

# ORGANIZATIONAL BYLAW

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# 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, as amended from time to time, (hereinafter the "*School Act*"), 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 ensure that the Board promotes 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) "Board" means The Board of Trustees of Edmonton Catholic Separate School District No. 7;
- (b) "District" means The Edmonton Catholic Separate School District No. 7, established by Ministerial Order, pursuant to the *School Act*;
- (c) "Chairperson" and "Vice-Chairperson" mean, respectively, the Chair and Vice-Chair of the Board elected pursuant to the *School Act*;
- (d) "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*;

- (e) "*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;
- (f) "*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;
- (g) "*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;
- (h) "Minister" means the Minister of Education, from time to time appointed by the Lieutenant Governor in Council of the Province of Alberta;
- (i) "Conflict of Interest" means a direct or indirect pecuniary or non-pecuniary interest in a matter before the Board, which would be likely to adversely affect the judgment of the 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 which the Trustee might be prompted to prefer to the interests of the Board and the District;
- (j) "Pecuniary Interest" means a direct or indirect interest in a matter before the Board that could monetarily affect:
  - (i) the Trustee;
  - (ii) the Trustee's spouse, adult interdependent partner, children, parents or the parents of the 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 the Trustee is a shareholder, director or officer;
  - (iv) a distributing corporation in which the Trustee beneficially owns voting shares carrying at least 10% of the voting rights attached to the voting shares of the corporation or of which the Trustee is a director or officer;
  - (v) a partnership or firm of which the person is a member; or
  - (vi) a corporation, partnership, firm, government or person that employs the Trustee; other than those pecuniary interests specifically excluded by the *School Act*<sup>1</sup>;
- (k) "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;
- (l) "Secretary" means the person appointed and employed as the Secretary of the District pursuant to the *School Act*<sup>2</sup>;
- (m) "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.
- (n) "*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;
- (o) "Treasurer" means the person appointed, employed and bonded as the Treasurer of the District pursuant to the *School Act*<sup>3</sup>; and
- (p) "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 Meaning**

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 shall be six (6).
- (c) The boundaries of the wards for the election of Trustees shall be coterminous with the wards established by the City of Edmonton for municipal purposes.
- (d) The candidate receiving the greatest number of votes in each of the wards shall be elected as Trustee for that ward.
- (e) The seventh Trustee elected shall be the candidate who receives the highest number of votes from all remaining candidates irrespective of ward, and shall represent the ward as a second Trustee for the ward from which that person is elected.

**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, 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 <sup>4</sup>;
- (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 <sup>5</sup>;
- (c) prescribe religious instruction and religious exercises for its students <sup>6</sup>;
- (d) prescribe patriotic instruction and patriotic exercises for its students <sup>7</sup>;
- (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 <sup>8</sup>;
- (f) provide work experience programs and continuing education programs for its students, as determined by the Board from time to time <sup>9</sup>;
- (g) provide for 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 <sup>10</sup>;
- (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 the Statutory Regulations <sup>11</sup>;
- (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 <sup>12</sup>;
- (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* <sup>13</sup>;
- (l) establish policies respecting the provision of educational services and program <sup>14</sup>;
- (m) develop, acquire or offer educational courses or programs and develop or acquire instructional materials for use in such programs <sup>15</sup>;
- (n) provide for appropriate parental and community involvement in its schools <sup>16</sup>;
- (o) make rules with respect to the establishment, administration, management and operation of schools and school buses <sup>17</sup>, the suspension or expulsion of students <sup>18</sup>, attendance of students at school, school or District activities <sup>19</sup> and other matters within the jurisdiction of the Board <sup>20</sup>;
- (p) establish committees and specify the powers and duties of the committees <sup>21</sup>;
- (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 students teaching as provided for in the *School Act* and Statutory Regulations <sup>22</sup>;

- (r) establish policies 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 <sup>23</sup>;
- (s) acquire, monitor, repair, furnish, hold, keep in good order and dispose of real and personal property <sup>24</sup>;
- (t) make such investments as permitted by s. 5 of the *Trustee Act*, R.S.A. 2000, c. T-8, as amended from time to time, or as permitted by the Minister <sup>25</sup>;
- (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 <sup>26</sup>;
- (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 <sup>27</sup>;
- (w) charge fees with respect to instructional supplies or materials, extra curricular 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 <sup>28</sup>;
- (x) make any banking arrangements necessary for the carrying out of these powers and duties <sup>29</sup>;
- (y) sue and be sued in its corporate name, contract and be contracted with in its corporate name, have a common seal and perpetual succession <sup>30</sup>;
- (z) exercise authority and control over its own internal and parliamentary processes at the Board level <sup>31</sup>; 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 progress. The responsibility for ensuring a fair, balanced discussion will rest with the Chairperson. 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 policy-making, the Board will be directed by the following considerations:

- (a) the mission of the District;
- (b) in considering policy, the Board will ensure that it is in compliance with this Organizational Bylaw, the *School Act*, 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, without micromanagement or excessive interference on the part of the Board or individual Trustees, in keeping with clear lines of authority and communication as established between the Board and administration from time to time; and

- (e) that the Superintendent is responsible for the creation, implementation, review and revision of administrative policies, regulations and procedures with the exception of policies governing the Board itself.

### **3.5 Partisan Activities**

The Board of Trustees, the Chairperson, Vice-Chairperson or any Trustee acting in their 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.<sup>32</sup> Trustees may contribute financially or otherwise to partisan activities or organizations providing that such contributions occur solely in their personal capacities.

## **4.0 OFFICERS OF THE BOARD**

### **4.1 Officers**

The officers of the Board shall be the Chairperson, Vice-Chairperson, Superintendent, Secretary and Treasurer.

### **4.2 Election/Appointment of Officers**

- (a) The Chairperson shall be elected annually at the 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 organizational meeting;
- (b) The Vice-Chairperson shall be elected annually at the 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 organizational meeting;
- (c) 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*<sup>33</sup>. The Treasurer shall be bonded in an amount that is reasonable in the circumstances.

### **4.3 Vacancy in Office**

- (a) The Chairperson or Vice-Chairperson may be removed from office prior to completion of his or her term by an ordinary resolution of the Board approved at a regular or special meeting of the Board by a majority of Trustees present. In the event the Chairperson or Vice-Chairperson 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 Chairperson and Vice-Chairperson can not be in attendance at a 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 Chairperson for the duration of that meeting.

### **4.4 Chairperson's Duties**

The Chairperson shall:

- (a) call, preside over and set the agenda and program of all regular and special meetings of the Board;
- (b) change the time of, cancel or postpone regular meetings of the Board upon receiving concurrence of a majority of Trustees after making a reasonable effort to poll all Trustees.
- (c) 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;
- (d) represent the Board at all public, government, community and Board functions;

- (e) report to the Trustees, officers, employees and public of the Board at such times as he or she deems fit or as requested by the Board, with regard to the interests of the Board;
- (f) act as the Board's official designate in communicating to the media on behalf of the Board;
- (g) act for and on behalf of the Board between all regular and special meetings of the Board;
- (h) give instructions on behalf of the Board to contractors, agents, employees, parties retained by the Board and any other third parties between all regular or special meetings of the Board;
- (i) ensure that the Board is fully informed about relevant business of the Board; and
- (j) perform such other duties as may from time to time be prescribed by the Board.

#### **4.5 Vice-Chairperson's Duties**

The Vice-Chairperson shall:

- (a) assume all the duties and have all the authority of the Chairperson in the absence of the Chairperson or when there is a vacancy in the office of the Chairperson;
- (b) assist the Chairperson in the performance of his or her duties; and
- (c) perform such other duties as may from time to time be prescribed by the Board.

#### **4.6 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* <sup>34</sup>.

##### **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 and the Superintendent or a corporation or professional corporation contracting with the Board for the purpose of providing the services of the person appointed as Superintendent to the Board, entered into from time to time, and subject to the provisions of the *School Act* <sup>35</sup>.

##### **Superintendent's Duties**

The Superintendent:

- (a) 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 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;
- (b) may delegate, in writing or in practice, duties or responsibilities to other senior administrative staff but this in no way relieves the Superintendent of the overall responsibility for the total operation of the District;
- (c) 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 Chairperson and subject to section 4.4(a);
- (iv) be responsible to see that all members of the District staff comply with applicable bylaws, administrative regulations and procedures of the District, policies and procedures, 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, control, discharge and prescribe, modify and review the duties and responsibilities of all employees or appointees of the Board and District subject to the provisions of canon Law, the School Act, the Teaching Profession Act, the Government Organization Act, and the Statutory Regulations;
- (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, other bylaws, any rules or regulations of the Board or any direction of the Board, and in the case of emergency, the Superintendent shall 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.

#### **4.7 Secretary's Duties**

The Secretary shall be responsible for:

- (a) attending all meetings of the Board unless not required to do so by decision of the Board;
- (b) the physical preparation and circulation of the agenda for each meeting, after the setting of that agenda by the Chairperson in consultation with the Superintendent, together with relevant material, to each member of the Board in advance of each meeting;
- (c) the preparation and maintenance of minutes of all regular and special Board meetings, organizational meetings and committee meetings of the Board and the forwarding of copies of such minutes to each Trustee or member as soon as possible after each meeting;
- (d) giving all notices required in these bylaws to be given to the Trustees or committee members;
- (e) attending to correspondence to or from the Board and Superintendent, consistent with Board policy and in consultation with the Superintendent;
- (f) acting as parliamentarian;
- (g) chairing the organizational meeting of the Board;
- (h) signing and custody of the official minute book;
- (i) performing such other duties as may from time to time be determined by the Board or Superintendent.

#### **4.8 Treasurer's Duties**

The Treasurer shall be responsible for:

- (a) custody of the seal of the Board and of all books, papers, records, correspondence, contracts and other documents belonging to the Board;
- (b) keeping 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) disbursing the funds of the Board under the direction of the Board;

- (d) custody and control of all securities and monies of the Board;
- (e) rendering to the Board at regular meetings or whenever required, an account of all transactions and of the financial position of the Board;
- (f) having all accounts audited by the external auditor as appointed from time to time pursuant to this Organizational Bylaw; and
- (g) performing such other duties as may from time to time be determined by the Superintendent.

## **5.0 MEETINGS OF THE BOARD**

### **5.1 Organizational Meetings**<sup>36</sup>

- (a) 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;
- (b) In any year in which a general election takes place, the organizational meeting shall be held within four weeks of the election, at a time and place fixed by the Secretary;
- (c) Written notice of an 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 Trustees residence. However, timely notice of the organizational meeting may be dispensed with by the consent of the Trustee or Trustees not receiving proper notice;
- (d) The Secretary shall conduct the organizational meeting until a Chairperson has been elected by the Trustees;
- (e) At the organizational meeting the dates, time and place of all regular board meetings shall be determined for the ensuing year. Exceptions will be in accordance with the *School Act*.

### **5.2 Regular Meetings**<sup>37</sup>

- (a) Regular meetings of the Board shall be held at least monthly during the school year;
- (b) Written notice of a regular 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 regular 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 hours minimum may be dispensed with by majority vote of the Board when circumstances warrant.

### **5.3 Special Meetings**<sup>38</sup>

- (a) A special planning meeting of the Board may be called by:
  - (i) the Chairperson of the Board,
  - (ii) a majority of the Trustees, or
  - (iii) the Minister,
 after written notice has been given to each Trustee in accordance with subsections (2), (3) and (4).
- (b) A notice of a special meeting shall state:
  - (i) the date, time and place of the special meeting;
  - (ii) the nature of the business to be transacted at the special meeting.
- (c) The notice of the meeting shall be:

- (i) sent by registered mail to each Trustee at least 7 days before the date of the meeting;(ii) sent by email or facsimile transmission at least 2 days before the date of the meeting to the Trustee's email address or facsimile. Receipt of email or facsimile transmission will be deemed to have occurred upon electronic confirmation of such receipt; or,
  - (iii) personally served at least 2 days before the date of the meeting on the Trustee, or a responsible person at the Trustee's residence.
- (d) Notwithstanding subsections (a) to (c), a special meeting may be held without notice being given under this section if every Trustee agrees to waive the requirements of subsections (a) to (c).
- (e) 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 at the special meeting.

#### **5.4 Planning Committee Meetings**

- (a) Planning committee meetings of the Board shall be called as required at intervals decided by the Board from time to time.
- (b) A planning committee meeting of the Board may also be called by:
- (i) the Chairperson of the Board, or
  - (ii) a majority of the Trustees,
- after written notice has been given to each Trustee in accordance with subsection (c).
- (c) Written notice of a planning committee 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 committee 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 hours minimum may be dispensed with by majority vote of the Board when circumstances warrant.
- (d) Planning committee meetings are not open meetings pursuant to meaning set forth in the *School Act*<sup>39</sup>.

#### **5.5 Delegations to the Board**

- (a) The group or individual wishing to make a presentation to the Board must submit the request through the Secretary in writing two weeks prior to the meeting at which they wish to appear.
- (b) The written brief or a digest of the brief must be included with the request.
- (c) The Chairperson shall, in consultation with the Superintendent, determine if the Board will hear the delegation. The Chairperson will inform the Board of all requests for delegations to the Board.
- (d) If the Board is to hear the delegation, the Chairperson will determine if the presentation will be at a regular meeting, a planning committee Meeting, or by another committee of the Board.
- (e) The group or individual will be advised by the Secretary if the presentation will be heard by the Board.
- (f) Upon approval to hear a presentation, the following procedure is to be followed:
- (i) The individual will identify who is speaking to the brief and who the speaker is representing;
  - (ii) The delegation is allowed ten minutes to make its presentation and may appoint two spokespersons. Up to three individuals will be allowed to be present at a planning meeting or at another committee of the Board meeting.
  - (iii) Following the presentation, Trustees may seek clarification of the information provided.
- (g) No business relating to the presentation of the delegation shall be dealt with until the next meeting of the Board unless otherwise agreed to by a majority of the Trustees present.

- (h) "Delegations" for the purposes of this bylaw exclude those bodies open to address the Board and described in the *School Act*, and Employee Collective Agreements, and may include but are not limited to groups wishing to provide a service to the District or a group opposing an initiative in the District.

## **6.0 COMMITTEES OF THE BOARD**

### **6.1 Establishment of Committees**

- (a) The Board may establish such standing committees as it may from time to time permanently authorize and for which it shall specify terms of reference and composition;
- (b) The Board may also establish ad hoc or special committees for specific purposes as it may from time to time authorize and for which it shall specify terms of reference and composition;
- (c) Board committees shall serve in an advisory capacity by developing, considering and setting forth recommendations to the Board; and
- (d) The terms of reference for all committees approved by the Board shall include the purpose, duties, organization and membership for each committee and shall be approved in a Board resolution.

### **6.2 Committee Members**

- (a) At the organizational meeting or the first regular meeting of the Board following an organizational meeting, the Chairperson shall recommend to the Board, for resolution of the Board, the appointment members to represent the Board for each of the Board's committees;
- (b) The Chairperson 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;
- (c) The Board shall have the power to add, replace or remove Trustees or other members from Board committees as required;
- (d) The Board may appoint non-Trustees from the community for a defined term to Board committees;
- (e) The Board may augment a committee with appropriate members of the staff of the District on the recommendation of the Superintendent and or at the request of the Board.

## **7.0 ADMINISTRATIVE STAFF**

### **7.1 Internal Auditor**

#### **Selection and Employment**

The Board shall, subject to the *School Act*, select and employ an Internal Auditor who shall provide independent objective assurance and consulting services directly to the Board.

#### **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 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*.

#### **Reporting**

The Internal Auditor shall report directly to the Board, through the Chairperson, notwithstanding any other present provision contained within this Organizational Bylaw or within present Board Governance Policy delegating authority for the reporting of administrative staff to the Superintendent or otherwise.

### **Internal Auditor's Duties**

The Internal Auditor shall:

- (a) hold and maintain a designation as either a chartered accountant, certified management accountant or certified general accountant at all times;
- (b) be responsible for planning and executing financial and operational audits throughout the District;
- (c) work in cooperation with the Superintendent or designate in the performance of all duties;
- (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;
- (f) 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;
- (g) assist in the development or enhancement of sound business practices and strategies;
- (i) act at all time in an ethical fashion and in accordance with all duties and responsibilities as prescribed by the person's professional association; and,
- (j) perform any such other duties as may from time to time be determined by the Board.

### **7.2 Employment of Administrative Staff & Other Non-Teaching Staff**

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

### **7.3 Report of Superintendent**

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.

## **8.0 TEACHING STAFF**

### **8.1 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 control, through the Superintendent, and suspend, discharge or terminate, 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; and
- (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; and
- (c) Notwithstanding section 8.1(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.

### **8.2 School Administration Positions**

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

## **9.0 CONFLICT OF INTEREST**

### **9.1 Statutory Provisions**

The provisions of this section are supplementary and subject to the provisions of the *School Act*<sup>40</sup> 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.

### **9.2 Reporting Provisions**

- (a) Each Trustee shall file with the Secretary a statement showing:
  - (i) the names and 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 have a pecuniary interest; and
- (b) The Secretary shall compile a list of all the names reported on the statements and provide a copy of the list to:
  - (i) the officials and employees of the Board that the Board directs shall receive a copy; and,
  - (ii) all Trustees.

### **9.3 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.

### **9.4 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) So 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 9.3(b) to (d) shall apply.

### **9.5 Record of Disclosure**

The disclosure and abstention of a Trustee under sections 9.3 or 9.4 shall be recorded in the minutes of the meeting.

### **9.6 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 which 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.

**9.7 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.

**9.8 Vote on Conflict**

When a claim has been made pursuant to section 9.6, 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 nor Officer advancing the claim nor the Trustee alleged to have a conflict of interest shall vote on the decision of the Board.

**9.9 Non-Participation after Potential Conflict Determined**

The provisions of Sections 9.3(b), (c) and (d) and 9.5 shall apply when a Trustee is determined under Section 9.8 to have a conflict of interest.

**9.10 Designated Non-Conflicts**

A Trustee shall not have a conflict of interest solely on the ground 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 11.0;
- (c) The remuneration or compensation of Trustees in their capacity as such;  
or if:
- (d) The pecuniary interest of the Trustee is so remote or insignificant that it can not be reasonably regarded as likely to influence the Trustee; or
- (e) The pecuniary interest is unknown or ought not reasonably to be known to the Trustee.

**9.11 Gifts or Favours**

In addition to all disclosure and abstention requirements, if a Trustee, except with the consent, express 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 Trustees position on the Board, he or she shall:

- (a) Refuse to accept the gift or favour;
- (b) Forthwith return the gift or favour;
- (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.

**9.12 Penalties and Remedies**

If a Trustee has a conflict of interest in a matter before the Board or has received a proscribed gift, favor or 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 9.3 or 9.4;

- (b) Has been found to have a conflict of interest in accordance with Section 9.8; or
- (c) Has not refused, returned, turned over or assigned the gift or favour in accordance with Section 9.11:

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

- (i) Issue to the Trustee a Board sanction;
- (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;
- (iii) Recommend to the Minister that the Trustee be disqualified from remaining as a Trustee; or
- (iv) Issue to the Trustee such other remedy or penalty as determined by the Chairperson or Vice-Chairperson, upon the advice and recommendation of the Board.

### **9.13 Disclosure and Material Contracts**

If a Trustee has disclosed his or her conflict of interest in accordance with Section 9.3 or 9.4, or has been found not to be in a conflict of interest in accordance with Section 9.8, 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.

### **9.14 Non-Disclosure and Material Contracts**

If a member or officer of the Board has a conflict of interest in a matter before the Board which results in a material contract and;

- (a) Does not disclose that potential conflict of interest in accordance with Section 9.3 or 9.4; or
- (b) Has been found to be in a conflict of interest in accordance with Section 9.8, 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.

## **10.0 INSPECTION OF RECORDS AND CONFIDENTIAL INFORMATION**

### **10.1 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 Chairperson and Superintendent;
- (b) Requests for information by a Trustee shall be considered as an individual request;
- (c) Requests for written reports to the Board as a whole shall be made in compliance with Board policy or by a regular motion, supported by the rationale for such a request, at a regular board meeting;
- (d) 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 regular board meeting or any other public meeting called by the Board;
  - (ii) the minutes of any regular board meeting or any other 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; but shall not be entitled to inspect or receive a copy of the records of individual students of the District nor personnel files of employees or appointees of the District.

- (e) 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.

## **10.2 Confidentiality**

Information obtained from the attendance at a planning committee meeting or receipt of the minutes therefrom, deliberations of any Board committee, the 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 which 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*.

## **11.0 SANCTIONS AND CENSURE**

### **11.1 Duty of Conduct**

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

### **11.2 Complaint Procedure**

- (a) Where a Trustee or officer has reasonable grounds to believe that a Trustee is in violation of the above duty, an allegation of such violation may be brought to the Board and shall be provided in writing to the Chairperson;
- (b) If the allegation of violation is against the Chairperson, the Vice-Chairperson shall assume all duties of the Chairperson pursuant to this section;
- (c) The Trustee who is alleged to be in violation of the above duty shall be allowed to present his or her response to the allegation at a private meeting of the Board;
- (d) No less than 10 clear days prior to the private meeting of the Board pursuant to subsection (c), the Trustee who is alleged to be in violation of the above duty shall be informed in writing of the allegation, the alleging party and reasonable particulars of the violation by the Chairperson, including a copy of the written allegation provided pursuant to subsection (a);
- (e) A copy of the materials provided to the Trustee pursuant to subsection (d) shall be also be provided to all Trustees no less than 10 clear days prior to the private meeting;
- (f) At any time prior to or subsequent to the presentation pursuant to subsection (c), the Chairperson may require the Trustee bringing forth the allegation or the Trustee about whom the allegation has been made, to answer any inquiries or furnish any records or property in a Trustee's control or possession to the Chairperson that the Chairperson considers relevant to the issues raised in the allegation. The Chairperson shall review any such records or property, or information obtained in the course of any such inquiry, and disclose to the Board any relevant facts arising therefrom;

- (g) The Chairperson may investigate any other conduct of the Trustee that arises in the course of the allegation and shall make a report to the Board of the results of such investigation;
- (h) No Trustee shall be disqualified from attending and participating in the private meeting pursuant to subsection (d) solely due to the fact that the Trustee brought forth an allegation pursuant to subsection (a);
- (i) No Trustee or Officer who makes an allegation pursuant to subsection (a) or who provides information, records or property pursuant to subsection (f) shall acquire any liability in the absence of malice;
- (j) The Board may, in its sole discretion, record the private meeting of the Board by electronic means.

### **11.3 Sanctions and Censure**

Any Trustee who is found to be in violation of the duty set out in section 11.1 may be subject to censure and the Chairperson, may institute the one or more of following sanctions on the advice of a majority of Trustees excepting thereout the Trustees to be sanctioned:

- (a) The Chairperson shall 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;
- (c) The Board may pass a motion removing the Trustee in question from one or more appointments or committees of the Board;
- (d) Make recommendations to the Trustee that it considers will, if followed, improve the conduct of the Trustee;
- (e) Obtain the Trustee’s undertaking respecting restrictions on the Trustee’s actions in the future;
- (f) If satisfied that the member has not been or is not following the recommendations, the Chairperson may conduct further investigations and submit a further report to the Board on the subject. The Board may direct further investigation or sanction upon receipt of such a report;
- (g) Take any other action available to the Board in law, including but not limited to the commencement of legal proceedings against the Trustee;
- (h) Report to the Minister that the Trustee has been sanctioned in any of the above-noted manners; or
- (i) Recommend to the Minister that the Trustee be disqualified from remaining a Trustee, from being allowed to run for the position of Trustee in the future, or requiring the resignation of the person as Trustee.

### **11.4 Public Disclosure**

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

## **12.0 LIABILITY, INDEMNIFICATION AND INSURANCE**

### **12.1 Trustees, Officers and Employees Duties**

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.

### **12.2 Non-Liability to the Board**

No present or former Trustee, officer, employee, appointee nor committee member of the Board shall, while in compliance with section 12.1, 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 or criminal acts of any person which 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 which may have happened in 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.

### **12.3 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 which 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*.

### **12.4 Exceptions to Indemnity**

The obligation to indemnify and save harmless any Trustee, officer, employee, appointee or committee member otherwise entitled to indemnification under section 12.3 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; or
- (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.

### **12.5 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 12.3, 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.

## **13.0 VALIDITY OF ACTS**

### **13.1 Irregularities of Qualifications**

No resolution nor 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, nor 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, nor the delegation of duties to any Trustee, officer, employee, appointee or committee member of the Board.

### **13.2 Irregularities of Procedures**

No resolution nor 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, statutory regulations 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.

### **13.3 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.

## **14.0 DELEGATION**

### **14.1 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

### **14.2 Specific Delegations** <sup>41</sup>

In particular, but not so as to restrict the generality of section 14.1, the Board may authorize by resolution:

- (a) Any of its employees or appointees;

- (b) A committee of the Board that is established by the Board;
- (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:

- (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; and
- (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.

## **15.0 BYLAWS**

**15.1** The Board may pass bylaws governing its affairs.

**15.2** Every bylaw of the Board shall have three distinct separate readings before the bylaw is finally passed.

**15.3** Not more than two readings of a bylaw shall be given at any one meeting unless the Trustees present at the meeting unanimously agree to give the bylaw third reading.

**15.4** The first reading of a 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 by title and description only.

## **16.0 RULES, POLICIES AND PROCEDURES**

### **16.1 Quorum** <sup>42</sup>

- (a) A quorum of the Board shall be constituted by four or more Trustees, present throughout a meeting, in person, by telephone or video conferencing. However, the Minister may order that when the number of Trustees has fallen below quorum, the remaining Trustees shall be deemed to be a quorum until elections are held to fill the number of vacancies required to achieve a normal quorum;
- (b) A quorum of a meeting of any committee of the Board shall be a simple majority of the members of any committee of the Board present throughout a meeting in person, by telephone or video conferencing;
- (c) 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, in person, by telephone or video conferencing at the time the act or proceeding occurred;

- (d) Notwithstanding subsection (a), when the number of Trustees at a meeting is less than a quorum because one or more the 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.

#### **16.2 Voting<sup>43</sup>**

- (a) All resolutions shall be submitted to a meeting of the Board by a Trustee and no seconder is required;
- (b) The vote on each resolution at a Board meeting shall be taken by open vote except with respect to the election of the Chairperson and Vice-Chairperson, in which case, upon request, the vote shall be by secret ballot;
- (c) Each question shall be decided by a majority of the votes of those Trustees present. In case of an equality of votes, the question shall be decided in the negative;
- (d) The Chairperson and every Trustee present at a meeting shall have one vote and shall vote for or against every question unless excused from voting by a resolution of the Board or otherwise excused by the provisions of the *School Act* or this Organizational Bylaw;
- (e) Every vote on each resolution shall be a recorded vote, and the name of each Trustee present and whether the Trustee voted for or against the resolution, or abstained as permitted pursuant to paragraph (d) above, shall be recorded in the minutes;
- (f) All votes shall be governed by the provisions of the *School Act*, the *Local Authorities Election Act* and this Organizational Bylaw.

#### **16.3 No Proxy**

No proxy voting may be allowed at any meeting of the Board or committee of the Board and all votes cast must be cast in person, by telephone or by video conferencing.

#### **16.4 Written Resolution**

Notwithstanding section 16.2 and 16.3, a written resolution signed by all of the members 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.

#### **16.5 Regular Meetings, Exclusion from Meetings and In-Camera Provisions**

- (a) The regular meetings 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 Chairperson of the Board may cause to be excluded from a meeting any person, including a Trustee, who, in the opinion of the Chairperson is guilty of improper conduct at that meeting;
- (c) When a majority of the Trustees present at a regular 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.

#### **16.6 Rules of Order**

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

## **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 Chairperson 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 Chairperson 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**

### **18.1 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 beginning the next following September 1, in which expenditures shall not exceed revenue, 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 the resident student of any other Board or the government of the Province of Alberta; and

- (b) Fees or refundable deposits with respect to instructional supplies or materials, extra curricular 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**

Resources will be managed in an efficient, effective and accountable manner, with the following principles in mind:

- (a) resources will be utilized in a manner designed to maximize direct services to students;
- (b) major capital acquisitions will be made only after completion of a cost/benefit analysis;
- (c) the District will conduct its business in a fair and ethical manner; and
- (d) 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 audit services at least every three years.

#### **20.3 Proposals for External Audit Services**

The Board, at intervals, not exceeding 6 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 9 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 next meeting of 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 the 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 organizational meeting, the Board shall by resolution reaffirm that any two of the Chairperson, Vice-Chairperson, 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) Generally, 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 only in 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, always, that the use of such machine or device shall 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 that 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 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 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 OF ORGANIZATIONAL BYLAW**

### **23.1 Notice of Amendment**

- (a) Every notice of motion to amend this Organizational Bylaw or any other bylaw shall have three distinct separate readings before the bylaw is passed;
- (b) Not more than two readings of a notice of motion to amend this Organizational Bylaw or any other bylaw shall be given at any one meeting unless the Trustees present at the meeting unanimously agree to give the bylaw third reading;
- (c) The first reading of a notice of motion to amend this Organizational Bylaw or any other 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 by title and description only.

### **23.2 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, 1997  
**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

*Signed:* \_\_\_\_\_  
*Board Chairperson*

*Date:* \_\_\_\_\_

<sup>1</sup> s. 80(3)

<sup>2</sup> s. 116

<sup>3</sup> s. 116

<sup>4</sup> s. 8; s. 44; s. 45

<sup>5</sup> s. 8; s. 44; s. 45

<sup>6</sup> s. 50

<sup>7</sup> s. 50

<sup>8</sup> s. 51

<sup>9</sup> s. 21

<sup>10</sup> s. 60(h)

<sup>11</sup> Part 4 – Division 1, Division 2, Division 3

<sup>12</sup> s. 56

<sup>13</sup> s. 58

<sup>14</sup> s. 60(1)(a)

<sup>15</sup> s. 60(2)(a); 60(2)(b)

<sup>16</sup> s. 60(2)(c)

<sup>17</sup> s. 60(3)(i) and (ii);

<sup>18</sup> s. 60(1)(e); s. 24; s. 25

<sup>19</sup> s. 60(3)(b)

<sup>20</sup> s. 60(3)(d)

<sup>21</sup> s. 60(2)(i)

<sup>22</sup> s. 62(1); s. 62(2)

<sup>23</sup> s. 60(1)(b)

<sup>24</sup> s. 60(1)(c)

<sup>25</sup> s. 60(2)(d)

<sup>26</sup> s. 60(2)(e)

<sup>27</sup> s. 60(2)(f); s. 60(2)(g)

<sup>28</sup> s. 60(2)(j)

<sup>29</sup> s. 60(2)(k)

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<sup>30</sup> Interpretation Act, R.S.A. 2000, c. I-8, s. 16(a), (b)

<sup>31</sup> s. 68

<sup>32</sup> s. 16

<sup>33</sup> s. 113; s. 114; s.115; s. 116

<sup>34</sup> s. 113; s. 114

<sup>35</sup> s. 113; s. 114

<sup>36</sup> s. 64

<sup>37</sup> s. 66

<sup>38</sup> s. 67

<sup>39</sup> s. 70

<sup>40</sup> Part 3, Division 3, ss. 80-91

<sup>41</sup> s. 61

<sup>42</sup> s. 71

<sup>43</sup> s. 72