



## CHAPTER 7

### Board and Committee Meetings

Meetings are formal ways people gather to discuss issues and make decisions. Formal processes in these meetings help deliberations run smoothly and provide structure to board business. The *Education Act* [s. 207] details the parameters for open and closed meetings. Within this, boards have flexibility to create their own policies and procedures that ensure orderly, productive meetings.

#### **Board Meetings - Overview**

One of the primary ways that school boards meet

public expectations of transparency and accountability is to make policy decisions at open, public meetings. Public accountability is a cornerstone of Ontario's education system. The *Education Act* states that all meetings of the board shall be open to the public [s. 207(1)] with certain exceptions.

#### **Regular Meetings**

Boards hold meetings regularly in order to govern effectively. Most boards adopt a regular meeting schedule, usually monthly. The dates are

usually set in advance and should not be changed unless absolutely necessary.

#### **Special Meetings**

Special meetings may be needed for the board to consider time-sensitive or weighty matters [s. 208(13)]. Special meetings may be called by the chair, usually in consultation with the director of education [s. 208(13)], but may also be called on a request, in writing to the director of education, by a majority of the members [s.198(1)(d)].

### First Meeting/ Organizational Meeting

The *Education Act* requires a board to hold its first meeting within seven days following the start of the term of office [s. 208(2)]. For this term of office, the first meeting must be held no later than December 7, 2018. By default, the first meeting is held at the board office on the first Wednesday of December. The board can determine an alternate location and day, as long as it is within the first seven days of the term of office [s. 208(2)].

Organizational meetings accomplish the following:

- Elect the chair of the board for a one-year term [s. 208(4), (5)]
- Consider electing a vice-chair
- Determine committee structure and provide direction for the development of terms of reference for each committee
- Adopt a meeting schedule for board and committee meetings for the following 12-month period
- Appoint members to committees.

### In-Camera/Closed/ Private Meetings

The *Education Act* provides that a meeting of a committee of the board,

including a committee of the whole board, may be closed to the public, the media, and any trustee who has declared a conflict of interest regarding the matter being discussed, when any of the following will be discussed [s. 207(2)]:

- The security of the property of the board
- The disclosure of intimate, personal, or financial information about a member of the board or one of its committees, an employee or prospective employee of the board, or a pupil or their parent or guardian
- The acquisition or disposal of a school site
- Decisions in respect of negotiations with employees of the board
- Litigation affecting the board
- An ongoing investigation by the Ontario Ombudsman.

In-camera meetings are considered a good governance practice for handling issues that are best discussed in private. They serve the core functions of assuring confidentiality, creating a mechanism for board independence and oversight, and enhancing relationships among board members and with the director of education. Over time, in-camera sessions allow for areas of possible

conflict to be identified proactively. These meetings should be used sparingly with a well-understood rationale for their use.

In-camera meetings may take place before, in the middle of, or at the end of a regular meeting. Typically, the need for these meetings should be determined prior to the regular board meeting; however, an in-camera meeting may be called promptly should a particular matter arise that meets the criteria mentioned above.

A school board must make all of its decisions at a public meeting of the board, even when the discussions took place in an in-camera meeting. When this happens, it is often the director of education who determines what aspects of the private discussion can be made public.

The only motions that can be passed at an in-camera meeting are procedural and include the following:

- A motion respecting the minutes to be kept of in-camera discussions
- A motion to revert to out-of-camera
- A motion to recess.

Additionally, no new topics should be introduced during an in-camera session. Student trustees may participate in in-camera meetings with



the exception of those dealing with matters relating to intimate, personal or financial information about a member of the board or of a committee of the board, an employee (or prospective employee) of the board, a student, or a student's parent or guardian.

Trustees must be aware of the confidentiality that applies to in-camera sessions. As a member of the board, a trustee's role is to respect the board's decision-making process and not discuss any aspect of private matters, including the nature of the topic and anything that occurred during the in-camera meeting. In certain cases, the law may require trustees to disclose proceedings discussed

during in-camera meetings. Even after the board has voted on a private matter, it may still remain completely undisclosed to the public, sometimes for a short period of time, and other times forever.

## **Board Meetings – Operations**

### **Agendas**

Board staff must provide trustees and the public with proper notice of an upcoming meeting [s. 198(1)(c)] and the agenda of items to be discussed. Most often this is done by posting the agenda to the board website and emailing it to the trustees.

The chair, in consultation with the director of education, sets the agenda for meetings

and a process is established whereby individual trustees can request that a matter be considered for inclusion on an agenda. The chair works closely with the director of education to ensure that the rights and privileges of board members are recognized, and to ensure that administrative requirements are met.

### **Minutes**

Minutes are official records of what happened in a board meeting. The secretary of the board is responsible for keeping a full and accurate record of the proceedings of every meeting of the board and for ensuring that the minutes, when confirmed, are signed by the chair of the meeting.

Minutes will include:

- When and where the meeting took place
- Who was present
- All matters considered at the meeting (in some boards, only the decisions are recorded, in other boards, the discussion is also recorded)
- All decisions made, including procedural steps taken to reach those decisions. The votes of individual members are not in the minutes unless a recorded vote has been requested. Student trustees are not members of the board and are not entitled to exercise a binding vote on any matter before the board [s. 55(2)]. However, they are entitled to request a recorded non-binding vote in order to have their opinion officially reflected in the board minutes.

Meeting minutes are public documents [s. 207(4)] and should be posted to the board's website along with any report or background information considered by the board at the meeting. Some boards find it helpful and a matter of good public relations to produce a summary of board decisions soon after the meeting to distribute to trustees, board staff and post on the board's public website.

### Attendance at Board Meetings

Trustees are expected to attend all regular meetings of the board, either physically or through electronic means. Trustees are also expected to attend all meetings of the committee(s) of which they are a member.

A trustee must be physically present in the meeting room of the board for at least three regular meetings of the board in each 12-month period beginning December 1. In addition, a trustee cannot miss three consecutive meetings unless approval is granted by the board [s. 228(1)]

Recent amendments made to the *Education Act* now require school boards to allow a trustee to take a pregnancy or parental leave for up to 20 weeks without authorization from their board. The seat of the member who takes a parental or pregnancy leave would not be declared vacant.

### Participation by Electronic Means

Every board must develop and implement a policy providing for the use of electronic means for the holding of meetings of a board and meetings of a committee of a board, including a committee of the whole board. Participation

by electronic means must be noted in the record of the meeting's attendance.

A member who participates by electronic means must ask the chair to be recognized and inform the meeting when joining, leaving or returning to a meeting. This is necessary to enable the chair to properly conduct votes.

While electronic participation is permitted, each trustee must physically attend three regular meetings in a 12-month period beginning December 1. Ontario Regulation 463/97: Electronic Meetings provides additional information.

### Quorum

A meeting of the board cannot be convened until a quorum is present. A quorum is "a majority of all the members constituting a board" [s. 208(11)]. The number for quorum is constant and does not get reduced even if there's a vacancy on the board (due to resignation, death, etc.). Student trustees are not included in the number required to constitute a quorum.

If a lack of quorum is caused from one or more members declaring conflicts of interest, the *Municipal Conflict of Interest Act* provides that a meeting may continue without the members who

have declared conflicts of interest as long as there are no fewer than two members remaining [s. 7(1)]. The *Act* also provides remedies that may be applied if there are fewer than two members remaining [s. 7(2, 3)].

### Rules of Order

School board meetings are run according to parliamentary procedure. These rules of procedure are designed to allow trustees to introduce motions and proceed with debate, dissent, and decision-making in an orderly way.

Although specific practices may vary, most school boards follow accepted rules of parliamentary procedure for their public decision-making processes. The most commonly used procedures are the recent editions of Robert's Rules of Order or Bourinot's Rules of Order. Any variation from parliamentary procedure that might be required to better suit a school board can be incorporated in a school board's procedural rules through the creation of a by-law.

A board's meeting rules do not need to be as comprehensive or complex as Robert's or Bourinot's rules, but should be based on these authorities while taking into consideration

the privileges and duties of school board members, democratic principles, and any special rules deemed necessary to suit the needs of an elected member who represents constituents and the needs of a school board.

Some boards conduct orientation sessions for new trustees that include the basic rules of parliamentary procedure. Others may have a staff member present at meetings who can answer procedural questions.

## Key Roles of the Board

### Chair and Vice-Chair

The board chair and vice-chair (if a board chooses) are appointed for one-year terms. School boards may choose to have elections for the position of chair and vice-chair by secret ballot or by recorded voting (public). If there is a tied vote, the *Education Act* stipulates that it shall be decided by the drawing of lots.

The *Act* does not indicate the number of years or terms that the same person may continue as chair, however, boards may create a by-law with term limits.

### Attendance

The chair of a meeting must be physically present in the meeting room unless the

board has a policy allowing the chair to preside over meetings by electronic means. If the board has such a policy in place, the chair may preside over meetings electronically if any of the following applies:

- The distance between the chair's residence and the meeting location is 200 kilometres or more
- Weather conditions do not allow the chair to travel to the meeting safely
- The chair cannot physically attend the meeting due to health-related issues

No more than half of board meetings in a 12-month period, beginning December 1, can be chaired electronically.

### Chair Responsibilities

A chair of the board has the following additional duties [s 281.4]:

- Preside over meetings of the board
- Conduct the meetings in accordance with the board's procedures and practices
- Establish agendas for board meetings, in consultation with the board's director of education or the supervisory officer acting as the board's director of education



- Ensure that members of the board have the information needed for informed discussion of the agenda items
- Act as spokesperson to the public on behalf of the board, unless otherwise determined by the board
- Convey the decisions of the board to the board's director of education or the supervisory officer acting as the board's director of education
- Provide leadership to the board in maintaining the board's focus on the multi-year strategic plan

- Provide leadership to the board in maintaining the board's focus on the board's mission and vision
- Assume such other responsibilities as may be specified by the board.

The chair may vote on all matters but has only one vote, the same as any other trustee. However, a chair, while presiding over a meeting, should not participate in the discussion or make motions. If a chair wishes to have their views heard, the chair must delegate their responsibilities to another trustee at the beginning of the discussion.

The gavel may be returned to the chair only when consideration of the matter is concluded.

The chair must adhere to the board's directions and may not act unilaterally. The chair of the board is also an individual trustee and has no greater rights or powers than any other member of the board other than the above mentioned additional duties.

The chair may call special meetings of the board [s. 208(13)] and, as the presiding officer, may, at their discretion, have people removed from meetings for



improper conduct [s. 207(3)]. This includes trustees as well as members of the public.

To run productive meetings, it is recommended a chair should:

- Have a basic knowledge of the rules of parliamentary procedure and the board's procedural by-laws
- Ensure that all relevant information has been provided to trustees and to the public
- Allow open debate
- Provide opportunities for and encourage all members to speak
- Manage conflict effectively
- Ensure that issues are separated from individuals
- Lead the board as a team
- Help the board reach its decisions.

The chair must keep in mind that their vote is one among many and that the process of decision-making aims to capture the view of the corporate board rather than allowing any individual's view to dominate.

### Board Secretary

The *Education Act* provides that the director of education shall act as the secretary of the board [s. 283.1(1)(c)]; however, if the board has no more than five members it may appoint one of its members to act as secretary. If the director of education is the secretary, they may assign the secretary role to a qualified staff member.

### Board Treasurer

The *Education Act* requires each board to appoint a treasurer. If the board has no more than five members, the treasurer may be a board member [s. 170(1)]. The treasurer is required to receive and account for all money of the board and produce, when required by the board or auditors or other competent authority, papers and money in their possession, power or control that belong to the board.

The director of education is often assigned as treasurer of the board. The director of education may assign the treasurer role to a qualified staff member.

### Committees

Committees provide boards the opportunity to have specific issues of the board researched and discussed by a small body, with recommendations presented to the board for decision. Some committees are made up entirely of trustees and some will have a mix of members. All committee meetings are public unless the matter under discussion is covered under [s. 207(2)] as outlined previously under In-Camera/Closed/Private Meetings.

Most boards have a structure for their committees that contributes to efficient and effective board meetings and effective decision-making. Committees can gather information, involve members of the community, and hear delegations from the public without using limited board time.

Committee meetings generally follow the same parliamentary procedure adopted by the board, and follow the terms of reference set by the board. Committees should record the minutes of their meetings, and/or make a report to the board following every meeting. Committees may include recommendations for consideration by the board; however, the board,

as a whole, makes the final decision.

Serving on committees has several advantages for board members. Committee work allows new trustees to become familiar with the conduct of board business at a less formal level and to learn more about a specific topic. Trustees also have opportunities in committees to provide input in areas in which they have special interest or expertise.

### Types of Committees

Standing or permanent committees generally deal with ongoing or recurring matters, such as those specified in the legislation, and are an integral part of the board structure. Only trustees are members of standing or permanent committees. A staff person is usually assigned as a resource person to provide expertise, fulfil administrative requirements, and provide necessary information.

Advisory committees are established on either a short or long-term basis to provide input into policy development or other areas where the board would benefit from the experience and expertise of other participants. Non-trustee members might include teachers, students, parents, and members of the community or local business-

people. Many boards now establish advisory committees as part of their commitment to public consultation.

Statutory Committees are required in accordance with the relevant regulation. Trustee representation on these advisory committees is required. The four statutory committees are:

- Special Education Advisory Committee (Ontario Regulation 464/97)
- Audit Committee (Ontario Regulation 361/10)
- School Councils and Parent Involvement Committee (Ontario Regulation 612/00)
- Supervised Alternative Learning Committee (Ontario Regulation 374/10)

Select, special or ad hoc committees, such as task forces or work groups, investigate a specific issue and report to the board within a stated time frame. These committees are generally created by a board resolution and are comprised and led by trustees.

External committees are those requested by bodies external to the board who may ask for trustee representation. Such committees may be called by a trustee association,

a municipality, a research body, or other organization external to the school board.

### Committee of the Whole Board

With a majority vote, the board can decide to go into committee of the whole board, generally called "committee of the whole." This allows matters to be discussed in a less formal setting. Some boards will hold committee of the whole meetings to deal with matters that fall outside the purview of other committees or to hear from representatives of other levels of government.

Any discussion at the committee of the whole is then brought as a recommendation to the board for approval at a public meeting.