

**SUBJECT TO SOLICITOR & CLIENT PRIVILEGE: LEGAL ADVICE TO CCRSB****INTRODUCTION**  
**TO**  
**CHIGNECTO-CENTRAL REGIONAL SCHOOL BOARD BY-LAWS****What is the difference between statutes, regulations, by-laws, policies and procedures?**

It is important for all Chignecto-Central Regional School Board Members to understand the sources of their authority and the interaction between statutes and regulations enacted by the Provincial Government and by-laws, policies and procedures adopted by the Chignecto-Central Regional School Boards themselves.

The primary source of authority for Regional School Boards and their members is statutory. The ***Education Act***, the ***Teacher's Collective Bargaining Act*** and the ***Municipal Conflict of Interest Act*** take priority over any regulations, by-laws, policies or procedures. Regional School Boards must at all times conduct themselves in accordance with the laws set out in the statutes. Unlike a free person who is at liberty to do whatever they wish so long as it is not unlawful, a body corporate such as Chignecto Central Regional School Board is constrained by its statutory provisions and can only do those matters specifically authorized by the empowering statutes and regulations.

The Governor in Council or the Minister of Education and Early Childhood Development may enact **Regulations** pursuant to the statutes mentioned above. The regulations must not conflict with the provisions of the Acts. Once brought into force, regulations have the same legal effect as the statutes on Regional School Boards. **The regulations must be observed and none of the boards' actions, by-laws, policies or procedures can conflict with either the Acts or their properly promulgated regulations.**

Under the ***Education Act***, Regional School Boards have been delegated the authority to "create their own by-laws" on certain matters, including the regulation of their own proceedings and the preservation of order at Board meetings. Webster's Ninth New Collegiate Dictionary defines a **by-law** as follows:

**"a rule adopted by an organization chiefly for the government of its members and the regulation of its affairs."**

The Chignecto-Central by-laws are therefore a set of rules that cannot conflict with the provisions of the various educational statutes and regulations and are designed to facilitate the conduct of business by the Chignecto-Central Regional School Board. Chignecto-Central Regional School Board by-laws consist of a series of principles that the board has agreed **will apply to the members themselves** (as opposed to employees, students or others within the school system). **They are the rules of conduct for how the Governing board itself has decided it will conduct its own business as it fulfills its statutory mandate. These by-laws must be approved by the Minister of Education and Early Childhood Development and accordingly, any waiver or departure from the by-laws must not be done in a manner that**

**is inconsistent with the purpose and intent approved by both the board and the Minister of Education and Early Childhood Development.**

The Chignecto-Central Regional School Board may also, from time to time, consider it useful to develop policies of general application to students, employees and others connected to the school system. These policies provide parameters which guide the conduct of all those involved within the school system. All policies will be adopted through the usual 'motion, debate and voting' process of the board. Once adopted, the policies will apply across the CCRSB school system and shall be kept in an orderly fashion in a Policy Manual, which shall be accessible to the public through the board's website.

The Chignecto-Central Regional School Board recognizes that the most effective means to fulfill its governance responsibility is the systematic development, adoption, communication and implementation of **policies** with general application to students, employees and others having a relationship with the school system.

The Board also recognizes that the transition from policy to action requires the development of **administrative procedures** that provide clear direction to those responsible for policy implementation and/or adherence to policy. Accordingly, the Board expects that the superintendent will prepare and implement appropriate procedures to ensure successful development, communication and implementation of board policy. The superintendent shall present all such administrative procedures to the board for information-purposes only, unless the board directs otherwise.

Members should be mindful that policies and procedures adopted by the board may impose a positive obligation on the board to exercise due diligence in ensuring that such policies and procedures are implemented. Policies and procedures may be mandatory, directive or discretionary, depending upon the circumstances. Policies and procedures are not intended to automatically attract legal liability to the board and circumstances of liability should be assessed on the merits, without admission of liability by the board. The board should only set policies and procedures that it believes are reasonably capable of implementation.

The by-laws are designed to ensure the efficient, orderly and proper conduct of the deliberations of the board and its committees, as the board endeavors to meet its statutory mandate of managing the school system within its jurisdiction. The by-laws are tools to assist and protect board members and members of the public who rely upon such provisions as an assurance of how decision-making will occur within the board and its committees. The by-laws are designed to avoid procedural disagreements and to establish the board's procedures "*up-front*" so that the board's business can be conducted efficiently and effectively.

## General Information

1- Each Chignecto-Central Regional School Board Member will be provided with the following:

- a) The *Education Act* and its regulations;
- b) The Regional School Board by-laws;
- c) The Regional School Board Foundations;
- d) The Regional School Board policies;
- e) The Regional School Board administrative procedures;
- f) A list of names of all board members, senior management, and principals annually;
- g) A copy of the Board and Administrative Organizational Chart;
- h) Such other matters as the board shall from time to time determine.

2- These by-laws shall be observed in all proceedings of the Chignecto-Central Regional School Board, (hereinafter called the board), and shall determine the order and dispatch of business of the board and the committees thereof, except where otherwise provided.

Where circumstances so warrant, the board and legal counsel shall refer to Robert's Rules of Order as a source of guidance in the application of these by-laws. Such guidance shall be interpreted in a common sense, 21<sup>st</sup> century manner, consistent with proceedings of an elected and accountable school board created under the provisions of the Nova Scotia *Education Act*, without undue reliance on parliamentary protocols created for different purposes and circumstances.

3- The operations and responsibilities of the board are governed by the *Education Act* (the "Act") and the Ministerial Regulations (the "Regulations") made under that *Act*, all as amended from time to time.

These by-laws are subordinate to and supplement the provisions of the *Act* and Regulations and shall be amended from time to time to comply with changes in the *Act* and Regulations. In the event of conflict, the *Act* and Regulations at all times take precedence over these by-laws.

# CHIGNECTO-CENTRAL REGIONAL SCHOOL BOARD

## BY-LAWS

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## A. DEFINITIONS:

1. In these by-laws, unless the context otherwise requires:

- a) **BOARD** means the governing board, created pursuant to the provisions of the Nova Scotia *Education Act*.
- b) **BY-LAWS** means these by-laws.
- c) **CHAIR** means the chair of the board.
- d) **VICE-CHAIR** means the vice-chair of the board.
- e) **SUPERINTENDENT** means the superintendent of the board.
- f) **ADMINISTRATIVE ASSISTANT** means the administrative assistant to the board.
- g) **SENIOR MANAGEMENT** means the superintendent, director(s) of education, human resources, operations, finance, and the family of schools supervisor(s).
- h) **MEMBER** means a member of the board.
- i) **MAJORITY** means more than half, unless otherwise indicated.
- j) **PRIVATE SESSION** means in-camera session.

Other relevant definitions are found in s. 3 of the <i>Education Act</i> .
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## B. MEMBERS:

### Attendance

- 2. At each regular meeting of the board, the administrative assistant shall keep a record of attendance of all members. If an absent member fails to provide prior notice of the member's intended absence, the chair shall direct that a notation to that effect be made in the minutes. The absent member shall provide the chair with such particulars as the chair may reasonably request regarding the reason for absence.
- 3. Whenever a member fails to attend two consecutive regular meetings of the board, the administrative assistant at the second such meeting may seek direction(s) from the board whether to provide notice to the absent member that a third consecutive meeting so missed may, in the absence of reasonable excuse satisfactory to the board, result in the seat being declared vacant. Whether or not the administrative assistant is instructed to provide such notice, the exercise of this removal power by the board shall be governed by whether the absent member is able to satisfy the majority of members present that there was a reasonable excuse for such absences.

4. Any member who fails to attend two consecutive regular meetings of the board shall provide to the chair and the administrative assistant an explanation for such absences and may request a motion of the board confirming that such absences constitute reasonable excuse(s) satisfactory to the board.
5. Where a member fails to attend three consecutive regular meetings of the board without a reasonable excuse satisfactory to the board, the administrative assistant shall report the matter to board at its next regular meeting. Unless the board is satisfied there was reasonable excuse, the board shall declare the seat of that member vacant. The member thereupon ceases to be a member of the board. Pursuant to the mandatory provisions of the *Education Act*, the board shall forthwith call an election or seek an appointment to fill the member's seat pursuant to the *Municipal Elections Act*.
6. The provisions of Sections 2-5 above do not apply to non-attendance as a consequence of board censure elsewhere described in these by-laws.

#### **Attendance Via Teleconference**

7. If, at the discretion of the chair, extenuating circumstances exist which prevent a member from attending a board or committee meeting in person, then the member may be allowed to participate in any such meeting, by means of two-way teleconferencing, provided the technical logistics are available to support such teleconferencing. Any refusal by the chair to exercise such discretion and allow such participation shall be final and binding on the board and not open to review or reconsideration by the board. After the fact, the board may provide the chair guidance regarding the exercise of such discretion on a go forward basis only.
8. Any request to participate by means of two-way teleconferencing shall require notice to the chair and the superintendent not later than **twelve (12) noon** of the day of the meeting. The chair may decline to consider any such request if notice is received after such deadline.
9. Teleconferencing may include participation through speakerphone, video conferencing, or other online digital forum where the identity of the member can be confirmed by the administrative assistant or committee administrative assistant.
10. Notwithstanding the foregoing, teleconferencing shall not be permitted for private session of the board or of any of its committees, with the exception of statutory disciplinary measures, which shall only be authorized under such terms and conditions of assured privacy and confidentiality as the Chair shall determine, consistent with the board's duty to meet statutory quorum obligations regarding disciplinary issues.
11. When a member participates in a meeting via teleconference, the member is considered to have attended the meeting as if present in person.

**Address(s) of Member**

12. Each member shall notify the administrative assistant in writing of the member's address (civic and electronic) for the receipt of all notices or communications. Until another address is received by the administrative assistant, a notice of meeting or other communication delivered or mailed to the member's residence shall be deemed to have been received on date of delivery or on the third day following posting by regular mail.
13. On written authorization of a member, which shall be discretionary, all such notices and/or communications may instead be delivered to the member via preauthorized fax number or email address. In such case, such notice and/or communication shall be deemed to be received twenty-four (24) hours following communication of such notice.

**Conflict of Interest**

14. The *Municipal Conflict of Interest Act* applies to members, a copy of which is attached as Appendix "G", in effect as of date of the approval of these by-laws.
15. It is the ethical duty of each member to avoid conflict of interest in all board related responsibilities. Members shall not use programs offered by schools or the board for personal advantage or for the advantage of family, except to the extent such advantage is generally available to all qualifying members of the public. When a member becomes aware that the member is in a position that creates a conflict of interest as defined by the *Municipal Conflict of Interest Act*, the member shall declare the nature and extent of the conflict at a public board meeting, and/or a meeting of any board committee, and shall refrain from attempting to influence or participate in any fashion, directly or indirectly, with respect to any issue giving rise to the conflict, including deliberating or voting on the issue giving rise to the conflict.
16. Pursuant to the provisions of the *Municipal Conflict of Interest Act*:
  - a) A member shall, as soon as practicable, disclose any such interest and the general nature thereof;
  - b) A member shall declare a conflict of interest if the member has a direct, indirect, actual or deemed pecuniary interest in a matter, as defined by the *Act*;
  - c) A member shall, as soon as practicable, disclose any such interest and the general nature thereof:
    - initially to the chair and the administrative assistant;
    - at the next meeting of the board, to the board in public session;
    - withdraw and refrain from any participation or influence before, during or after the matter is considered by the board, in the manner prescribed by the *Act*;
  - d) A member absent from the meeting where the matter is considered shall nevertheless disclose such interest as prescribed by the *Act*;

- e) The administrative assistant shall record such disclosure of interest and the general nature thereof in a central Record of Disclosure, which shall be open for inspection at all reasonable times.

### **Remuneration**

17. For carrying out the duties of a member, including attendance at meetings of the board and the committees thereof, each member shall be paid in each year such sums as are prescribed by the Stipend Report or other mechanisms authorized by the *Education Act*. Such payments shall be made by the board to its members in equal monthly installments, less statutory deductions, on the day of each month as specified by the board. In the event a member does not serve a full calendar year, all such remunerations and payments described herein shall be prorated in accordance with generally accepted accounting principles.
18. In addition to the remuneration to which each member is entitled by virtue of being a member of the board, the chair and vice-chair shall be paid annually an additional sum as prescribed by the Stipend Report issued pursuant to the *Education Act*, payable in equal monthly installments, on the day of each month specified by the board.
19. Each member shall be reimbursed on a monthly basis the approved rate of kilometrage for actual distance travelled once each day for going to and returning from each approved meeting of the board or a committee thereof, including attendance at approved meetings/activities in schools or communities that are related to the business of the board. The board shall from time to time specify by motion the categories of meetings/activities that are deemed to be approved meetings/activities.
20. Each member shall be obligated to submit to the Director of Financial Services an expense report in approved form, setting forth the particulars to support such reimbursement. Members shall claim all eligible expenses in a timely manner and not later than ten (10) days from the end of the fiscal year in which such expenses were incurred.
21. For the purposes of this section, "year" means the twelve-month period commencing on the date the member takes the oath of office and the first and second anniversaries thereof, or on the date on which a member is elected chair or vice-chair, as the case may be.
22. Allowable travel expenses will be eligible for reimbursement as outlined under Policy #B-04, in the Board's Policy and Procedure Manual.

### **Code of Ethics for Members**

23. The Code of Ethics for Members is contained in Appendix "C" of these by-laws.

## C. MEETINGS OF THE BOARD:

### Public or Private Nature of Meetings

Pursuant to the provisions of the *Education Act*:

24. All meetings of the board shall be open to the public, except as elsewhere stated herein;
25. The board shall not determine by secret ballot any matter before it, other than the election of the chair and vice-chair;
26. Notwithstanding section 24. above, a meeting, or part of a meeting, of the board may be held in private session for the purpose of considering issues involving individual students, personnel matters or other confidential information as reasonably determined by a majority of the members present;
27. The board shall convene into private session to determine whether the circumstances qualify for private session. Private matters to consider shall be determined reasonably by a majority of the members present and, depending on the circumstances, may include: the security of property of the board; the disclosure of intimate, personal, or financial information of an educational stakeholder; the acquisition of a potential school site; decisions regarding personnel or collective bargaining matters; litigation affecting the board; receipt of legal advice; a proposed Motion to Censure; or any other matter reasonably determined to be confidential by the board;
28. Where the board meets in private session, the board may not make any formal decision or take any formal vote in private, other than to revert to an open meeting where the confidential issue being discussed can be addressed in an appropriate manner by the board in public session. To facilitate reporting back to the board, the chair in private session may conduct a straw vote or other informal manner of determining the wishes of members prior to reconvening in public session;
29. Given that no decisions are made in private session, no minutes shall be taken and no electronic or recording devices of any type shall be permitted while the board sits in private session;
30. Unless required to disclose the information by law, no member shall disclose to any person, other than another member, the superintendent, the superintendent's delegate(s), or the Minister's delegate(s), the nature, substance or any detail of discussions or comments made in private session.

### Private information

31. Private Information includes information in the possession of the board or a member that the board or the member is either prohibited from disclosing or is required to refuse to disclose under the *Freedom of Information and Protection of Privacy Act* or other legislation, including personal information and information that is supplied in confidence as those terms are used in the *Freedom of Information and Protection of Privacy Act*, or
32. Private Information includes information relating to the content or the substance of deliberations of any matter that will be discussed or has been discussed at a private session of the board or a board committee, unless the information has been authorized for discussion at a meeting that was open to the public or the information has been authorized for release to the public.

### **Confidentiality of Information**

33. Members shall respect the strict confidentiality of any private information acquired by virtue of their office, in either oral or written form, and shall not do any of the following except when required by law or authorized by the board to do so:
- a) disclose the information by any means to any person other than another member of the board, the superintendent or the superintendent's delegate(s), or the Minister's delegate(s);
  - b) use the information for personal or other gain;
  - c) disclose personal information of any constituent, parent/guardian/student, or member of the public during any public meeting of the board, unless authorized by both the person involved and the board;
  - d) except as required or authorized by law, disclose any matters discussed during a private session of the board or a board committee either verbally or in written or digital form, including disclosure by email, texts, or other forms of social media or otherwise.

### **Regular Meetings**

34. The board shall meet in regular session each month, with the exception of July and August, at a place and time determined by the board at the Organizational Meeting. Notwithstanding the foregoing, with two-thirds (2/3) majority vote of all members, the place and time of a previously scheduled meeting may be changed by the board, with appropriate public notice.
35. The administrative assistant shall make best efforts to provide at least three (3) calendar days written, emailed or faxed notice of a regular meeting by sending a copy of the proposed agenda and the related materials for members to review ahead of the meeting. As available, the administrative assistant shall include in such package related materials for the meeting to permit members to review such materials in advance of the scheduled meeting. The chair shall be consulted with respect to materials to be circulated in advance.
36. Any member who objects to lack of proper notice shall report such objection at the earliest possible date to the administrative assistant. Once minutes of a meeting have been approved by the board at a subsequent meeting of the board, such meeting shall be deemed valid, unless a two-thirds (2/3) majority of all members determine otherwise.
37. The agenda for a regular board meeting shall be posted prominently on the CCRSB website at least forty-eight (48) hours prior to the meeting.
38. Unless otherwise approved by motion of the board, all meetings of the board shall be conducted no later than 10:00 p.m. of any evening.

**Special Meetings**

39. The chair may call a special meeting of the board at any time and shall call a special meeting upon receipt of the written request of a majority of members.
40. The administrative assistant shall give at least three (3) calendar days' notice to each of the members of the time, place, and purpose of a special meeting of the board by emailing or faxing to them a copy of the proposed agenda for such meeting.
41. The agenda of a special meeting of the board shall be limited solely to the stated purpose of the meeting and shall be posted on the CCRSB website.

**Emergency Meetings**

42. The chair may call an emergency meeting at the chair's discretion.
43. The administrative assistant shall, wherever the circumstances reasonably permit, give at least twenty-four (24) hours' notice to each of the members of the time, place and purpose of an emergency meeting called by the chair, with such notice to be communicated by email, fax, or telephone. Notice will include the item(s) of business to be considered at the meeting.
44. Notwithstanding the foregoing notice requirements, if all of the members are present at a meeting, and those absent sign a written consent to validate such waiver, notice of the time, place and purpose of that meeting may be waived.
45. The administrative assistant shall take appropriate and timely steps to make the public aware of such emergency meeting.
46. Notice sent by email, fax, or by phone shall be deemed to have been received on the date sent, as appears from the records of the administrative assistant.

**Organizational Meeting**

47. The superintendent shall convene an annual Organizational Meeting of the board at the first meeting of the board following an election, and annually thereafter until the next election.
48. The election of the chair and vice-chair shall be the first item of business on the agenda of the Annual Board Organizational Meeting.
49. The procedure for electing the chair and vice-chair shall be consistent with the requirements under Section 55 of the *Education Act* and as described in Appendix "A" of these by-laws.
50. The responsibilities of the chair and vice-chair are outlined in Appendix "B" of these by-laws.

**Proceedings at Meetings**

51. A member shall not leave a meeting of the board without doing one of the following:
- a) Informing the chair or the administrative assistant before the meeting begins that the member plans to leave early for good reason, which reason shall be provided to the chair upon request;
  - b) Obtaining permission to leave early from the chair during the meeting;
  - c) Obtaining a motion from the board, permitting the member to leave early during the meeting.
52. A member who leaves a meeting before the motion to adjourn without meeting the requirements of section 51. a), b) or c) above is considered to be absent without reasonable excuse for the entire board meeting and the absence is deemed to be an absence for purposes of Section 52 of the *Education Act*.

**Quorum**

53. A quorum is a majority of all members serving at the time.
54. If a quorum is lost during a meeting, the chair shall direct that the board stand in recess for fifteen (15) minutes, after which the chair shall call the meeting back to order. The administrative assistant shall then record the names of any members who fail to return to the meeting, without meeting the requirements of Sections 51. a), b) or c) above.
55. A member who leaves a meeting without meeting the requirements of Sections 51. a), b) or c) above shall not be counted in the number of eligible members to determine a quorum for the remainder of the meeting.
56. If a quorum cannot be established fifteen (15) minutes after the board recesses because of a loss in quorum, the chair shall adjourn the meeting.
57. Where the board lacks a quorum to consider a particular matter or motion as a consequence of a declaration of conflict under the *Municipal Conflict of Interest Act*, then, notwithstanding the provisions above, the number of members required to establish a quorum may be reduced by the number of members who are disqualified by the *Act*, provided the quorum is not less than one-third (1/3) of the members.

**Order of Business - Regular Meetings**

58. The order of business for a regular meeting of the board, unless otherwise determined by the board, shall be:
- a) Call to order
  - b) Record of attendance
  - c) Proposed additions and deletions to agenda
  - d) Approval of agenda
  - e) Presentations
  - f) Approval of minutes of previous meeting
  - g) Business arising from the minutes
  - h) Correspondence
  - i) Reports from committees
  - j) Superintendent's report
  - k) Chair's / vice-chair's report (s)
  - l) NSSBA Report
  - m) Regional Education Officer Report from Department of Education and Early Childhood Development
  - n) New Business
  - o) Notice of Motion
  - p) Public Question Period (see Appendix "D")
  - q) Private Session (if required, as determined by the chair)
  - r) Date of next meeting
  - s) Adjournment
  - t) Debriefing on governance practices (if required, as determined by the chair)

**Variation of Order of Business**

59. The board may by motion at any time vary the order of business. The chair shall determine when it is appropriate to schedule a break in the meeting, if at all.

**Introduction of New Items of Business**

60. When a member wishes to bring a new item of business before the board, the member shall make a request to the chair in writing a minimum of two (2) days prior to the distribution of the agenda, with a copy to the administrative assistant. Upon receipt, the chair shall determine whether the subject matter is timely and appropriate to be placed on the agenda, or whether the matter should instead be referred to a committee or to private session or otherwise. Upon direction from the chair, the administrative assistant shall place the item on the agenda in the manner specified by the chair.
61. In the discretion of the chair, if the circumstances warrant, the chair may waive such prior notice and direct that a matter be placed as a new item of business on the agenda either prior to or during a meeting.

62. In the event that a member disagrees with the direction of the chair with respect to any such new item of business, the member may request that the matter be referred to the board in private session for direction from the board.

### **Correspondence**

63. The chair shall consider each piece of correspondence addressable to the board or the chair and determine if it raises an issue that requires attention of the board. If so, the chair shall determine whether the matter should be referred directly to the board or directed to a standing committee or staff for investigation and/or action. The chair shall determine whether the correspondence should be brought to the attention of the board in a timely manner. The chair shall ensure that the original of any such correspondence shall be kept on file at the offices of the board.
64. Any member may bring to the attention of the chair any correspondence or issue that the member reasonably believes should be presented to the board. The chair shall then consider such request in the same manner as described in 63. above. Subject to any right of appeal by the presenting member to the board in private session, the chair shall determine what matters are placed before the board in public session.
65. Where such correspondence is brought to the board's attention, the member will ensure that the original correspondence is kept on file at the offices of the board.
66. Only the chair or the chair's designate may respond to correspondence on behalf of the board, or make inquiries or commitments on behalf of the board.

## **D- RULES OF ORDER:**

### **Motions**

67. Except with the consent of the chair, no business or matter shall be debated, unless a motion in respect thereof has been duly moved and seconded. In the discretion of the chair, the chair may invite an informal discussion or straw vote on a matter that does not require the formality of a formal motion and debate.
68. The chair may require that any motion be reduced to writing by the mover and seconder before being debated.
69. Where circumstances permit, the chair shall request that the administrative assistant provide a typed version of the motion on the boardroom screen to provide clarity.
70. To take part in any debate, the chair shall leave the chair.

**Motions Possession of Board**

71. After a motion has been duly moved and seconded, it shall be deemed to be in the possession of the board, but may be withdrawn at any time, before a vote on the motion, with the unanimous consent of the members present.

**Motions During Debate**

72. When a motion is under debate, no other motion shall be received except the following, which motions shall have precedence in the order below:
- a) to adjourn the meeting (debatable but only with respect to the propriety of adjournment);
  - b) to recess the meeting temporarily for a period not exceeding thirty (30) minutes (debatable only with respect to the time of recess not exceeding thirty (30) minutes);
  - c) to convene into private session (debatable, but only with respect to the propriety of debate in private session);
  - d) that the main question be put to vote (not debatable, but subject to the discretion of the chair as to when the question should be put);
  - e) to postpone or table the motion indefinitely (debatable but only with respect to the propriety of postponement);
  - f) to postpone or table the motion to a specific time (debatable but only with respect to the propriety of the postponement);
  - g) to refer the matter to committee or staff for further review and/or recommendation (debatable but only with respect to the propriety of the referral);
  - h) to amend (debatable);
  - i) to go into Committee-of-the-Whole (debatable but only with respect to the propriety of going into Committee-of-the-Whole).

**Motion to Adjourn** (Appendix "F", #3)

73. A motion to adjourn shall not be entertained while a member is speaking or while a vote is in progress.

**Amendments to a Motion** (Appendix “F”, #12)

74. All amendments to a motion shall be dealt with before the motion and in the reverse order in which they were moved.
75. An amendment shall be directly relevant to the main motion and shall propose some change in form or substance to the main motion, but shall not materially change the intent of the main motion.
76. An amendment to an amendment shall be directly relevant both to the main motion and the additional amendment and shall propose some change in the form or substance of the preceding amendment, but shall not materially change the intent of the main motion or the preceding amendment.
77. An amendment may propose:
  - a) to add certain words;
  - b) to delete certain words;
  - c) to delete certain words in order to insert other words.
78. An amendment, which does not comply with the preceding prerequisites, may be declared out of order by the chair.
79. There is no limit on the number of times which a main motion may be amended before it is put to a vote.
80. Unless the board otherwise agrees, only a second amendment shall be allowed to the first amendment.
81. As soon as one amendment has been voted upon, whether it is adopted, defeated, or referred, a different amendment may be introduced, in accordance with the foregoing prerequisites.

**Motions with Distinct Proposals**

82. When the motion under consideration contains one or more distinct and separate proposals, the vote upon each proposal shall be taken separately, if so directed by the chair or reasonably requested by a member.

**Resolution to be Read**

83. Any member who is confused or does not understand the wording of a motion under discussion may raise a question of privilege. If the chair agrees, the motion shall again be read or the chair may direct the administrative assistant to provide a typed version of the motion on the screen, if available.

**Motion to Suspend a Procedural Rule of Order**

84. A motion to suspend a procedural rule of order in these by-laws shall take precedence over all motions, except a motion to adjourn. No rule of order shall be suspended, except upon unanimous vote of the members present, and only so far as such suspension does not materially and adversely affect the rights and privileges of a member not present.
85. Any member not present at such meeting shall be given notice of such suspension of a rule of order by the administrative assistant immediately following such meeting. If the absent member claims that the member's rights and privileges were materially and detrimentally affected, the member shall, within forty-eight (48) hours of receiving such notice, file an objection with the administrative assistant, which objection shall then be considered by the board at its next meeting, before any minutes are approved.

**Reconsideration of A Motion** (Appendix "F", #14)

86. Executive Summary:
- a) Notice of Reconsideration: at least seven days;
  - b) Motion to Rescind: without debate. If passed, then:
  - c) Original motion returns to table for reconsideration, as if no vote had been conducted on the original motion.
87. Any reconsideration of a previous motion of the board shall:
- a) require a Notice of Reconsideration to be filed with the administrative assistant by a member who voted with the majority on the previous motion;
  - b) have the chair inquire and rule whether that member properly qualifies to file a Notice of Reconsideration if the vote on the previous motion was not recorded;
  - c) be filed at least seven (7) days in advance of any Motion to Rescind. Such notice shall be filed as soon as reasonably possible, but not more than three months following the motion to be reconsidered. These prerequisites may be waived in whole or in part by the two-thirds (2/3) majority consent of all members;
  - d) be heard as the first item of "Business arising from the minutes";
  - e) have the member who filed the Notice of Reconsideration, or in that member's absence, another member as delegate, briefly state the reasons for the proposed reconsideration;
  - f) have that member move that the previous motion be rescinded. If seconded, that Motion to Rescind shall be put to a vote without debate.

**Motion to Rescind Accepted or Defeated**

88. If the Motion to Rescind is passed, then the previous motion is deemed not to have been voted upon and remains on the table and open for reconsideration and debate, including amendment, in the normal course.
89. If the board refuses to rescind, or if after reconsideration the reconsidered motion is voted with the same result again, no other notice of reconsideration shall be filed within one year of the original motion, unless, upon at least seven (7) days prior notice, not less than two-thirds (2/3) majority of members agree to waive such time restriction.
90. No member may file a Notice of Reconsideration or introduce or second a Motion to Rescind more than once for the same original motion.

**Reconsideration Acts as Stay of Activity**

91. If the member seeking a Motion to Reconsider or a Motion to Rescind requests that any action arising from the main motion be impeded or delayed until such reconsideration, the main motion shall be so impeded or delayed, unless otherwise directed by the board.
92. A Notice of Reconsideration shall not be filed simply as a strategic tactic to delay implementation of a decision of the board. Any member who files a Notice of Reconsideration shall do so in good faith with a reasonable expectation that the board may be persuaded to reconsider.

**Notice of Motion** (Appendix "F", #16)

93. Certain types of motions are sufficiently significant that they warrant a requirement for advance notice, called Notice of Motion, without which the board cannot consider the motion.
94. Motions for which a Notice of Motion is required may include:
- a) Motion to amend the by-laws;
  - b) Notice of Reconsideration of a previously approved motion;
  - c) Motion to Rescind;
  - d) Motion to Censure a member;
  - e) Requests of the superintendent that have not arisen through a report, an agenda item, or been addressed by a committee of the board.
95. The chair shall determine whether a notice of motion is required. Except for section 94 a) and d) above, the board by two-thirds (2/3) majority of all members may waive this notice of motion requirement.

**Debates**

96. Every member shall respectfully address the chair and all members and staff when speaking or participating in a meeting of the board. Members shall confine debate to the matter under discussion before the board and shall avoid extraneous or personal remarks not relevant to the issue under discussion.
97. A member wishing to speak to the board shall first raise the member's hand. The members shall only speak when called upon by the chair by name, at which time the member may speak to the board, addressable through the chair. The chair shall maintain the discretion as to the circumstances under which this formality may be relaxed.

**Questions and Replies**

98. All questions asked and replies given to members shall be made through the chair.

**Number and Length of Speeches**

99. At the discretion of the chair, the following rules shall apply to the debate of motions:
- a) Each member may speak twice on all motions, other than those classed as non-debatable. No member shall speak longer than five (5) minutes in the first instance and two (2) minutes in the second instance on the same motion.
  - b) No member shall speak more than twice upon any motion, other than to obtain an explanation or to demand a recorded vote, except that the member who introduced the motion shall have the privilege of closing the debate (limited to two [2] minutes).
  - c) The chair has discretion to decide whether to allow a member to speak more than twice on a motion, after the chair has confirmed that all other members have exercised their rights to speak.

**Point of Order or Question of Privilege** (Appendix "F", # 5 & 6)

100. A point of order raised by a member deals with the by-laws and best practices and procedures of the board. A question of privilege deals with the rights and privileges of a member, including a member's right to participation in the affairs of the board. A breach of privilege constitutes a disregard for a member's rights and privileges. Both a point of order and a question of privilege shall be raised as soon as possible after the alleged breach has occurred.
101. The chair may call any member to order at any time and shall state the basis for the ruling if requested.

102. Whenever the chair is of the opinion that a motion is contrary to the rules and privileges of the board and its members, or contrary to past best practices of board governance, the chair shall apprise the mover of the motion that such motion is out of order. The chair shall explain the basis for the ruling, without further comment from other members.
103. When the chair is called upon to decide a point of order, a question of privilege or a matter of past best practices, the chair shall state the basis for the ruling, without further comment from other members.

#### **Chair to Decide Points of Order or Privilege**

104. The ruling of the chair is final, subject only to an immediate appeal to the board, without debate.
105. A member who wishes to appeal the ruling of the chair shall raise a question of privilege as described in section 102. without further comment. The chair shall then state the reason for the ruling and then step aside temporarily in favour of the vice-chair or other designate of the board. The vice-chair or designate shall then call upon the member who appeals to succinctly provide the reasons for such appeal.
106. The vice-chair or designate shall then conduct a vote without debate on the question of whether the ruling of the chair shall be sustained. If the ruling of the chair is not sustained, the chair or designate shall seek directions from the board as to how to proceed.

#### **Interruption of Speaker**

107. A member may raise a point of order or a question of privilege at any time.
108. No member, while speaking, shall be interrupted by another member, except upon a point of order or question of privilege. Any member raising a point of order or question or privilege shall state clearly to the chair: "point of order" or "point of privilege". The member speaking shall then cease speaking until further direction from the chair. The chair shall then invite the member so interrupting to respectfully and concisely state the point of order or the question of privilege, without reference to the merits of the debate.
109. No member shall utilize a point of order or a question of privilege as a means of interruption and shall only raise such objection when there are reasonable grounds to do so.

#### **Member Called to Order**

110. If a member is called to order by the chair while speaking, the member shall immediately stop speaking, until otherwise directed by the chair.

111. With the permission of the chair, a member called to order may be granted permission to explain the member's conduct, but such explanation shall be strictly confined to the point of order declared by the chair.

#### **Violations of Order and Decorum By Members**

112. Courtesy and respect are the hallmarks of all proceedings of the board. If any member uses discourteous or disrespectful language to the chair, any other member, staff, senior management, or other educational stakeholders, and refuses to retract and/or apologize when so directed by the chair, or willfully or continuously obstructs the conduct of business, or refuses to desist when called upon to do so by the chair, the member shall be ordered by the chair to retire from the board meeting place for the balance of that meeting.
113. Once such member is directed to retire, the member shall not speak further and shall immediately retire from the meeting place, in a manner that respects the order and decorum of the board. Prior to the removed member returning to the next meeting of the board, the chair may again seek a retraction and/or apology before the member returns to the board.

#### **Violations of Order and Decorum by Persons Other than Members**

114. Any person who willfully interrupts or disturbs the proceedings of a school meeting by acting in a disorderly manner, or by making a noise either within the place where the meeting is held or so near thereto as to interfere with the proceedings of the meeting, may be subject to prosecution under Section 70(2) of the *Education Act* and liable upon conviction to a fine or imprisonment or both.

#### **Request for Censure of a Member**

115. If any member has reasonable cause to believe that there has been an alleged breach of the Code of Ethics, the concerned member may bring the matter to the attention of the chair and seek direction from the chair.
116. Failing a satisfactory outcome, the matter shall come to the attention of the board, in accordance with the procedures described in Censure of a Member, attached as Appendix "D" to these by-laws.

#### **Voting:**

117. Before putting any motion to vote, the chair shall state the motion clearly and ask the board if it is ready to vote on the motion. In any matter on which there has been no discussion, the chair may ask if there is agreement to such motion. If no objection is raised, the chair may declare the motion carried.
118. Except as otherwise specified in these by-laws or by legislation, all questions arising at a meeting of the board shall be decided by a majority vote of members present.

**No Debate After Vote is Called**

119. After any vote has been called for by the chair on any question, no member shall speak on the question, nor shall any motion be made until after the result is declared. The decision of the chair, as to whether the question has been finally called for, or remains open for further debate, shall be conclusive.

**Decision of Motion**

120. Every motion shall be decided in the first instance either by an “aye” or “nay”, or by a “show of hands”, unless the chair directs or a member requests a recorded vote, in which case the vote of each member shall be taken by the administrative assistant and recorded in the minutes, and the motion decided accordingly.

**All Members Must Vote**

121. Every member who is present when any question is put to vote shall vote on that question, unless excused by the provisions of the *Municipal Conflict of Interest Act*, or for good reason presented to the board. The right to be excused by the board shall be decided by the chair without debate.
122. A member, who fails to vote without being excused, shall be deemed to have voted in the negative.

**The Chair Shall Vote**

123. Except where excused by these by-laws, the chair shall vote on all questions before the board.
124. In the event of a tie vote, the question voted on shall be deemed to be determined in the negative.

**Opinion of Board Legal Counsel**

125. Legal counsel is counsel to the full board, not the chair or any individual members or staff. The chair and/or the superintendent may consult with legal counsel at any time during the procedure, privilege, points of order or such other matters as may be appropriate. The role of legal counsel is advisory only and does not supplant the authority of the chair.
126. Legal counsel is accountable to the full board through the chair and vice-chair, as the executive leaders of the board. Unless requested by the board or the executive leaders, legal counsel does not give advice to individual members. Any such advice is advisory only and does not constitute a solicitor and client relationship. Individual members are entitled to seek independent legal advice, separate and apart from board legal counsel.

**Debriefing on Governance Practices**

127. At the discretion of the chair and following adjournment of any board meeting, members, the superintendent and legal counsel may opt to meet in a private governance session to assess and discuss how effectively governance practices were applied during the meeting within the expectations for these by-laws.

**E. COMMITTEES:****Committee-of-the-Whole**

128. The board may sit publicly in Committee-of-the-Whole when it wishes to permit freer and fuller consideration of matters than contemplated by the normal Rules of Order. The Committee-of-the-Whole has the power of recommendation only and any decision of the board shall be made at a meeting of the full board. The Committee-of-the-Whole may sit as regularly scheduled or shall sit upon motion of two-thirds (2/3) majority vote of members present at a regular meeting of the board.

**Vice-Chair Assumes Chair**

129. When the board resolves into Committee-of-the-Whole, the vice-chair shall assume the chair. If the vice-chair is unable to assume the chair or temporarily vacates the chair, the Committee-of-the-Whole shall appoint another member to take the chair.
130. The vice-chair of the board shall preside at Committee-of-the-Whole meetings and shall provide such recommendations and reports to the full board as are warranted by the circumstances. Motions and votes may be conducted at Committee-of-the-Whole, but any results thereof form only recommendations to the full board.
131. The vice-chair shall determine the degree of informality of discussion and debate warranted by the circumstances and has authority to direct compliance with the normal Rules of Order as may be required to preserve effective and orderly consideration of all matters brought before the Committee-of-the-Whole.

**Resumption of Board Proceedings**

132. Upon completion of its consideration of the matters before it, the committee shall report back to the board, whereupon the chair of the board shall resume the chair, the chair of the Committee-of-the-Whole shall report on any recommendations from the Committee-of-the-Whole and the board shall take such action in respect of such report as the board resolves to be appropriate.

**Establishment of Committees**

133. The board may from time to time, by motion, establish such committees as it determines to be in the best interests of board governance.
134. The terms of reference, membership and reporting requirements of a committee shall be decided by the board and may be amended from time to time by the board.
135. When its assigned task has been completed, a committee shall be dissolved by a motion of the board.
136. At the request of the chair, appropriate staff shall be assigned by the superintendent to assist each committee.
137. The chair or temporary chair shall name two (2) other members to serve with the chair or temporary chair on the Nominating Committee.

**Rules of Procedure for Committees**

138. A majority of committee members shall constitute a quorum.
139. Except as otherwise provided, the by-laws, Rules of Order and practices and procedures of the board shall be observed in like manner at all meetings of committees. For purposes of this provision, a member of the public who serves on a committee shall be bound to the same standards of conduct as required of members under these by-laws.
140. Unless otherwise decided by the board, the chair of each committee shall be chosen by the members of such committee from among themselves.
141. All members are entitled to attend meetings of any committee in a non-voting capacity and participate in debate to such extent as the chair of the committee deems appropriate to the circumstances.
142. Substitute members may be appointed when a quorum requires further members, but only at the discretion of the committee chair, who shall first determine whether such substitute member(s) is sufficiently familiar with the issues to participate in decision-making.
143. Decisions made by a committee shall be recommendations to the board and do not establish board policy unless approved by the board.

**Recommendations of Information in a Report**

144. Except in extraordinary circumstances authorized by two-thirds (2/3) majority of the board, all reports presented to the board for deliberation shall come through either a committee of the board or staff reports. Committee or staff reports that do not contain specific recommendations or a request for directions from the board may be either received for information purposes, or may be approved, amended, or rejected by the board.

**Reports of Committees**

145. Committees shall report to the board as required by the board, and whenever the committee deems necessary.

**F. APPEARANCE BEFORE THE BOARD:****Members of the Public**

146. No members of the public shall be allowed to address the board unless they have followed the procedures for making a presentation under sections 149-156 of these by-laws, unless it is to ask a question regarding regional school system issues under Appendix "E", Public Question Period, of these by-laws.

**Public Question Period**

147. Attached as Appendix "E" to these by-laws are the Public Question Period procedures. Any member of the public who wishes to address the board to ask a policy question regarding some aspect of the regional school system issues shall comply with the procedures in order to be heard.

**Opportunity to Appear**

148. Subject to the clauses below, any member of the general public may request permission to address the board or a standing committee of the board to express views and/or to make proposals on any issue within the jurisdiction of the board or the committee, as the case may be. For purposes of this provision, employees are not entitled to apply for such permission with respect to employment-related issues, and instead are expected to follow established protocol for access to the board.

**Procedure for Appearance**

149. Applicants shall inform the administrative assistant, or the office of the staff member attached to the committee, of the request to address the board or committee, stating in writing the subject matter to be considered, the reasons for the proposed appearance, and any remedy requested of the board or committee.
150. Such written notice shall be received no later than one week preceding the meeting. The administrative assistant shall circulate the notice to all members in advance of the meeting.
151. The chair or committee shall determine whether the proposed appearance is relevant to the agenda of the proposed meeting. If approved, the chair shall inform the applicant of the time and place of appearance and the estimated time allocated for the presentation, which generally shall be five to ten (5-10) minutes, and which shall not exceed fifteen (15) minutes.

152. The chair shall control the agenda and ensure that there are no repetitious or disruptive presentations.
153. Any intended written or digital presentations, or any outline of a verbal presentation, shall be submitted to the administrative assistant at least three (3) days prior to the meeting at which the applicant is scheduled to appear.
154. Whenever possible, the administrative assistant shall provide the authorized speaker(s) with a copy of these procedures for appearance.

### **Spokesperson(s)**

155. Where a presentation is on behalf of a group, the group shall, in advance of the meeting, notify the administrative assistant or staff member attached to the committee of the names of not more than two presenters. No presentation shall, in total, exceed fifteen (15) minutes without the prior approval of the chair or the committee.
156. After the spokesperson(s) has/have presented, the members of the board or members of the committee shall have the opportunity to ask questions for clarification purposes. A presentation is not a forum for debate and is to be provided for information purposes only.

### **Waiver of Notice**

157. Notwithstanding the foregoing procedural requirements, a presentation may be received at a board meeting or a committee meeting without strict compliance with such requirements, if not less than seventy-five percent (75%) of the board or committee members present determine that the presentation addresses an issue that warrants waiver of normal requirements.

### **Decision of Board and/or Committee**

158. The presenter shall be notified in due course of the referral of the matter to staff or committee or otherwise, and the anticipated time for and/or manner of consideration or response. Once a presentation has been made, the same or a related presentation shall not be permitted again until the chair or committee determine there has been a material change in circumstances that warrants further presentation.

## **G- MINUTES AND RECORDS OF MEETINGS:**

159. Minutes or records of proceedings of all meetings of the board and of its committees (excluding private session) shall be taken and copies of same shall be preserved and distributed according to the following directions.

**Responsibility**

160. Under the direction of the committee chair, the administrative assistant or director supporting each committee shall be responsible for ensuring that minutes are taken and for their preservation and distribution.

**Format**

161. An approved formal format shall be used for recording the minutes of the board and standing committee meetings.
162. Under the direction of the chair of any such committee, minutes of other committees may be less formal in format, as best suits the needs of the committee.

**Approval**

163. All minutes or records of meetings shall be approved by the body (board or committee) whose minutes they are. Whenever possible this approval should be given at the first succeeding meeting.

**Distribution**

164. Approved minutes of all board meetings shall be distributed to members, senior management, legal counsel, the Regional Education Officer, the communications manager and to the files of the board and shall be available on the CCRSB website.
165. Informal highlights of board meetings will be posted on the CCRSB website as soon as reasonably possible following each regular board meeting.
166. Minutes of meetings of each standing committee shall be distributed to members and senior management.
167. Minutes of meetings of each select and ad hoc committee shall be distributed to members, and non-board members of the committee and staff supporting the committee.

**Files**

168. The minutes and records of all meetings of the board shall be kept on file by the administrative assistant at the board's Central Office. The minutes and records of all meetings of each standing committee shall be kept on file by the standing committee's administrative assistant at the board's Central Office.
169. The books, records and accounts of the board and its committees shall be open to the inspection of any person without fee at all reasonable times, in accordance with Section 62(2) of the *Education Act*.

### **Destruction of Board Records**

170. The superintendent shall be responsible for the preservation and safe keeping of all records of the board. Any destruction or disposal of records of sessions of the board shall comply with both the *Government Records Act* and the provisions of the *Education Act* (Section 63). Otherwise, such records may be destroyed in accordance with guidelines established by the board.

## **H- ATTENDANCE AT CONFERENCES:**

### **Notice of Conferences**

171. If any member(s) or staff receives notices of conferences that may be of interest to members, they shall forward such notices to the administrative assistant, who shall forthwith advise all members of the upcoming conferences.

### **Application Procedure**

172. Any member wishing to attend a professional development event in the capacity of member shall advise the administrative assistant to the Director of Financial Services of such intention reasonably in advance of such attendance, and shall obtain pre-approval from either the chair or the board for such attendance. Members are expected to attend and participate in workshops and seminars. All materials distributed at such conferences shall be shared with the administrative assistant and thereafter made accessible to all members.

### **Selection of Board Delegates**

173. Responsibility for selection of an appropriate professional development event shall rest with the member, within the limits of the member's annual budget allocation for such event. For reimbursement of expenses beyond individual member allocations, prior approval from the chair/vice-chair shall be required. The chair/vice-chair shall have the discretion to approve such reimbursement, as the chair/vice-chair considers appropriate, including consideration of the discretionary general conference budget of the board, the relevance of the event to the board and member and the event's linkage to the board's strategic priorities.

### **Reporting on Conferences**

174. So that the board as a whole can benefit from the attendance at such an event, at least one member who attends such an event on behalf of the board shall, at the next meeting following the event, report to the board or one of its standing committees with respect to the substance of the event.

**I- PROFESSIONAL APPOINTMENTS:**

175. The board shall review the appointment of its legal counsel, financial institution, auditors and any other professionals with whom it has dealings at least once every three [3] years.

**J- SIGNING AUTHORITY:**

176. Contracts, documents or any instruments in writing, which have been approved by the Chignecto-Central Regional School Board, requiring execution on behalf of the board, may be signed by the chair or the vice-chair, and the superintendent or the superintendent's designate, and all such contracts, documents and instruments in writing so signed shall be binding upon the Chignecto-Central Regional School Board without any further authorization or formality.
177. Notwithstanding Section 175 above, the board shall have the authority from time to time, by motion, to appoint any person or persons on behalf of the board either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**K- POLICY AND PROCEDURE DEVELOPMENT:**

178. **Policy Development** - The board recognizes that the most effective means to fulfill its governance responsibility is the systematic development, adoption, communication and implementation of **policies** with general application to students, employees and others having a relationship with the school system.
179. **Procedure Development** - The board also recognizes that the transition from policy to action requires the development of **administrative procedures** that provide clear direction to those responsible for policy implementation and/or adherence to policy. Accordingly, the superintendent shall prepare and implement appropriate procedures to ensure successful development, communication and implementation of board policy. All such implementation shall be reported to the board for information purposes, subject to any directions otherwise from the board.

**L- AMENDMENTS TO THE BY-LAWS:**

180. Any proposed amendment to these by-laws shall:
- a) be read as a Notice of Motion at a regular meeting of the board;
  - b) be placed on the agenda for the subsequent regular meeting of the board;
  - c) require a two-thirds majority vote of all members;
  - d) be amended in a manner that serves the best interests of the board, as determined by the board;
  - e) be reviewed in the year prior to the regular election of members, and;
  - f) require the approval of the Minister of Education and Early Childhood Development before formal adoption.

**[APPENDIX "A"]****ORGANIZATIONAL MEETING**

1. The first meeting of the board after an election shall be held not less than fourteen (14) days nor more than thirty (30) days after the election, and shall be considered to be its organizational meeting for the ensuing year.
2. At the appointed time, the superintendent shall call the organizational meeting to order and shall temporarily preside over the meeting until such time as a chair or vice-chair has been elected, or until a temporary chair is appointed by the members.
3. The first agenda item during the first board meeting after an election shall be the administering of the oath of office to the members.
4. The board shall proceed to elect, per the following procedures, the chair, and subsequently, the vice-chair:
  - a) The administrative assistant and legal counsel shall act as scrutineers for the election process. Nominations for the position of chair shall be received by the scrutineers through a secret ballot process [each member may anonymously nominate the name of a candidate for chair, and subsequently for vice-chair, on ballots supplied by the administrative assistant, to be submitted to the scrutineers]. If a member is to be absent from the Organizational Meeting and is prepared to stand for nomination as chair or vice-chair, such member shall verbally and in writing by letter or email notify the administrative assistant of such consent at least twenty-four (24) hours prior to the convening of the Organizational Meeting.
  - b) The nomination count shall be conducted by the administrative assistant and legal counsel. The scrutineers shall report to the acting chair, who shall announce the nominees without the nomination count. The acting chair shall then seek the consent of each such nominee to allow the nominee's name to stand for such election.
  - c) Nominees will have the opportunity to speak for three to five (3-5) minutes in duration, in alphabetical order of surname.
  - d) All votes conducted by secret ballot shall be counted confidentially by the administrative assistant and legal counsel, or such other scrutineers as the board by motion shall appoint. Such scrutineers shall report to the acting chair the results of each such vote, without tally, which the acting chair shall report to the board. The scrutineers shall keep confidential the tallies of each such secret vote.
  - e) The member receiving a majority of the votes cast shall be declared elected.
  - f) Should no member receive a majority of the votes cast on the first ballot, the name of the member receiving the least number of votes, if any, shall be dropped. The members shall proceed to vote anew and so continue until the chair is elected. In the event that a chair is not elected within five (5) ballots for the position of chair, such impasse shall be

deemed to be an inability of the majority of the members to agree upon the choice of a chair. In the event of such impasse, the superintendent shall so advise the Minister of Education & Early Childhood Development, who in turn shall seek appointment of a chair by Governor in Council, from amongst the members of the board. All balloting for chair shall be completed within the same organizational meeting and shall not be adjourned to another date. The superintendent shall allow for such breaks within the meeting as may foster electioneering and resolution of any impasse.

- g) The objective of balloting is to reduce the field of candidates to either a majority win or to a field of two (2) candidates. Accordingly, in the event that a tie on any ballot must be broken in order to drop the name of one (1) of three (3) or more candidates from the list of nominees, the board shall vote again, but only for the candidates who tied. The nominee with the least votes shall be dropped from the list. That process shall continue until there are only two nominees remaining. If a tie still remains amongst three (3) or more candidates, the administrative assistant shall draw a name from a receptacle. The name so drawn shall be removed from the list of nominees.
  - h) The board shall, if a chair is not elected at the organizational meeting, choose a temporary chair from amongst members who are not prepared to allow their names to stand for either election or appointment to the position of chair. The temporary chair shall preside over the meetings of the board until a chair is elected or appointed by Governor in Council.
  - i) Once the chair is elected or appointed by Governor in Council, the procedures outlined above shall be repeated for election of the vice-chair, except that no referral shall be made to the Governor in Council. An impasse shall be declared if the final two (2) candidates remain tied for five (5) ballots, in which case the names of the tied nominees will be placed in a receptacle and the first name drawn by the administrative assistant will be declared elected the vice-chair.
  - j) All ballots shall be confidentially destroyed by legal counsel after the elections have been completed.
  - k) The positions of chair and vice-chair shall be elected or appointed annually at each organizational meeting of the board.
  - l) The roles and responsibilities of chair and vice-chair are listed in Appendix "B".
5. Other business may be considered at the Organizational Meeting.
6. The meeting shall recess while the Nominating Committee prepares proposed nominations of members to all committees requiring such appointment, as determined from time to time by the board.
- a) When the meeting is reconvened the Nominating Committee shall present its report to be accepted, amended or rejected by the board.

- b) The board shall proceed to appoint members of select committees and representatives to other groups as required.
  - c) The first board meeting shall then be adjourned so that the standing committees may hold their first meetings, during which each shall select a chair and a vice-chair and assign other responsibilities, agree on meeting dates, times and locations, and conduct any other business of a preliminary nature.
7. The board structure, as established according to the foregoing, shall remain in place until amended by a change in the by-laws.
- a) Members elected and/or appointed to positions and to committees shall remain in those posts until the next annual Organizational Meeting, unless otherwise directed by the board.
  - b) In the event that the post of chair, vice-chair, committee chair, committee vice-chair, committee member or representative to another group becomes vacant for any reason during the year, the vacancy shall be filled, in the manner prescribed above, at the next regular meeting of the board or of the committee.

**[APPENDIX “B”]****RESPONSIBILITIES OF THE CHAIR**

The responsibilities of the chair shall include the following:

1. to carry out duties of the chair in accordance with the *Education Act*.
2. to provide executive leadership and vision to all members, consistent with principles of good governance, the board’s Mission Statement and the Strategic Plans of the board.
3. to provide executive leadership to all members with respect to compliance with the by-laws and respect for the principles and values within the board’s *Code of Ethics*.
4. to preside over meetings of the board.
5. to call and chair meetings in accordance with the board’s by-laws.
6. to establish agendas for the board.
7. to ensure the members have the required information to allow for informed debate and sound decision-making.
8. except for routine matters delegated, or other matters specifically delegated to the board’s communication manager, act as the official spokesperson on behalf of the board on non-routine issues and endeavor to reflect, in all public comments, the board’s position and/or best interests.
9. to endeavor to provide a collegial atmosphere amongst members at board meetings that allows for good decision-making.
10. to encourage each member to actively participate in and contribute to discussions and debates.
11. to provide professional development opportunities on a periodic basis, for the superintendent and the members to informally discuss all matters within the jurisdiction of the board, including the parameters of governance as contemplated by both the *Education Act* and By-laws.
12. to ensure relationships and communications amongst members and staff that is constructive and flows through the appropriate channels.
13. to confer regularly with the vice-chair and the superintendent.
14. to represent the board at school and board-related functions, government or school-related meetings, workshops, or speaking engagements.
15. to participate in professional development opportunities for board leaders, staying informed on provincial and national issues affecting public education, and to share such information where applicable with the members.

16. to encourage and support the participation of all members in appropriate professional development opportunities.
17. to be a voting member of each standing committee.
18. to assume such other responsibilities as may be determined by the board, or warranted by extraordinary circumstances, at all times acting in the best interests of the board, in consultation with the vice-chair and superintendent.

### **RESPONSIBILITIES OF THE VICE-CHAIR**

The responsibilities of the vice-chair shall include the following:

1. to assume the powers, duties and responsibilities of the chair in the absence or incapacity of the chair.
2. to preside at meetings, in the absence of the chair.
3. to preside at Committee-of-the-Whole meetings.
4. to stay informed on provincial and national issues affecting public education for board leaders, so as to effectively assume the role of the chair when called upon to do so.
5. to assist the chair in the sharing of duties at board-related school and public speaking engagements, in consultation with the chair.
6. to participate in professional development opportunities.

**[APPENDIX “C”]****CODE OF ETHICS FOR MEMBERS**

1. The board's *Code of Ethics* is binding upon all members.
2. The mandatory provisions for the *Code of Ethics* as appear in the *Ministerial Education Act Regulations* are adopted by reference to these by-laws and operate in conjunction with and as a supplement to relevant provincial legislation governing the conduct of Members, including Regulations, and including the following:

- The *Education Act*,
- The *Municipal Conflict of Interest Act*,
- The *Municipal Elections Act*,
- The *Freedom of Information and Protection of Privacy Act*.

These by-laws adopt the most current versions of any such legislation, as amended from time to time. Any reference in these by-laws to specific provisions is for purposes of convenience only and prevailing legislation shall be incorporated by reference to these by-laws.

**3. Respect for Others**

- a) Members shall at all reasonable times show courtesy and respect to others in their verbal and non-verbal language as members, working with fellow members and staff in a spirit of co-operation, regardless of differences of opinion, while respecting and encouraging the free exchange of diverse views.
- b) Members shall recognize the importance of collegial co-operation and shall strive to create an atmosphere during board and committee meetings that is conducive to solving the issues before the board, listening to various points of view and encouraging respectful language and behaviour in relation to all members and staff.
- c) Members shall likewise at all reasonable times show courtesy and respect to students, parents, members of the public, media, elected or appointed officials and all other educational stakeholders.

**4. The Integrity and Dignity of the Office**

- a) Members shall conduct board affairs ethically and responsibly.
- b) Members shall recognize that the expenditure of funds is a public trust, and shall promote and support policies and actions that will ensure that funds are expended efficiently, economically and in the best interests of students and the region.

**5. Roles, Responsibilities and Authority of a Board Member**

- a) As specified by the *Education Act*, every member shall:
  - maintain a focus on the achievement of all students enrolled in the board's schools and programs;

- respect that the superintendent is responsible for the day-to-day management of the board; and
  - act in the best interest of the board and carry out the member's responsibilities in a manner that assists the board in fulfilling its duties, pursuant to the *Education Act*.
- b) Members acknowledge that it is the responsibility of the superintendent to ensure that staff operate and manage the board's policies, programs, protocols and guidelines established by the board. Under the guidance of the superintendent, staff shall be encouraged and supported in presenting the best available professional advice to the board and members on all matters under consideration by the board.
- c) Members shall encourage applicable educational stakeholders to utilize and comply with all applicable board policies and procedures.
- d) Members shall at all times seek to advance the best interests of the board as a whole, while conscientiously representing the communities they serve. Members shall promote the board's mission, beliefs, programs and services in both their individual electoral districts and in the broader educational communities served by the board.
- e) Members shall make best efforts to attend all board meetings and the meetings of committees on which they serve and notify the board chair or committee chair as early as possible of any inability to be present.
- f) To support effective governance, members shall conduct an annual self-evaluation of the board's performance.

## 6. Upholding Board Decisions

- a) Members shall respect and share the responsibility for upholding all decisions of the board.
- b) All members recognize the responsibility of the chair to communicate the decisions of the board, even if a member may disagree with such decisions, such that respect for the decision-making processes of the board is fostered.
- c) Members shall accurately communicate the decisions of the board, even if the member disagrees with the majority decision of the board, and by so doing shall affirm the respect for and integrity of the decision-making processes of the board.
- d) Consistent with the Canadian values that allow reasonable freedom of expression, a member may respectfully state publicly that the member did not support a decision or voted against a decision of the board, but in doing so shall refrain from making disparaging or embarrassing comments about other members or about the board's decisions.
- e) A member shall at all times refrain from speculating or commenting adversely upon the personal motives of other members in respect of actions taken by the board.

## [APPENDIX "D"]

**CENSURE OF A MEMBER****1. Reporting a Reasonable Concern**

If any member has reasonable cause to believe that there has been an alleged breach of the *Code of Ethics*, that the member reasonably believes to be material in nature, the concerned member may bring the matter to the attention of the chair and seek direction from the chair, or failing satisfactory outcome, to the attention of the board.

Unless otherwise directed by the board, members shall comply with the following process before making a Motion to Censure:

- a) After notifying the chair, the concerned member is encouraged but not required to talk privately with the member allegedly in breach, in an effort to resolve the issue. If the chair concludes that either the concerned member or the member who is the subject of the Motion of Censure is not receptive to such intervention, this attempt at conflict resolution may be summary in nature. If the concerned member feels uncomfortable with this step, the member may omit it and proceed to step b).
- b) If the attempt in step a) does not resolve the issue, the member with the concern may raise the matter with the chair who shall attempt to resolve the matter informally.
- c) If any attempt in steps a) or b) do not resolve the issue, the concerned member and the chair shall bring the matter to the attention of the whole board, to be dealt with at the earliest practical opportunity.
- d) A member against whom a complaint is made shall meet with the chair or designate when requested to do so and shall co-operate reasonably with the chair or designate in responding to the concern(s) identified.
- e) If the conflict is between the member and the chair, the vice-chair shall assume the responsibilities of the process. If the conflict includes both the chair and the vice-chair, the board shall appoint a designate in place of the chair or vice-chair.
- f) The member allegedly in breach may request that another member be present for any meetings with the chair/vice-chair.
- g) Upon receipt of a notice of Motion of Censure, the board may, in its discretion and when deemed appropriate, either:
  - with the agreement of both the complaining member and the member who is the subject of the Motion of Censure, explore Restorative Approaches to conflict resolution; and/or
  - with the agreement of both the complaining member and the member who is the subject of the Motion of Censure, refer the matter to a mediator appointed by the board and at the expense of the board.
- h) If the issue still remains unresolved, the next step shall be a Motion of Censure of a member as outlined below. (2.)

- i) If the superintendent has reasonable cause to believe that a member has violated the Code of Ethics:
  - The superintendent shall notify the chair who shall attempt to resolve the matter informally.
  - If any attempt in the previous step does not resolve the issue, the chair shall bring the matter to the attention of the whole board, to be dealt with at the earliest practical opportunity, in the same manner as described above.

## 2. Censure of a Member

- a) Notwithstanding anything else contained in these by-laws, the board sitting in private session may conduct a recorded vote with respect to a Motion of Censure. Notwithstanding the foregoing, members shall vote according to their own conscience in public session, without being bound by any vote in private session.
- b) A Motion to Censure a member is a main motion that is debatable in private session and amendable. Passing such a motion requires a majority two-thirds (2/3) vote of all members. A Motion to Censure, once voted upon, may not be reconsidered.
- c) A Motion to Censure a member shall be debated in private session and voted on without debate in public session.
- d) A Motion for Censure shall be in writing and signed by the members who moved and seconded the motion, and shall include the following:
  - a statement of the alleged violation of the board's Code of Ethics;
  - the specific grounds for the allegations;
  - the proposed censure under subsection 52A(1) of the *Education Act*;
  - any supporting documentation.
- e) To include a Motion for Censure on the agenda for a regular meeting, a member shall submit the motion to the administrative assistant at least seven (7) days before the date of the meeting. At the call of the chair, a special meeting of the board may be convened rather than a regular meeting, provided public notice of the special meeting is given in the normal course and provided that the Motion to Censure is submitted to the administrative assistant at least seven (7) days before the date of such special meeting.
- f) The administrative assistant shall deliver the motion forthwith to the member who is the subject of the Motion for Censure, with confidential copies to all other members. To ensure that the member who is the subject of the Motion for Censure knows the case being presented and has the opportunity to be heard in a procedurally fair manner, the administrative assistant shall ensure that all supporting documents intended to be presented to the board are included with the motion delivered to the member who is the subject of the Motion for Censure.
- g) The member who is the subject of a Motion for Censure may provide a written response to the Motion of Censure and the administrative assistant shall distribute the response to the other members before the regular or special meeting at which the Motion of Censure is to be presented.
- h) The chair, sitting in private session, shall determine the order of debate in accordance with normal board practices. The member who is the subject of a Motion for Censure may participate in the debate in private session in the normal manner. The member who is the

subject of the Motion for Censure has the right to be heard and to defend against the motion when the matter is under debate, and shall be offered the opportunity to speak last during the debate in private session.

- i) During the debate of a Motion to Censure, any member may bring a motion to extend the time limits of debate that are otherwise prescribed for debates in a procedural by-law, which motion to extend requires a majority two-thirds (2/3) vote of all members.
- j) The chair or the vice-chair shall relinquish the chair to another member in any of the following circumstances:
  - when the chair or the vice-chair is the subject of a Motion for Censure;
  - to participate in the debate of a Motion for Censure;
- k) A member who is the subject of a Motion for Censure may vote on the motion.
- l) The presiding member in public session shall conduct a roll call vote for a Motion for Censure.
- m) The minutes of a meeting at which a member is censured under subsection 52A(1) of the *Education Act* shall contain all of the following information:
  - the full name of the member being censured;
  - the nature of the censure;
  - the reasons for the censure.
- n) Taken from the *Education Act*:

*52A (1) Where a School Board determines that a member has not complied with the school board's Code of Ethics, the school board may censure the member by:*

- a) issuing a public reprimand by motion at an open meeting of the school board;*
- b) revoking the member's right to sit as a member for one to three months;*
- c) suspending the member from the school board, including the suspension of all the member's rights, duties and privileges as a member of the school board, for from one to three months; or*
- d) recommending to the Minister that the member's seat be vacated.*

### **3. Remedial Option**

If the board decides to revoke the member's right to sit or suspend the member from the board as described above, the member may be offered a course, workshop, or other Restorative Approach deemed appropriate by the board.

### **4. Actions by Minister - Taken from the *Education Act*:**

*52B (1) Where pursuant to Section 52A the school board recommends to the Minister that the seat of a member of the school board be vacated, the Minister may, subject to subsection (2), vacate the member's seat.*

*(2) Where an appeal pursuant to subsection 52A(2) is in respect of censure pursuant to clause 52A(1)(d), no action to fill the vacancy may be taken before the*

*adjudicator has rendered a decision and notified the Minister, the school board and the member of the decision.*

*(3) Where the Minister considers it necessary for a member of a school board to be censured and the school board fails to censure the member or to censure the member appropriately, the Minister may*

*(a) direct the school board to censure the member pursuant to clause 52A(1)(a), (b) or (c) as the Minister considers appropriate; or  
(b) vacate the member's seat.*

*(4) Where the Minister directs a school board to censure a member pursuant to clause (3)(a), the school board shall comply with the Minister's direction.*

#### **5. Member's Appeal of Censure: Ministerial Education Act Regulation 73**

- a) A member making an appeal shall deliver a notice of appeal in writing to both the board and the Minister no later than twenty (20) days after the date of the board decision to censure. Days shall be counted exclusive of the date of the board decision to censure.
- b) On receiving a notice of appeal under subsection a), the Minister must appoint an adjudicator who is a practicing member, in good standing, of the Nova Scotia Barristers' Society to hear the appeal.
- c) An adjudicator must be paid any remuneration and reimbursement of expenses the Minister determines.
- d) During the hearing of appeal, an adjudicator must give both the board and the member who has been censured an opportunity to be heard.
- e) An adjudicator must sign their decision and deliver a copy of the decision and reasons for the decision to all of the following no later than thirty (30) days after the last day of the appeal hearing:
  - *the member who appealed the censure;*
  - *the board;*
  - *the Minister.*

**[APPENDIX "E"]****PUBLIC QUESTION PERIOD PROCEDURE**

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1. The Chignecto-Central Regional School Board believes that open communication with its public is vital to effective governance of the regional school system.
2. To this end, the agenda for regular school board meetings will include a Public Question Period, during which members of the public will have opportunity to ask policy-related questions regarding regional school system issues. Such questions shall be for information-purposes and not a forum for argument or debate.
3. To ensure the efficiency and effectiveness of the Public Question Period, the procedure shall be as follows:
  - a) The Public Question Period will be chaired by the chair;
  - b) All questions will be addressed to the chair, who may in turn refer the question[s] to the appropriate committee or staff for response within a reasonable time period;
  - c) Subject to time available, questions and topics may be limited by the chair to five (5) minutes per questioner.
4. The purpose of the public question period is to provide information regarding board policies and procedures. Questions shall be relevant to regional school system issues/concerns. Confidential issues such as students, staff, personnel issues, discipline issues, etc. are confidential matters not to be discussed in public forum. Motions, debates or presentations are not in order during Public Question Period. Public Question Period will be limited to a maximum of one half-hour at any one meeting.
5. Persons wishing to make specific requests or presentations may do so under the guidelines, *Procedures for Appearance* of these by-laws. Such requests/presentations will not form part of the Public Question Period.

## [APPENDIX "F"]

**MOTIONS - TABLE OF PRECEDENCE**

**\*\* This table is a synopsis only and reference shall be made to the by-laws for full particulars of the conditions applicable to each type of motion.**

**1. MOTION TO SET THE DATE OF THE NEXT MEETING**

- requires a mover and a seconder;
- requires, for adoption, a majority vote;
- may be debated;
- to ensure that those who must leave, know the date and place of the next meeting.

**2. MOTION TO SET TIME TO ADJOURN**

- requires a mover and a seconder;
- requires, for adoption, a majority vote;
- may be debated, but only as to the time of adjournment;
- to limit the length of the meeting or extend the length of the meeting.

**3. MOTION TO ADJOURN**

- requires a mover and a seconder;
- requires, for adoption, a majority vote;
- may be debated with respect to the propriety of adjournment only;
- to terminate the meeting.

**4. MOTION TO RECESS FOR NOT MORE THAN 30 MINUTES**

- requires a mover and a seconder;
- requires a majority vote;
- must not be debated other than for length of recess; can be amended regarding length of recess not exceeding thirty (30) minutes;
- cooling-off period or for a break in the proceedings.

**5. A QUESTION OF PRIVILEGE**

- involves a question raised by a member, who may, with consent of the chair, interrupt another speaker;
- a question of privilege, "A question of privilege, \_\_\_\_Chair";
- is to be determined by chair, without debate or vote;
- does not involve a motion;
- addresses disorder in the proceedings, protects rights of member, requests direction/protection from the chair.

## **6. A POINT OF ORDER**

- requires a mover only, who may, with consent of the chair, interrupt another speaker;
- format: "A point of order, \_\_\_\_\_ Chair";
- is to be determined by chair, without debate or vote;
- does not involve a motion;
- to call attention to failure to observe rules, requests direction from the chair.

## **7. MOTION TO LAY ON THE TABLE OR MOTION TO REMOVE FROM THE TABLE**

- requires a mover and a seconder;
- requires a majority vote;
- debatable only with respect to the propriety of tabling;
- not debatable except to the consequences of tabling or removing from the table;
- to lay on the table is to return a motion for consideration of the board;
- to remove from the table is to defer a matter presently under consideration, without debate.

## **8. MOTION TO VOTE UPON THE ORIGINAL MOTION**

- requires a mover and a seconder;
- requires a two-thirds (2/3) vote;
- must not be debated or amended;
- to override proposed amendments and force a direct vote on the main motion.

## **9. MOTION TO LIMIT DEBATE OR MOTION TO EXTEND THE LIMIT OF DEBATE**

- requires a mover and a seconder;
- requires a majority vote;
- must not be debated; can be amended;
- limit or extend discussion time.

## **10. MOTION TO POSTPONE TO A DEFINITE DATE AND TIME**

- requires a mover and a seconder;
- requires a majority vote;
- may be debated, but only as to the time;
- makes way for more urgent business, used for a cooling-off period, or to postpone to a date specific.

## **11. MOTION TO REFER TO COMMITTEE OR STAFF**

- requires a mover and a seconder;
- requires a majority vote;
- may be debated and amended;
- when additional information or discussion is needed.

**12. MOTION TO AMEND**

- requires a mover and seconder;
- must be consistent with main motion;
- requires a majority vote;
- may be debated and amended;
- voting occurs in reverse order; first the sub-amendment, then the amendment, then the main motion;
- purpose to add, delete, or substitute words in the main motion.

**13. THE MAIN MOTION**

- requires a mover and a seconder;
- requires a majority vote;
- may be debated and amended;
- is the proposal before the meeting.

**16. MOTION TO RECONSIDER**

- must be made within a limited time after the action on the original motion;
- requires a mover and seconder;
- requires a majority vote;
- is debatable, but not amendable;
- cannot be reconsidered;
- brings a question (motion) again before the board.

**15. MOTION TO RESCIND**

- requires at least seven day's Notice of Reconsideration to be filed with the administrative assistant;
- can only be filed by a member who previously supported the outcome of the motion to be reconsidered;
- requires a mover and seconder;
- must not be debated;
- requires two-thirds (2/3) majority vote;
- if the motion to rescind is passed, then original motion returns to the floor and is reopened for debate;
- annul a motion that has been passed.

**16. NOTICE OF MOTION**

- requires seven (7) day's notice to be filed with the chair and administrative assistant;
- does not require a seconder;
- notice shall include the proposed wording of the motion;
- except for section 94 a) and d) of these by-laws, such notice may be waived by two-thirds (2/3) majority of members.

## [APPENDIX "G"]

**MUNICIPAL CONFLICT OF INTEREST ACT**

CHAPTER 299

OF THE

REVISED STATUTES, 1989

amended 1991, c. 6, s. 40; 1993, c. 47, s. 6

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## **An Act to Prevent Conflict of Interest in the Conduct of Municipal Government**

**Short title**

1 This Act may be cited as the *Municipal Conflict of Interest Act*. R.S., c. 299, s. 1.

**Interpretation**

2 In this Act,

(a) "council" means the council of a municipality;

(b) "elector" means a person entitled to vote at a municipal election in the municipality;

(c) "interest in common with electors generally" means a pecuniary interest in common with the electors within the area of jurisdiction of the municipality or local board or, where the matter under consideration affects only part of that area, an interest in common with the electors within that part;

(d) "local board" means any board, commission, committee, body or local authority of any kind established to exercise or exercising any power or authority under any general or special Act with respect to any of the affairs or purposes of a municipality or parts thereof or of two or more municipalities or parts thereof, or to which a municipality or municipalities are required to provide funds, and includes a school board pursuant to the *School Boards Act*;

(e) "meeting" means a regular, special or emergency meeting of a municipality or local board and any committee thereof, and includes informal as well as formal meetings;

(f) "member" means a member, in whatever capacity, of a council or a local board and, for the purposes of Sections 9 and 10, includes a former member;

(g) "municipality" means a city, incorporated town or municipality of a county or district;

(h) "senior officer" means the chairman and vice-chairman of the board of directors of a corporation, the president, vice-president, Administrative assistant, treasurer, managing director and general manager of a corporation and any other person who performs functions for the corporation similar to those normally performed by a person occupying any such office;

(i) "spouse" means either of a man and woman who

(i) are married to each other,

(ii) are married to each other by a marriage that is voidable but which has not been voided by order of a court,

(iii) have gone through a form of marriage that is void and have cohabited within the preceding twelve months, or

(iv) are living together as husband and wife;

(j) "substantial interest" means the direct or indirect beneficial ownership of, or the power to exercise control or direction over, equity shares of any corporation that carry more than ten per cent of the voting rights attached to all outstanding equity shares of the corporation. R.S., c. 299, s. 2; 1991, c. 6, s. 40.

### **Indirect pecuniary interest**

**3** A member has an indirect pecuniary interest in any matter

(a) if the member or the members nominee

(i) is a shareholder in, or a director or senior officer of, a corporation that does not offer its shares to the public,

(ii) has a substantial interest in, or is a director or senior officer of, a corporation that offers its shares to the public, or

(iii) is a member of a body, whether incorporated or not, that has an interest in any matter in which the council or local board is concerned; or

(b) if the member is a partner of or associated in a joint venture with a person, or is in the employ of a person or body, whether incorporated or not, that has an interest in any matter in which the council or local board is concerned. R.S., c. 299, s. 3.

**Deemed pecuniary interest****4** The pecuniary interest of

- (a) the spouse of a member;
- (b) any son, daughter, father, mother, brother or sister of a member or the members spouse;
- (c) the spouse of the persons referred to in clause (b); and
- (d) any other person who normally resides in the same home as the member,

shall, if known to the member or of which the member reasonably should have known, be deemed to be also a pecuniary interest of the member. R.S., c. 299, s. 4.

**Act does not apply****5 (1)** This Act does not apply to any interest in any matter that a member may have

- (a) as an elector;
- (b) by reason of being entitled to receive any service, commodity or other benefit offered by the municipality or local board in like matter and subject to the like conditions as are applicable to persons who are not members;
- (c) by reason of purchasing or owning a debenture or other security issued by the municipality or local board;
- (d) by reason of having made a deposit with the municipality or local board, the whole or part of which is or may be returnable to the member in like manner as such a deposit is or may be returnable to other electors;
- (e) by reason of being eligible for election or appointment to fill a vacancy, office or position in the council or local board where the council or local board is empowered or required by any general or special Act to fill such vacancy, office or position;
- (f) by reason of being eligible for appointment, or having been appointed, by the council to a local board;
- (g) by reason only of being a director or senior officer of a corporation incorporated for the purpose of carrying on business for and on behalf of the municipality or local board;
- (h) by reason of having been appointed by the council or local board to a board, committee or other body;
- (i) with respect to any allowance, honorarium, remuneration, salary or benefit to which the member is or may be entitled by reason of being a member or by reason of having been appointed, by the council or local board, to a local board or other board, committee or other body;
- (j) by reason of having a pecuniary interest that is an interest in common with electors generally;

(k) by reason only of an interest that is so remote or insignificant in its nature that it cannot reasonably be regarded as likely to influence the member.

### **Where city by-law**

**(2)** This Act does not apply to a council of a city, or a local board of that city, while it has in effect a by-law made pursuant to Section 19 of the *Municipal Elections Act*. R.S., c. 299, s. 5.

### **Interested member present at meeting**

**6 (1)** Where a member, either on the members own behalf or while acting for, by, with or through another, has any direct or indirect pecuniary interest in any matter and is present at a meeting of the council or local board at which the matter is the subject of consideration, the member shall

(a) as soon as practicable after the commencement of the meeting disclose the interest and the general nature thereof;

(b) withdraw from his place as member and

(i) in the case of a closed meeting, leave the room in which the meeting is held for the duration of the consideration of the matter, and

(ii) in the case of a meeting that is open to the public, either leave the room in which the meeting is held or remain in that part of the room set aside for the general public for the duration of the consideration of the matter;

(c) refrain from taking any part in the consideration or discussion of the matter and from voting on any question relating to the matter; and

(d) refrain from attempting in any way, whether before, during or after the meeting, to influence the decision of the council or local board with respect to the matter.

### **Interested member not present at meeting**

**(2)** Where the member was not present at a meeting at which a matter in which the member, either on the members own behalf or while acting for, by, with or through another, has any direct or indirect pecuniary interest was the subject of consideration, the member shall disclose the interest at the next meeting the member attends, and the provisions of subsection (1) shall apply to the member in respect of the matter.

### **Where intent to obtain pecuniary interest**

**(3)** A member shall comply with this Section in respect of any matter in which the member intends to obtain a pecuniary interest, either on the members own behalf or while acting for, by, with or through another. R.S., c. 299, s. 6.

**Recording in minutes of declaration of interest**

**7 (1)** Every declaration of interest and the general nature thereof disclosed pursuant to Section 6 shall be recorded in the minutes of the meeting by the clerk of the municipality or by the Administrative assistant of the local board, as the case may be.

**Recording in central record of disclosure of interest**

**(2)** The person acting as Administrative assistant of any meeting, or the chairman of the meeting if there is no Administrative assistant, shall record every disclosure of interest and the general nature thereof in a central record of disclosure.

**Central record of disclosure**

**(3)** Every municipality and local board shall keep a central record of disclosure, which shall be open to inspection by any elector without fee at all reasonable times. R.S., c. 299, s. 7.

**Reduced quorum**

**8 (1)** Where, by reason of this Act, a council or local board lacks a quorum to consider any particular matter, then, notwithstanding the provisions of any Act or other provision establishing the number of members to constitute a quorum, for the purposes of considering and acting on the matter, a quorum is one third of the council or local board or two members thereof, whichever is greater.

**Order of court**

**(2)** Where, by reason of this Act, a council or local board lacks a quorum pursuant to subsection (1) to consider any particular matter, the council or local board may apply to a judge of the Trial Division of the Supreme Court or a county court for an order authorizing the council or local board to consider and act on the matter.

**Content of order**

**(3)** The judge may, by order, prescribe the terms and conditions pursuant to which the council or local board may consider and act on the matter, and may direct that certain of the members may participate in the consideration of the matter and that certain members may not, as to the judge seems just.

**Authorized participation by interested member**

**(4)** Participation in the consideration of any matter in which a member has a direct or indirect pecuniary interest pursuant to an order of a judge is not a contravention of this Act. R.S., c. 299, s. 8; 1993, c. 47, s. 6.

**Application to determine if member in contravention**

**9 (1)** The Attorney General or an elector may apply to a judge of the Trial Division of the Supreme Court or a county court for a determination of whether a member has contravened the provisions of this Act.

**Form of application**

(2) An application shall be made by originating notice (application *inter partes*) pursuant to the rules of the court.

**Content of application**

(3) The application shall state the grounds on which it is believed that a contravention of this Act may have occurred.

**Time limit**

(4) An application shall be made within sixty days after the fact comes to the attention of the applicant that the member may have contravened this Act.

**Further time limit**

(5) No application may be made pursuant to this Section more than ten years after the date of the alleged contravention of this Act. R.S., c. 299, s. 9.

**Order for forfeiture of office**

10 (1) Where the judge determines that a member has contravened this Act, the judge shall declare the seat of the member vacant and direct that the vacancy be filled in the manner prescribed by law, but if the judge determines that the contravention was committed as a result of inadvertence or a *bona fide* error in judgment the judge may relieve against such forfeiture of office.

**Disqualification to fill forfeited office**

(2) The member found to have contravened this Act shall not be qualified to fill the vacancy so created.

**Restitution and disqualification of member**

(3) Where the judge determines that a member has contravened this Act, the judge may

(a) disqualify the member from being a member of the council or local board, or any council or local board, for a period of not more than ten years; and

(b) where the contravention has resulted in personal financial gain, require the member to make restitution.

**Penalty where personal financial gain**

(4) Where the contravention has been made for the purpose of personal financial gain, the judge shall impose a penalty of not more than twenty-five thousand dollars or, in default of payment thereof, imprisonment for a term of not more than twelve months. R.S., c. 299, s. 10.

## Appeal

**11 (1)** An appeal lies from the decision of the judge to the Appeal Division of the Supreme Court in accordance with the rules of court.

### Restriction on filling seat of contravening member

**(2)** No steps shall be taken to fill the seat of a member who has been found to contravene this Act until after the expiration of the time limited for appeal or, if an appeal is brought, until after the appeal has been finally determined. R.S., c. 299, s. 11.

## Inquiry

**12 (1)** If the council or local board by resolution requests that inquiry be made into or concerning

(a) any matter mentioned in the resolution and relating to an alleged malfeasance, breach of trust or other misconduct on the part of a member, an officer or other official, an employee or agent of the municipality or local board, or any person having a contract therewith, in relation to the duties or obligations of such person to the municipality or local board;

(b) any allegation that a member has contravened the provisions of this Act; or

(c) any matter connected with the good government of the municipality or local board or the conduct of any part of the public business thereof,

the Attorney General shall appoint a judge or some other suitable person to make the inquiry.

### Duty to enter upon inquiry and report

**(2)** The person so appointed shall, with all convenient promptitude, enter upon the inquiry and upon the conclusion thereof, shall report to the Attorney General and to the council or local board the result of the inquiry and the evidence taken thereon.

## Public Inquiries Act

**(3)** The person appointed shall have, for the purpose of inquiry, all the powers of a commissioner under the *Public Inquiries Act*.

## Fees

**(4)** Such person is entitled to receive and shall be paid such fees as may be fixed and paid by the Attorney General.

## Right of municipality or board to counsel

**(5)** The council or board may engage and pay counsel to represent the municipality or local board and may pay all proper witness fees to persons summoned to give evidence at the instance of the municipality or local board.

**Right of person charged to counsel**

(6) Any person charged with malfeasance, breach of trust or other misconduct, or whose conduct is called in question, may be represented by counsel. R.S., c. 299, s. 12.

**Voidable proceedings where Section 6 contravened**

**13 (1)** The contravention of Section 6 of this Act does not of itself invalidate any proceedings in respect of any matter, but the proceedings in respect of the matter are voidable on application to a judge of the Trial Division of the Supreme Court or of a county court at the instance of the municipality or of the local board within two years after the matter was authorized by the council or local board.

**Factor considered**

(2) In determining whether any proceedings should be declared void under subsection (1), the judge shall give due consideration to the effect of such declaration on innocent third parties. R.S., c. 299, s. 13.

**Certain proceedings only under this Act**

**14** Proceedings to declare a seat vacant or to disqualify a member by reason of conflict of interest, or to require a member to make restitution where a contravention of this Act has resulted in personal financial gain, shall be had and taken only under the provisions of this Act. R.S., c. 299, s. 14.