital Expenditures

The Board may, by resolution, borrow to meet current operating needs provided that such borrowing shall not, without the prior written approval of the Minister, when combined with previous borrowings, exceed the amount of the Board's accounts receivable, as shown in the Board's most recent audited financial statements. Such borrowing may be secured by a charge on taxes levied or to be levied by the Board, on requisitions made or to be made by the Board, on other money due or accruing to the Board, by promissory note, or in any other manner that the Board thinks fit, subject to statutory regulations.

22.2 Loan on Debentures

The Board may, by resolution, raise money by way of a loan on currently outstanding debentures, with or without hypothecation, but not exceeding 80% of the par value of the debentures, and only for the purpose for which the debentures were issued.

22.3 Unexpended Funds

If, upon completion of funding of the capital expenditure for which debentures were issued, there remains a balance of unexpended funds, the Board shall, by resolution, apply to the Minister for authority to use that balance, reciting the facts and setting out a purpose for use of those funds.

23.0 AMENDMENT AND REVISION OF ORGANIZATIONAL BYLAW

23.1 Notice of Amendment

- (a) For the purpose of this Organizational Bylaw, “amendment” shall be defined as given in *Robert’s Rules of Order*.
- (b) Prior to presenting any motion to amend this Organizational Bylaw, previous notice of motion must be given at a Public Meeting of the Board.
- (c) Every motion to amend this Organizational Bylaw shall have three distinct separate readings before the amendment is passed.
- (d) Not more than two readings of a motion to amend this Organizational Bylaw shall be given at any one meeting unless the Trustees present at the meeting unanimously agree to give the bylaw third reading.
- (e) The first reading of a motion to amend this Organizational Bylaw shall be in full and, if each Trustee has in his or her possession a written or printed copy of the bylaw, the second and third readings may be made as circulated.

23.2 Notice of Revision

- (a) For the purpose of this Organizational Bylaw, “revision” shall be defined as given in *Robert’s Rules of Order*.
- (b) Prior to presenting any motion to revise this Organizational Bylaw, previous notice of motion must be given at a Public Meeting of the Board.
- (c) Every motion to revise this Organizational Bylaw shall have three distinct separate readings before the revision is passed.
- (d) Not more than two readings of a motion to revise this Organizational Bylaw shall be given at any one meeting unless the Trustees present at the meeting unanimously agree to give the bylaw third reading.

- (e) The first reading of a motion to revise this Organizational Bylaw may, if each Trustee has in his or her possession a written or printed copy of the bylaw, be seriatim, by section title and amendment description only.
- (f) The second and third readings of a motion to revise this Organizational Bylaw may, if each Trustee has in his or her possession a written or printed copy of the bylaw, be made as circulated.

23.3 Review

The Board shall establish a procedure whereby this Organizational Bylaw is reviewed at least every three years.

24.0 ADOPTION OF ORGANIZATIONAL POLICY

- Adopted: June 15, 1992
- Amended: November 17, 1992
- Amended: October 2, 1995
- Amended: September 15, 1997
- Amended: May 19, 1998
- Amended: September 14, 1998
- Amended: January 18, 1999
- Amended: September 10, 2001
- Amended: January 14, 2002
- Amended: February 4, 2002
- Amended: May 1, 2006 (added 7.1 Internal Auditor)
- Amended: October 23, 2006
- Amended: September 26, 2007
- Amended: March 11, 2008
- Revised: April 14, 2009
- Revised: June 30, 2011

Signed: _____
Board Chair

Date: _____

¹ s. 64
² s. 80(3)
³ s. 66
⁴ s. 70
⁵ s. 116
⁶ s. 67
⁷ s. 116
⁸ s. 8; s. 44; s. 45
⁹ s. 8; s. 44; s. 45
¹⁰ s. 50
¹¹ s. 50
¹² s. 51
¹³ s. 21
¹⁴ s. 60(2)(h)
¹⁵ Part 4 – Division 1, Division 2, Division 3
¹⁶ s. 56
¹⁷ s. 58
¹⁸ s. 60(1)(a)
¹⁹ s. 60(2)(a); 60(2)(b)
²⁰ s. 60(2)(c)
²¹ s. 60(3)(c)(i) and (ii)
²² s. 60(1)(e); s. 24; s. 25
²³ s. 60(3)(b)
²⁴ s. 60(3)(d)
²⁵ s. 60(2)(i)
²⁶ s. 62(1); s. 62(2)
²⁷ s. 60(1)(b)
²⁸ s. 60(1)(c)
²⁹ s. 60(2)(d)
³⁰ s. 60(2)(e)
³¹ s. 60(2)(f); s. 60(2)(g)
³² s. 60(2)(j)
³³ s. 60(2)(k)
³⁴ *Interpretation Act*, R.S.A. 2000, c. I-8, s. 16(a) & (b)
³⁵ s. 68
³⁶ *Election Finances and Contributions Act*, R.S.A. 2000, c. E-2, s. 16
³⁷ s. 113, s. 114, s. 115, s. 116
³⁸ s. 113, s. 114
³⁹ s. 113, s. 114
⁴⁰ s. 70
⁴¹ s. 71
⁴² s. 72
⁴³ Board Current Practice – Formal Presentations to the Board by Members of the Public
⁴⁴ Board Current Practice – Comments by Individual Members of the Public at Public Board Meetings
⁴⁵ Part 3, Division 3, ss. 80-91
⁴⁶ s. 61