**Policy 7**

# BOARD OPERATIONS

The Board's ability to discharge its obligations in an efficient and effective manner is dependent upon the development and implementation of a sound organization design. In order to discharge its responsibilities to the electorate of the Division, the Board shall hold meetings as often as necessary. A quorum, which is a simple majority of the number of Trustees, must be present for every duly constituted meeting. The Board has adopted policies so the business of the Board can be conducted in an orderly and efficient manner.

The Board's fundamental obligation is to preserve, if not enhance, the public trust in publicly funded Catholic education, generally, and in the affairs of its operations in particular. Consistent with its objective to encourage Catholic school rate payers to contribute to the educational process, Board meetings will be open to the public. Towards this end, the Board believes its affairs must be conducted in public to the greatest extent possible.

There are times when public interest is best served by private discussion of specific issues in "in-camera" sessions. The Board believes it is necessary to protect individual privacy and the Board's own position in negotiating either collective agreements or contracts and therefore expects to go in-private for issues dealing with individual students, individual Trustees, individual employees, land, labour, litigation or negotiation.

Presentations at Board meetings by members of the public, students and staff can enhance public interest and are encouraged.

1. Elections

    1.1 Wards

    Within the stipulations of the Ministerial Order which resulted in the establishment of Edmonton Catholic Schools and subsequent Ministerial Orders, the Board has decided to provide for the nomination and election of Trustees within the Division by wards.

    A map of the School Division depicting its 7 wards is included in Appendix A. In addition the wards are described in detail in Appendix B.

    1.1.1 Each of the following is established as a ward of the Division:

        1.1.1.1 School Division Ward 71 –

        1.1.1.2 School Division Ward 72 –

        1.1.1.3 School Division Ward 73 –

        1.1.1.4 School Division Ward 74 –

        1.1.1.5 School Division Ward 75 –

        1.1.1.6 School Division Ward 76 –

        1.1.1.7 School Division Ward 77 –

1.2 The provisions of the *Local Authorities Election Act* respecting the election of Trustees shall apply to every election in each ward.

1.3 If a vacancy occurs in the membership of the Board during the four (4) years following an election, a by-election may be held, unless this vacancy occurs in the last six (6) months before the next election. If two (2) vacancies occur prior to the fourth year of the term of office, a by-election must be held.

1.4 The minimum number of electors required to sign the nomination of a candidate for the election to the Board is 25 electors.

2. Organizational Meeting

2.1 "Organizational" meetings - The Board shall hold an annual Organizational meeting. In a non-election year, the Organizational meeting shall occur in June. In any year in which a general election takes place, the Organizational meeting shall be held within four (4) weeks following the date of that election, and will be held at a time and place to be fixed by the Secretary for the Board.

2.2 Prior to the Organizational Meeting, the Trustees shall meet in a Board Governance Meeting held specifically in order to determine interest in the positions of Chair, Vice-Chair, and Chair of the Audit Committee, and to determine the slate of all other Board representation. At least one month prior to this Governance Meeting, the Chair of the Board and the Vice-Chair agree to a person (non-Trustee) to chair the meeting. At the Governance Meeting, interest in positions is discussed in the following order: Chair, Vice-Chair, , Chair of the Audit Committee. (Note that the Chair of the Board always serves as the Chair of the Teacher Transfer Appeal Committee.) The slate of Board representation is determined in the following order: Provincial Associations with One or More Trustee Representatives, Other Committees of the Board, External Organizations with One or More Trustee Representatives, and Division Committees with One or More Trustee Representatives, according to the order in which the specific committees/associations/organizations are listed in Policy 8 and 9. Each Trustee interested in a specific position will be given up to two minutes to present his/her qualifications for that position. Other Trustees shall have up to five minutes to ask specific questions of candidates. A prospective "slate" of Board representation shall be prepared for presentation at the Annual Organizational Meeting.

2.3 Each Trustee shall take the oath of office immediately following the call to order of the Organizational Meeting after a general election. Special provisions will be made for a Trustee taking office following a by-election. In addition, each Trustee shall complete and submit the form required by Bylaw No. 1 of 2013, , regarding the Public Disclosure of Campaign Contributions and Campaign Expenses of Candidates for Trustees for the Board of Education Edmonton Catholic Separate School Division.

2.4 The Corporate Secretary of the Board shall give notice as determined by the Board of the Organizational meeting to each Trustee as if it were a Special meeting, and will serve as Chair until such time as a Chair for the Board have been elected. The Corporate Secretary calls for nominations for the position of Chair of the Board three times. For each name put forward, the Corporate Secretary asks the Trustee if he/she is willing to stand for the office, and if so, records the name. The Corporate Secretary asks for a motion that nominations cease. If there is only one nominee, the Corporate Secretary declares that person elected by acclamation. If there are multiple nominees:

2.4.1 Each nominee is given up to two minutes to present his/her qualifications for the position; nominees speak in alphabetical order by surname.

2.4.2 The Corporate Secretary asks if Trustees wish to take the vote by show of hand or by ballot. Ballot voting is allowed for the election of Chair and Vice-Chair only, as per section 73 of the *Education Act,* and section 9 of the *Board Procedures Regulation,* A.R. 82/2019 and any Trustee may request a ballot vote.

i. If by show of hands, the Corporate Secretary takes the vote and then declares the Chair elected;

ii. If by ballot, the Corporate Secretary distributes ballots and appoints a scrutineer; the scrutineer collects the ballots, counts them, and informs the Corporate Secretary of the result.

2.4.3 The Corporate Secretary declares the Chair elected.

2.5 If ballots were used in the election of the Chair, the Chair asks for a motion to destroy the ballots.

2.6 Upon election as Chair, the Board Chair shall preside over the remainder of the Organizational Meeting.

2.7 The Board member who receives a majority of votes cast by the Trustees present shall be declared elected. Where more than two (2) nominees elect to stand, if upon the first vote no nominee receives a majority required for election, the name of the nominee receiving the least number of votes shall be dropped and the Trustees shall vote anew and so continue until a nominee receives the majority required for election, at which time such nominee shall be declared elected.

2.8 In the case of a vote where no nominee receives the majority required for election, and where two (2) or more nominees are tied with the least number of votes, another vote shall be taken to decide which of such tied nominee's name shall be dropped from the list of names to be voted on in the next vote.

2.9 In the case of a two-way tie vote which is not resolved through following the above described voting process, the tie shall be broken by the Corporate Secretary of the Board writing the names of the two nominees on equal sized paper, placing them in a receptacle and directing some person to withdraw one of the papers. The Corporate Secretary shall declare the nominee whose name is withdrawn elected.

2.10 After selection of the Chair, a Vice-Chair shall be elected by a majority vote of the Board members present at the meeting, following the above described procedure.

2.11 Elections shall be held by open vote unless one or more Trustees request a secret ballot.

2.12 The Chair and the Vice-Chair shall hold office during the pleasure of the Board, until the next Organizational meeting of the Board, unless a successor is appointed sooner.

2.13 Regular meetings of the Board shall be established through the passing of a resolution of the Board at its Organizational meeting, which will state the date, time and place of the Regular meeting. The dates, times and locations for these meetings are publicly advertised.

2.14 The organizational meeting shall, in addition to electing the chair and vice chair:

2.14.1 Create such standing or ad hoc committees of the Board as deemed appropriate; appoint members and approve powers duties and terms of reference;

2.14.2 Appoint Board representation on the various Boards or committees of organizations or agencies where the Board has regular representation, as appropriate;

2.14.3 Review Trustee conflict of interest stipulations and determine any disclosure of information requirements; and

2.14.4 Address other organizational items as required;

2.14.5 Where a majority for any of the above positions is not obtained on the first ballot, the procedures outlined in 2.7, 2.8, and 2.9 will be followed.

3. Regular Meetings

The purpose of Regular meetings is to allow the Board to conduct its business in an orderly fashion, following an agenda format. Regular Board meeting dates and times shall be as established at the organizational meeting of each year.

3.1 The Board may hold as many Regular meetings as it considers necessary.

3.2 These meetings will normally be held during the period of September to June, and will be held at the Board offices 9807 106 Street NW Edmonton, AB.

3.3 Notwithstanding the schedule established at the organizational meeting, the Board may, by resolution, alter the schedule in such manner as it deems appropriate.

3.4 All Trustees shall notify the Board Chair if they are unable to attend a Board meeting.

3.5 All Trustees who are absent from three (3) consecutive regular meetings shall:

3.5.1 Obtain authorization by resolution of the Board to do so; or

3.5.2 Provide to the Board Chair evidence of illness in the form of a medical certificate respecting the period of absence;

3.5.3 Failure to attend may result in disqualification.

3.6 If both the Board Chair or Vice-Chair through illness or other cause are unable to perform the duties of the office or are absent, the Board shall appoint from among its members an acting Board Chair, who on being so appointed has all the powers and shall perform all the duties of the Board Chair during the Board Chair's and Vice-Chair's inability to act or absence.

3.7 Regular meetings of the Board will not be held without the Chief Superintendent in attendance, unless the Chief Superintendent's contract is being discussed.

4. Special Meetings

4.1 Occasionally, unanticipated or emergent issues require immediate Board attention and/or action.

4.2 A Special meeting of the Board may be called by the Chair of the Board, a majority of the Trustees, or the Minister, after written notice has been given to each Trustee setting out the date, time and place of the Special meeting and the nature of the business to be transacted at the Special meeting.

The notice of the Special meeting shall be:

4.2.1 Sent by registered mail to each Trustee at least seven (7) days before the date of a meeting; or

4.2.2 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

4.2.3 Personally served at least two days before the date of the meeting on the Trustee or a responsible person at the Trustee's residence.

Notwithstanding the above, a Special meeting may be held without notice being given if every Trustee agrees to waive the above requirements.

Unless all 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.

Special meetings may be called to consider, amongst other matters, the following items:

4.2.4 Matters of governance;

4.2.5 Agenda planning;

4.2.6 Major issues of a specific nature that require lengthy consideration;

4.2.7 Items of emergent nature that cannot be postponed until a Regular meeting is scheduled to be held;

4.2.8 Collective bargaining and contract negotiations with staff and with applicable third parties;

4.2.9 Petitions, delegations and presentations from any individual, organization, or group, that have been filed with the Secretary or designate;

4.2.10 Conduct of hearings and hearing appeals as required by the *Education Act*, including, without limitation those relating to employee matters;

4.2.11 Stakeholder consultations with parents, parent groups, provincial and local politicians, school councils, the Diocese, churches, or such other stakeholder groups as are deemed appropriate; and

4.2.12 Educational and professional development for Trustees.

5. In Private Sessions and the Board's Duty of Confidentiality

The *Education Act* uses the term "private" for non-public meetings. *Robert's Rules of Order* uses the term "executive session" for the same distinction. The term "in-camera" is most commonly used and is synonymous with the other two terms.

5.1 While the Board will normally conduct its meetings in public, there are times that it is required to meet in private at law, whether to protect the privacy interests of the Board's own employees, students, parents, or third parties, or for the reasons specified below. In addition, when a majority of the Trustees present at a meeting of the Board, regardless of the nature and type of the meeting, are of the opinion that it is in the public interest to hold the meeting or part of the meeting in private, for the purpose of considering the matter, the Board may by resolution exclude any person from the meeting. When the Board meets in private, the Board does not have the power to pass a by-law or resolution during the private portion of the meeting, apart from the resolution necessary to revert to an open meeting.

5.2 All information, including comments, discussions and documentation, or other supporting materials relating to the items discussed while the Board meets in private, are to remain strictly confidential except in cases where the Board has preauthorized, by motion, the release of any such information to the public or when legally required to release such information.

5.3 Trustees, as elected members of the Board, owe a fiduciary duty to the Board and are bound by a strict duty of confidentiality with respect to matters discussed in private. The fiduciary duty is broad and applies to every matter of a confidential nature which comes before the Board or an individual Trustee, including the private discussions and deliberations of Trustees carried out in the fulfilment of Board work, regardless of the mechanism through which such confidential or privileged information is learned, and regardless of whether that information comes to the member through participation in a Board meeting or a committee of the Board, and/or through related documentation and communications. All such information shall remain confidential until such time as the matters are lawfully and properly disclosed to the public through a properly sanctioned process by the Board.

5.4 Any breach of confidentiality may be subject to such sanctions as are determined through Board policy, as well as possible legal claims.

5.5 Without restricting the right of the Board to meet in private, in accordance with the *Education Act* provisions: Items which shall be discussed in private are items of a confidential nature, disclosure of which could reasonably be expected to be harmful to:

5.5.1 Personal privacy of individuals, including employees of the Division and students;

5.5.2 Individual and/or public safety;

5.5.3 Labour negotiations or employee negotiations;

5.5.4 Business interests of a third party, including local public body confidences;

5.5.5 Financial or economic interest of the Division;

5.5.6 The security of the property of the Division;

5.5.7 Advice from Officials as provided in the *Freedom of Information and Protection of Privacy Act*;

5.5.8 Litigation matters and solicitors' legal advice.

5.6 Items that may be considered in private include:

5.6.1 The contents of in private agendas and minutes of the in private portion of meetings or in private meetings of the Board and Committee meetings of the Board;

5.6.2 Internal governance matters of the Board;

5.6.3 A proposed or pending acquisition or disposition of property;

5.6.4 Drafts of resolutions, bylaws or other legal instruments such as rules, regulations or procedures;

5.6.5 Exploratory discussions of sensitive matters regarding external relationships.

5.7 The Board shall, during the in-private session, adopt only such resolution as is required to re-convene the Board in an open, public meeting. No corporate notes shall be recorded of In-Private meetings.

6. Agenda for Regular Meetings

The Chair is responsible for preparing an agenda for Board meetings in consultation with the Chief Superintendent.

6.1 The order of business at a regular meeting shall generally be as follows:

6.1.1 Call to Order

6.1.2 Prayer

6.1.3 Treaty 6 Acknowledgment

6.1.4 Approval of Agenda

6.1.5 Approval of Minutes

6.1.6 Appointments/Delegations

6.1.7 Reports for information

6.1.8 Presentation and review of Accountability Report

Board Action: Motion as to whether or to what extent evidence in the Accountability Report meets the identified Quality Indicators.

(Proposed motion: That based on the evidence provided in the NAME Accountability Report, the Board determines that the following Quality Indicators have been met relative to the current evaluation period.)

6.1.9 Board Decision Items

6.1.10 Chair Report

6.1.11 Chief Superintendent Report

6.1.12 Closing Prayer

6.1.13 Adjournment

Items scheduled for a specific time shall be clearly identified on the agenda.

6.2 The agenda will be supported by copies of letters, reports, contracts and other materials as are pertinent to the business that will come before the Board and will be of value to the Board in the performance of its duties. A recommendation on action items shall ordinarily be included.

6.3 Items may be placed on the agenda in one (1) of the following ways:

6.3.1 By virtue of being in the Board Annual Work Plan;

6.3.2 By a Trustee notifying the Board Chair at least six (6) calendar days prior to the Board meeting;

6.3.3 Any items deferred at a previous meeting to a future meeting;

6.3.4 By notice of motion at the previous meeting of the Board;

6.3.5 As a request from a committee of the Board;

6.3.6 Issues that require Board action may arise after the agenda has been prepared. The Board Chair, at the beginning of the meeting, shall ask for additions to and/or deletions from the agenda prior to agenda approval. Changes to the agenda to accommodate truly emergent items may be made by a majority of those present.

6.4 The agenda package, containing the agenda and supporting information, will be provided to each Trustee five (5) calendar days prior to the Board meeting. Subsequently, information may be provided at the meeting; and further, the Chief Superintendent shall advise the Board Chair regarding the emergent nature of such information.

6.5 The Board will follow the order of business set by the agenda unless the order is altered or new items are added by agreement of the Board.

6.6 During the course of the Board meeting, the Trustees present with unanimous consent may amend the agenda and place items before the Board for discussion. The Board may take action on such items.

6.7 The list of agenda items shall be posted on the Division website and be available in the Division Office. Any elector may inspect the agenda and request a copy.

7. Minutes for Regular or Special Meetings

The Board shall maintain and preserve by means of minutes a record of its proceedings and resolutions.

7.1 The minutes shall record:

7.1.1 Date, time and place of meeting;

7.1.2 Type of meeting;

7.1.3 Name of presiding officer;

7.1.4 Names of those Trustees and senior administration in attendance and attendance of those Trustees attending via electronic means;

7.1.5 Names of Trustees absent or excused;

7.1.6 Approval of preceding minutes;

7.1.7 All resolutions, including the Board's disposition of the same, placed before the Board, are to be entered in full;

7.1.8 Names of persons making the motions;

7.1.9 Appointments;

7.1.10 Receipt of reports of committees;

7.1.11 Recording of the vote on all motions;

7.1.12 Trustee declaration of conflict of interest pursuant to the *Education Act*;

7.1.13 Departure and re-entry times of Trustees and administration; and

7.1.14 The time of adjournment.

7.2 The minutes shall:

7.2.1 Be prepared as directed by the Chief Superintendent;

7.2.2 Be reviewed by the Chief Superintendent prior to submission to the Board;

7.2.3 Be considered an unofficial record of proceedings until such time as adopted by a resolution of the Board; and

7.2.4 Upon adoption by the Board, be deemed to be the official and sole record of the Board's business.

7.3 The Chief Superintendent will establish and maintain a file of all Board minutes.

7.4 As part of its ongoing effort to keep staff and the public fully informed concerning its affairs and actions, the Board directs the Chief Superintendent to institute and maintain effective and appropriate procedures for the prompt dissemination of information about decisions made at all Board meetings.

7.5 The approved minutes of a regular or special meeting shall be posted to the website as soon as possible following approval. The Chief Superintendent is responsible to distribute and post the approved minutes.

8. Motions

Motions do not require a seconder.

8.1 Notice of Motion

The notice of motion serves the purpose of officially putting an item on the agenda of the next or future regular meeting and gives notice to all Trustees of the item to be discussed. A notice of motion is not debatable and may not be voted on.

8.2 Discussion on Motions

The custom of addressing comments to the Board Chair is to be followed by all persons in attendance.

A Board motion or a recommendation from administration must generally be placed before the Board prior to any discussion taking place on an issue. Once a motion is before the Board and until it is passed or defeated, all speakers shall confine their

remarks to the motion or to the information pertinent to the motion. Motions may be submitted by any Trustee, including the Board Chair.

8.3 Speaking to the Motion

The mover of a motion first and every Trustee shall have an opportunity to speak to the motion.

The Board Chair will normally speak just prior to the last speaker who will be the mover of the motion.

The mover of the motion is permitted to close debate on the motion.

The Chair with the concurrence of the Board may extend time allotments. As a general guide, a Trustee is not to speak longer than three (3) minutes on any motion. The Board Chair has the responsibility to limit the discussion by a Trustee when such a discussion is repetitive or digresses from the topic at hand, or where discussion takes place prior to the acceptance of a motion. Once all Trustees have had an opportunity to speak the Chair will provide opportunity for a second and if required additional three (3) minutes per speaker rounds.

No one shall interrupt a speaker, unless it is to ask for important clarification of the speaker's remarks, and any such interruption shall not be permitted without permission of the Board Chair.

When a Trustee arrives at the meeting after a motion has been made and prior to taking a vote, the Trustee may request further discussion prior to the vote. The Board Chair shall rule on further discussion.

8.4 Reading of the Motion

A Trustee may require the motion under discussion to be read at any time during the debate, except when a Trustee is speaking.

8.5 Required Votes

The Board Chair, and all Trustees present, unless excused by resolution of the Board or by the provisions of the *Education Act*, shall vote on each question. Each question shall be decided by a majority of the votes of those Trustees present. A simple majority of a quorum of the Board will decide in favour of the question. In the case of an equality of votes, the question is defeated. A vote on a question shall be taken by open vote, expressed by show of hands, except votes to elect the Board Chair or Vice-Chair, which are by secret ballot.

8.6 Debate

In all debate, any matter of procedure in dispute shall be settled, if possible, by reference to *Robert's Rules of Order*. If this reference is inadequate, procedure may be determined by motion supported by the majority of Trustees in attendance.

9. Delegations and Public Presentations at Board or committee meetings

In keeping with the Board's mandate to allow for input from the public it serves, the Board will consider requests from individuals and groups to make presentations to the Board on matters

falling within the Board's mandate and responsibilities. This shall not include employee groups.

Presentations may be made at a Regular meeting or a Special meeting as determined by the Board.

9.1 Requests by individuals or groups regarding Board policy matters or policy issues relevant to the work of the Board shall be made in accordance with the following process:

9.2 A request to make a presentation shall be made in writing to the Corporate Secretary, specifying in a clear and concise manner the nature of the concern, its relationship to the Board role, the purpose of the request and the expected outcome. A request for presentation should also include the following information which will be used in considering the request and for contact purposes:

- the name of the individual or group who will be making the presentation;
- in the event of a group presentation, the title or position of the proposed individuals who will be speaking on behalf of the group at the meeting;
- complete mailing address;
- a daytime telephone number;
- a number where they can be reached after business hours;
- an email address; and
- one copy of the written brief not to exceed a maximum of five (5) pages, summarizing the areas of concern or interest.

9.3 Requests to make a presentation shall be made no later than:

a. five (5) business days in the case of a presentation made by an individual; or,

b. ten (10) business days in the case of a presentation made by a group;

in advance of the scheduled meeting at which the presentation is proposed to be made. The Board may at its sole discretion set the date at which a presentation is to be heard and will advise the individual or group accordingly.

9.4 The Board shall be informed by the Corporate Secretary of any requests that have been refused and the reasons for the refusal.

9.5 The Board retains the right to determine if the subject matter of the proposed presentation is relevant to the role of the Board. If, following review of the request by the Chair of the Board and the Chief Superintendent, the matter is not related to the Board's responsibilities and instead relates to administrative duties and responsibilities within the authority of the Chief Superintendent, the matter will be referred to the Chief Superintendent for review.

9.6 In the event that the presentation is made by an individual:

a. The length of the presentation shall not exceed three (3) minutes;

b. The total number of individual presentations at any meeting of the Board shall not exceed five (5);

c. Individuals will be limited to four (4) presentations to the Board per school year provided that each presentation specifies a unique nature of concern from any previous presentations during that school year. Any proposed presentation that identifies or seek to address concerns contained with a presentation previously made during the same school year, in whole or in part, will not be approved or scheduled.

9.7 In the event the presentation is made by a group:

a. The length of the presentation shall not exceed ten (10) minutes with a maximum of two (2) speakers;

b. The total number of group presentations at any meeting of the Board shall not exceed two (2);

c. Groups will be limited to one (1) presentation to the Board per school year.

9.8 A question period may follow at the Board's pleasure.

9.9 The individuals and groups will be restricted to the topics outlined in the written request.

9.10 Presenters are asked to present information in a constructive manner, and to ensure that their communications maintain a level of decorum which will allow the meeting to proceed effectively. Any behaviour that does not align with the Board's expectations of conduct will not be tolerated. Presenters who do not adhere to these rules may be excluded from the meeting for improper conduct.

9.11 In keeping with the Board's role and its governance structure, presentations with respect to the following issues will not be permitted:

- Matters for which specific processes have been devised either through Board policy or administrative procedures, such as specific dispute resolution processes, appeal mechanisms, or similar procedures;
- Matters for which specific statutory processes exist;
- The security or property of Edmonton Catholic Schools;
- Personal information of an individual, including but not limited to a student or an employee of Edmonton Catholic Schools;
- Labour relations or employee negotiations;
- A proposed or pending acquisition or disposition of property by or for Edmonton Catholic Schools;
- A law enforcement matter, litigation or potential litigation, including matters before administrative tribunals affecting the Board, or a consideration of a request for

access for information under the *Freedom of Information and Protection of Privacy Act*;

- Individual student matters or personnel matters.

9.12 The Board will provide a timely response to presentations but shall not commit to responding at the same meeting in which the presentation is made.

10. Audio/Video Recording Devices

The Board requires that anyone wanting to use recording devices at a public Board meeting shall obtain prior approval of the Board Chair. This shall be communicated by the Board Chair at the beginning of the Regular Meeting.

11. Trustee Participation in Meetings Through Electronic Means

A Trustee may participate in a meeting of the Board by electronic means or other communication facilities if the electronic means or other communication facilities enable the Trustees participating in the meeting and members of the public attending the meeting to hear each other.

11.1 Trustees participating in a meeting of the Board by electronic means or other communication facilities are deemed to be present at the meeting.

11.2 At every meeting of the Board, at least the Chair of the Board, or a designate of the Chair of the Board, and one other Trustee must be physically present in the meeting room.

11.3 The Chair of the Board may refuse to allow a Trustee to participate in a meeting by electronic means or other communication facilities where the requirements of 11.2 cannot be met, or where Special meetings are held in private and or for the purpose of hearing appeals or conducting hearings related to employee matters, or any Board matters which attract the principles of natural justice.

11.4 Notwithstanding the requirements of these procedures, a Trustee cannot attend more than three (3) consecutive Regular meetings of the Board electronically without being authorized by resolution of the Board to do so.

12. Trustee Remuneration and Expenses

The Board recognizes that Trustees are entitled to some compensation for time and expenses incurred in the performance of their duties. Expense funds are to be used prudently and responsibly, with a focus on accountability and transparency.

Board members shall be paid in accordance with the provisions of Appendix H. Approval of expenses shall be in accordance with Policy 5 and 6.

13. Trustee Conflict of Interest

The Trustee is directly responsible to the electorate of the Division and to the Board.

Upon election to office and annually thereafter, the Trustee must complete a disclosure of personal interest statement and accept a position of public trust. The Trustee is expected to

act in a manner which will enhance the trust accorded the Trustee, and through the Trustee, the trust accorded to the Board.

The Board is of the firm conviction that its ability to discharge its obligations is dependent upon the trust and confidence of the electorate in its Board and in its Trustee members. Therefore, the Board believes in the requirement to declare conflict of interest.

13.1 The Trustee is expected to be conversant with the relevant sections of the *Education Act*.

13.2 The Trustee is responsible for declaring him/herself to be in possible conflict of interest.

a. The Trustee shall make such declaration in open meeting prior to Board or committee discussion of the subject matter which may place the Trustee in conflict of interest.

b. Following the declaration of conflict of interest by a Trustee, all debate and action shall cease until the Trustee has left the room.

13.3 It shall be the responsibility of the Trustee in conflict to absent him/herself from the meeting in accordance with the requirements of the *Education Act* and ensure that his/her declaration and absence is properly recorded within the minutes.

13.4 The recording secretary will record in the minutes:

a. The Trustee's declaration;

b. The Trustee's abstention from the debate and the vote; and

c. That the Trustee left the room in which the meeting was held.

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| Legal Reference: | Education Act, Sections 51, 52, 53, 54, 64, 65, 73, 75, 76, 78, 85, 86, 87, 88<br>Local Authorities Elections Act<br>Income Tax Act (Canada)<br>Board Procedures Regulation |