



# Procedural By-Laws

## **Table of Contents**

1.0	<b>General Definitions</b>
2.0	<b>Interpretation</b>
3.0	<b>The Inaugural Meeting of the Board</b>
4.0	<b>Duties of Officers and Officials</b>
5.0	<b>Duties of Trustees</b>
6.0	<b>Code of Ethics and Conduct</b>
7.0	<b>Committees of the Board</b>
8.0	<b>Meetings of the Board</b>
9.0	<b>Motions</b>
10.0	<b>Voting Procedures</b>
11.0	<b>Finance</b>
12.0	<b>Public Relations</b>
13.0	<b>Complaints</b>
14.0	<b>Suspension and Amendments of Articles in the Procedural By-laws</b>

## **Wellington Catholic District School Board**

### **Procedural By-Laws**

#### **Introduction**

The following procedural by-laws of the Wellington Catholic District School Board shall be observed for the order and dispatch of business at the meetings of the Board, and shall regulate the duties and powers of its committees, officers and employees, subject to applicable acts and regulations of the Province of Ontario.

## 1.0 General Definitions

- 1.1 In this By-law:
- 1.1.1 “Act” and “Education Act” means the current edition of the Education Act (Ontario) as amended from time to time.
  - 1.1.2 “Board” means The Wellington Catholic District School Board.
  - 1.1.3 “By-law” and “Procedural By-laws” mean these by-laws of the Board.
  - 1.1.4 “Chair” means the Chair of the Board or the Chair of a meeting (as the context requires).
  - 1.1.5 “Chair of the Board” means the Trustee elected by the Board in accordance with this By-law to chair the Board meetings and to act as a spokesperson for the Board.
  - 1.1.6 “Committee” includes all standing, ad hoc, legislative, or special committees duly constituted by the Board in accordance with this By-law.
  - 1.1.7 “Committee Chair” means the Chair of a Committee of the Board.
  - 1.1.8 The “Declaration of Office” will be taken and sworn as per Section 209(1) of the Education Act.
  - 1.1.9 “Director” means the Director of Education and Secretary of the Board.
  - 1.1.10 “Ex-officio Member” of a Committee is one who is permitted but not required to act as a member of a Committee, is allowed to vote but is not counted in determining quorum.
  - 1.1.11 “Inaugural Meeting” means the meeting of the Board held each year at which the Chair and other officers of the Board are determined for the next twelve months.
  - 1.1.12 “Member” means a member of the Board or a member of a Committee (as the context requires).
  - 1.1.13 “Presiding Officer” has the meaning set out in Section 3.3.
  - 1.1.14 “Quorum” means a majority of the Trustees or a majority of the members of a Committee as the case may be.
  - 1.1.15 “Regular Meeting” means a regular meeting of the Board.
  - 1.1.16 “Special Meeting” means a meeting of the Board that is not a Regular Meeting.
  - 1.1.17 “Student Trustee” means a student elected/selected by his/her secondary school to sit as a non-voting student trustee on the Board.
  - 1.1.18 “Trustee” means an individual elected, acclaimed or appointed to the office of trustee pursuant to the provisions of the Education Act or the Municipal Elections Act.

1.1.19 "Vice-Chair" means Vice-Chair of the Board or of a Committee (as the context requires).

1.1.20 "Vote" means a Trustee indicating preference in favour of, in opposition to, or abstaining from a question.

## **2.0 Interpretation**

2.1 The rules and regulations contained in this By-law shall be observed in all proceedings by the Board and shall be the rules and regulations for the order and dispatch of the business of the Board and its Committees except where any statute or legislative regulation otherwise provides.

2.2 In any instance or instances not provided in statute or in this By-law, Robert's Rules of Order shall govern insofar as they are applicable. The edition of Robert's Rules to be used may be changed from time to time by a resolution of the Board; failing such resolution, the most recent edition shall be used.

2.3 All words in this By-law in the singular and masculine shall, when the context so requires, include the plural and feminine.

## **3.0 The Inaugural Meeting of the Board**

### **3.1 Time of Meeting**

Subject to any statutory requirement, the Board shall, at or before the last regular meeting in November in each calendar year, fix a day and time for an Inaugural Meeting of the Board for the following year which shall be the first Monday of December at 7:00 p.m. or at such time as otherwise decided by the Board but shall be not later than seven days after the day in which the term of office of the Board commences. Should any such Monday be a statutory or civic holiday, the Board will meet on the Tuesday following the Monday at the same hour unless otherwise decided by the Board.

### **3.2 Declaration of Office**

The Director or another appointed officer of the Board shall call the Board to order and shall read the return of the Returning Officer certifying to the election of new members of the Board and the resolutions and certificates of appointment of the newly-appointed members each of whom shall receive the Declaration of Office.

### **3.3 Presiding Officer at Inaugural Meeting**

The presiding officer at the Inaugural Meeting (the "Presiding Officer") shall be:

- a) the Director until the first of the persons, below who is present is elected;
- b) the Chair of the Board upon election to office, if present;
- c) in the absence of the Chair, the Vice Chair, upon election, if present;
- d) in the absence of the Chair and the Vice Chair, the Trustees may elect a the Trustee present to act as chair of the meeting.

3.4 Election of Chair of the Board

The Director or another officer appointed by the Board shall take charge of the Elections which shall be conducted in accordance with the provisions of Section 3.8.

3.5 Election of Vice-Chair

After being elected, the Chair shall conduct the election of a Vice-Chair which shall be conducted in accordance with the provisions of Section 3.

3.6 Chair Address

The Chair shall make his/her initial address at the first Board meeting in January.

3.7 Election

The election of Trustees and others to positions required to be filled by the Board shall be conducted as follows:

Only Trustees shall be considered as candidates for nominations for the positions of Chair and Vice-Chair.

The Director shall appoint two scrutineers who are not members of the Board to distribute, collect and count the ballots for elections to office. One of the two persons appointed shall be named Chief Scrutineer by the Director and shall be responsible for reporting the winner of each election to the Presiding Officer, and subsequently shall destroy the ballots following the Board motion to do so.

The Presiding Officer shall call for nominations, which will not require a seconder. After receiving all nominations, the Presiding Officer shall call for nominations once more; thereafter, the Presiding Officer shall close nominations.

If there are two or more nominations, the Presiding Officer then will ask the candidates, in the same order as they were nominated, if they wish to let their name stand.

If there is only one nomination, the person so nominated shall be declared in the position.

The Presiding Officer then will ask the candidates wishing to let their names stand, in the same order as they were nominated, if they want to say a few words. Each candidate shall have a maximum of 3 minutes to address the Board. Trustees may ask questions of each candidate; the questions [shall] be limited to an additional [five] minutes.

Each election shall be by secret ballot. The Trustee receiving a clear majority of votes shall be declared elected, but the count itself shall not be declared. In the event that no candidate receives a majority of votes cast, the name of the person receiving the fewest votes shall drop out and elections will continue until the office in question is elected. In case of an equality of votes, at the election of two or more candidates, the Presiding Officer shall provide for the drawing of lots.

Each officer shall serve for a period of one year and shall be eligible for re-election.

3.8 Seating of Trustees

The seating at the Board Meetings shall be assigned at the discretion of the Chair.

## 4.0 Duties of Officers and Officials

### 4.1 Duties of the Chair

The Chair shall:

preside over meetings of the Board;

- a) conduct the meetings in accordance with the Board's procedures and practices for the conduct of Board meetings;
- b) establish agendas for Board meetings, in consultation with the Director or the supervisory officer acting as the Director;
- c) ensure that members of the Board have the information needed for informed discussion of the agenda items;
- d) act as spokesperson to the public on behalf of the Board, unless otherwise determined by the Board;
- e) convey the decisions of the Board to the Director or the supervisory officer acting as the Director;
- f) provide leadership to the Board in maintaining the Board's focus on the multi-year plan established under the *Education Act*;
- g) provide leadership to the Board in maintaining the Board's focus on the Board's mission and vision; and
- h) assume such other responsibilities as may be specified by the Board from time to time, including the following:
  - i) have signing authority for all documents; enforce the rules of order when necessary;
  - ii) lead the course of discussion to arrive at a decision but shall not participate in debate without leaving the chair;
  - iii) attempt to foster an atmosphere of respect, courtesy and openness, in which the Board may effectively operate;
  - iv) encourage an interest in the whole school system;
  - v) aid in establishing good relations with public and the news media;
  - vi) confine him/herself to statements of Board policy and interpretation thereof, and avoid presenting personal opinion; and
  - vii) accept responsibility, on behalf of the Board, for any and all Board decisions.

### 4.2 Duties of the Vice Chair

- a) preside at all in-camera meetings of the Board;
- b) preside at any Board Meeting in the absence of the Chair or, when the Chair desires to leave the chair in order to debate a question;
- c) perform all duties and carry out all responsibilities of the Chair of the Board with full authority during the Chair's absence.

#### 4.3 Duties of the Secretary

In addition to the duties, rights and responsibilities set out in the Education Act and under the Board's terms of reference, as Secretary of the Board, the Director shall:

- a) keep a full and correct record of the proceedings of every meeting of the Board in the Minute Book provided for that purpose by the Board and ensure that the minutes, when confirmed, are signed;
- b) have signing authority for all documents;
- c) in the absence of explicit direction from the Board, carry out all administrative functions on behalf of the Board;
- d) have signing authority for all cheques in accordance with established procedures.

#### 4.4 Duties of the Treasurer

In addition to the duties, rights and responsibilities set out in the Education Act: the Treasurer shall:

- a) receive and account for all school board monies;
- b) open an account or accounts in the name of the Board in such of chartered banks of Canada or in such other place of deposit, as may be approved by the Board;
- c) deposit all money received on account of the Board and no other monies, to the credit of such account or accounts;
- d) disburse all monies as directed by the Board;
- e) produce, when required by the Board or by auditors or by other competent authority, a financial report, audited statements and any other papers as required, and report on all monies belonging to the Board;
- f) have signing authority for all cheques in accordance with established procedures;
- g) shall be responsible for affixing the seal of the Board to such instruments as required;

### **5.0 Duties of Trustees**

Each Trustee shall

- a) carry out his or her responsibilities in a manner that assists the Board in fulfilling its duties under the Act, the regulations and the guidelines issued under the Act;
- b) attend and participate in meetings of the Board, including meetings of Board committees of which he or she is a member;
- c) consult with parents, students and supporters of the Board on the Board's multi-year plan established under the *Education Act*;
- d) bring concerns of parents, students and supporters of the Board to the attention of the Board;

- e) uphold the implementation of any Board resolution after it is passed by the Board;
- f) entrust the day to day management of the Board to its staff through the Director;
- g) maintain focus on student achievement and well-being; and
- h) comply with the Board's code of conduct.

## **6.0 Code of Ethics and Conduct**

The Board shall adopt and comply with the code of Ethics and Conduct Policy P.BGO.D.3. (See Appendix A)

## **7.0 Committees of the Board**

### **7.1 General**

The Board shall establish Standing Committees composed of members of the Board to make recommendations to the Board. For each committee established, the Director shall assign a staff member to assist the Committee in the execution of its business.

7.2 In addition to Standing Committees, the Board may establish the following types of committees: Ad Hoc Committees, Negotiating Committees, Committee of the Whole Board, Special Purpose Committees, and the Director's Performance Appraisal Committee.

7.3 The Board shall establish those committees required by law.

### **7.4 Establishment of Legislated Committees**

The Board shall establish a Special Education Advisory Committee (SEAC) an Audit Committee and any other legislated committees as promulgated by statute. The composition of said committees will comply with the legislation.

### **7.5 Establishment of Ad Hoc Committees**

The Board may establish Ad Hoc Committees to deal with specific matters. The resolution establishing such a committee shall clearly specify the purpose and terms of reference of the Ad Hoc Committee. At the time when the Ad Hoc Committee completes its work and has reported to the Board, the Ad Hoc Committee will be deemed to be dissolved.

7.5.1 No matter, which has been referred to an Ad Hoc Committee, shall be considered by the Board until the Board has received the Committee's report. This provision may be suspended with the support of two thirds of the quorum of Board members.

7.5.2 Ad Hoc Committees shall be comprised of a minimum of three Trustees and the Chair ex-officio.

### **7.6 Standing Committees**

The Standing Committees of the Board shall be the Policy and Program Committee, the Corporate Services Committee and the Audit Committee.

7.6.1 Composition of the Policy and Program Committee

All trustees shall be members of the Policy and Program Committee.

7.6.2 Function of the Policy and Program Committee

To advise the Board on referred matters and policies dealing with all matters pertinent to the general operation of the Board. Included in the areas of responsibility are: policy initiation, policy review, policy development, reviewing new legislation, proposing amendments to the By-laws, and to function as a conflict resolution committee to deal with particularly contentious issues and to act as an Emergency Powers Committee in case of emergency. The Committee will also receive Program reports and make recommendations to the Board in Program matters.

7.6.3 Corporate Services Committee Composition

All trustees shall be members of the Corporate Services Committee.

7.6.4 Function of the Corporate Services Committee

The function of the Corporate Services Committee Corporate Services Committee will be to advise the Board on matters and policies related to the Corporate functions of the Board. Included in the areas are such functions as transportation, communication, assessment, planning, plant & operations, information and educational technology, custodial services and procurement. Also included are major expenditures for construction, repairs, renovations, property acquisition and utilization, inventory control, energy conservation, construction of new schools, and adjusting school boundaries. This committee will also make recommendations to the Board on all emerging planning, design and building matters and site and school designs.

7.6.5 The Audit Committee Composition

If the Board has fewer than 8 trustees, the audit committee shall consist of two trustees and 2 persons who are not trustees.

7.6.6 Appointment of Members

Trustee members shall be appointed following a district schools board's by-laws on the selection process for appointing members to participate in sub-committees. Without a specific by-law, the Chair of the Board will appoint trustees;

7.6.7 Eligibility of Non-Trustee Persons For Appointment to Audit Committees

- i. The person has accounting, financial management or legal experience that would enable him or her to understand accounting and auditing standards applicable to the public sector.
- ii. The person shall be selected by the Director of Education through an application process
- iii. The person is not an employee or officer of the board or any other district school board or school authority or is employed by the auditor on record

for the school board. The person must not have a conflict of interest that precludes the person from being a member of the audit committee.

7.6.8 Function of the Audit Committee

The audit committee has oversight duties in the areas of: financial reporting, internal controls, internal auditing, external auditing, compliance matters and risk management

7.7 Committee of the Whole Board

7.7.1 By formal motion and by majority vote, the Board may resolve itself into a Committee of the Whole (In-Camera), where the subject under consideration involves:

- i) the security of the property of the Board;
- ii) the disclosure of intimate, personal or financial information in respect of a member of the Board or committee, an employee or prospective employee of the Board or a pupil or his or her parent or guardian;
- iii) the acquisition or disposal of school site;
- iv) decisions in respect of negotiations with employees of the Board; or
- v) litigation affecting the Board.

7.7.2 The Board shall sit as a Committee of the Whole, not necessarily as an In-Camera session, to review and establish the annual budget. The Board may also sit as a Committee of the Whole for workshops and planning sessions. All motions approved by the Committee of the Whole must be passed in open session at the next regularly scheduled Board meeting.

7.8 Chair, Ex-Officio Member of All Committees Except Audit Committee

The Chair of the Board may be an ex-officio member of all committees except the Audit Committee. The Chair may vote, but shall not count in forming a quorum. Subject to the final approval of the Board, appointments to other municipal bodies shall be at the discretion of the Chair.

7.9 Vice-Chair's Rights

The Vice-Chair, when delegated by or in the absence of the Chair, shall have all powers of the Chair.

**8.0 Meetings of the Board**

8.1 Meeting Schedules

The Board shall meet on the first Monday of each month from September to June. Should such a day fall on a Statutory, Civic or Religious Holiday, the Board shall meet on the first Tuesday at the same time, unless otherwise decided by the Board. Board meetings will commence at 7:00 p.m. The in-camera meeting will begin at 6:30 p.m.

8.2 If the Board members present do not constitute a Quorum within thirty minutes after the time appointed for the meeting, the Chief Executive Officer of the Board shall record the names of the members then present, and the Board shall stand adjourned until the next Regular Meeting, unless a Special Meeting is called, as hereinafter noted.

8.3 Trustees shall reserve each Monday night, or any other time determined by the Board, for all regular meetings and committee meetings of the Board.

8.4 Notice of Meeting

8.4.1 Written notices of all meetings of the Board and Committees shall be transmitted along with the Agenda of the Meeting, and all correspondence to the address of each Trustee, at least forty-eight hours before the time of meeting. The time for the notice period may be set aside by the Chair and/or the Director. A Trustee who cannot attend a Board or Committee meeting shall inform the Director or the Chair on or before noon of the day of the meeting.

8.4.2 If a Trustee absents himself without being authorized by resolution entered in the minutes from three consecutive regular meetings of the Board he thereby vacates his seat and the provisions of the Act with respect to the filling of vacancies apply.

8.4.3 Student Trustees may be excluded from in-camera sessions at the discretion of the Chair or the Vice-Chair of the Board or by a motion of the Board.

8.5 Delegations and Submission

The Board shall follow the Policy and Regulations for Delegations to Board, BGO.B.1. (See Appendix B.)

Delegation Guidelines

8.5.1 The public input process is not intended to, nor is it appropriate, in addressing property, legal or negotiation matters, or where personal privacy may be compromised. The Director and/or designate, and/or Chair of the Board will review all requests to determine the suitability of materials for distribution or presentation, in order to ensure compliance with the privacy protection requirements of the *Municipal Freedom of Information and Protection of Privacy Act*.

8.5.2 Written submissions may also be included in the agenda without an accompanying delegation.

Delegations are encouraged to be heard by Standing Committees first but may present directly to the Board with the knowledge that they may be referred to a Standing Committee. Normally, Standing Committees would debate the issue and make recommendations to the Board.

The order of the published agenda may be changed to accommodate delegations, by the request of a Trustee and with the consent of the majority of Trustees present.

8.5.3 Educational Presentations - To be made by teachers, students and others in consultation with or at the request of the Director shall be heard at Section B: Delegations/Submissions/Educational Presentations at the Board meeting.

8.6 Special Meeting

Special Meetings of the Board shall be held on the call of the Chair or on the written request of two Trustees. The written request of every special meeting of the Board shall state all business to be transacted or considered. No other business shall be considered unless all the Trustees are present and agree unanimously.

## 8.7 Electronic Meetings

In times that do not allow for trustees to be present for a Meeting of the Board, the option of organizing a meeting to be conducted by electronic means is possible. The Chair of the Board and the Director must be present in the same venue to conduct the meeting.

## 8.8 Private Meetings

A meeting of a committee of the Board including a Committee of the Whole Board may be closed to the public when the subject matter under consideration involves:

- The security of the property of the Board;
- The disclosure of intimate personal or financial information in respect of an employee or prospective; employee or a pupil of his or her parent or guardian;
- The acquisition or disposal of a school site or Board property
- The decisions with respect to negotiations with employees of the Board;
- Litigation affecting the Board

The following matters shall not be raised at open meetings of the Board and in open Committee meetings, but shall be considered Committee of the Whole (In Camera):

- i. The liability of the Board which in the opinion of the Chair of the Board, the Director and the Superintendent of Corporate Services may involve legal implication, personnel matters such as efficiency, discipline, termination or other retirement of employees, medical reports or examination, staff changes.
- ii. Reports by the Director, or a Superintendent or Superintendent of Corporate Services with respect to the evaluation of teaching staff and any report having reference to the general educational program which in the opinion of the Chair of the Board and the Director might be prejudicial to the operation of the school, lease, sale or purchase of property, negotiations of salary and wage schedules of employees, suspension, expulsion of pupils or students and re-admission of same confidential record of which shall be kept in the office of the Director.

8.9 Visitors and media personnel shall not be present at Committee of the Whole Meetings unless authorized by Board motion.

## 8.10 Closing Hour of Sessions

The Board shall not remain in session later than 10:30 p.m. unless otherwise determined by a simple majority of the votes cast.

## 8.11 Order of Business

8.11.1 The Secretary shall have prepared the minutes from the previous Board meeting and any subsequent Special Meetings held more than 72 hours before the next Regular Meeting; they shall be delivered to the Trustees no later than 48 hours before the next Regular Meeting.

### 8.11.2 Nature of the Board Business

The Board shall engage in any business that properly comes before the Board as defined in the Education Act. There are generally three broad categories of business that may be brought before the Board at every regular meeting of the Board:

8.11.3 Program Matters:

These matters involve program and service implementation and evaluation. Included in these areas of responsibility are new programs and services, redeployment of mature programs and services, communication, professional development, conferences conventions, and the school year calendar.

8.11.4 Matters with Respect to Human Resources:

These matters involve personnel practices. Included in this area of responsibility are contract management, personnel procedures, freedom of information and the rights to privacy, personnel acquisition, staff morale, staff development, equity studies and personnel promotion, demotion, and redeployment.

8.11.5 Matters with Respect to Corporate Services:

These matters deal with the business operations of the system and all matters involved with the day-to-day financial aspects of the Board. Included in this area of responsibility are such day-to-day functions as transportation, communication, assessment, planning, plant and operations, custodial services information and educational technology and procurement. Also included in these areas of responsibility are major expenditures for construction, repairs, renovations, property acquisition and utilization, inventory control, energy conservation, construction of new schools, and adjusting school boundaries.

8.11.6 Order of Business

- A. Call to Order
  - 1. Prayer
  - 2. Recording of Attendance
  - 3. Announcement of Additional Items
  - 4. Adoption of Agenda
  - 5. Declaration of Conflict of Interest
  - 6. Confirmation of Minutes
- B. Delegations/Submissions/Educational Presentations
- C. Administrative Council Reports (including Student Trustee Reports)
- D. Unfinished Business and Business Arising from the Minutes
  - 1. Action Items from In-Camera Meetings
  - 2. Committee Reports
- E. New Business
  - 1. New Business
  - 2. Notices of Motion
- F. Information and Correspondence
  - 1. WCDSB
  - 2. Ministry of Education

3. OCSTA
4. Other Boards
5. Other General

- G. Question Period
- H. Trustee Appreciation
- I. Future Business
- J. Adjournment

#### 8.11.7 Minutes

The minutes of a Board or Committee meeting shall contain the following:

- the kind of meeting (regular, committee, special etc.)
- date and place of the meeting
- names of Trustees and Staff members present, the names of absent members, and the time of arrival and / or departure of members not present for the entire meeting
- the minutes of the previous meeting(s) and where approved, an inclusion of any changes therein
- all motions and points of order and appeals, and the disposition thereof
- time of adjournment
- the time, date and place of the next meeting

8.11.8 There may be recess period(s) of ten minutes at the call of the Chair. No variations in the foregoing Agenda shall be permitted, with the exception of order, unless otherwise determined by a vote of the majority of Trustees present, the vote to be taken without debate. A Board Meeting except only as hereinafter provided shall be open to the public and no person shall be excluded therefrom except for improper conduct.

#### 8.12 Rules of Order for Meetings

8.12.1 Once a quorum is established and a meeting is called, a quorum is considered to be in effect for the duration of the meeting.

8.12.2 In the absence of the Chair and Vice-Chair for any cause, the Board may, from the members present thereof, appoint a presiding officer who, during such absence, shall have the powers of the Chair of the Board.

8.12.3 The Chair or person presiding may vote on all questions.

8.12.4 The yeas and nays shall not be recorded upon any question unless requested by at least one member, and such request shall be made before the Chair calls upon the members to vote upon same. This oral declaration to a vote will be completed in alphabetical order.

8.12.5 Should the Chair elect to vacate the chair to take part in any debate or discussion or for any other reason, he shall call upon the Vice -Chair or in his absence one of the other members, to fill his place until he resumes it.

## 9.0 Motions

- 9.1 The purpose of a motion is to place before any meeting of the Board or a Committee a defined subject for orderly consideration and the collective decision of the Board.
- 9.2 Except where otherwise specified, a motion must be moved by one member and seconded by another. It then may be adopted, amended, defeated or withdrawn.
- 9.3 After a motion or resolution has been duly moved, seconded and read from the Chair, it shall be deemed to be in the possession of the meeting, shall be open to debate and shall be disposed of by vote, but it may be withdrawn at any time before the vote is taken only on consent of the mover and provided no one objects.
- 9.4 After the Chair has put any question to a vote, there shall be no further debate.
- 9.5 Any Trustee may require the question or motion under discussion to be read for information at any period of the debate, but not so as to interrupt a member speaking.
- 9.6 Any motion approved at committee level must be approved by the Board before implementation.
- 9.7 Any Trustee can introduce a notice of motion. Written notice shall be given to all motions for introducing new matters, other than matters of privilege or petitions, at a meeting previous to that at which it comes up for discussion unless such notice be dispensed with by a simple majority of the Trustees present.
- 9.8 Any question, when decided by the Board, shall not be re-introduced in the same calendar year, except by a simple majority of the members present.
- 9.9 When any resolution is under consideration, no motion shall be received, unless to adjourn the previous question, to lay on the table, to postpone, to refer, or to amend, which shall have precedence in the order named, the first and second of which shall be without debate.
- 9.10 A motion to adjourn shall always be in order.
- 9.11 All amendments shall be put in the reverse order in which they are moved, and shall be decided upon or withdrawn before the main question is put to a vote.
- 9.12 When the question under consideration contains distinct propositions the vote upon each proposition shall be taken separately upon the question of any member.
- 9.13 No Trustee shall speak to the question after it is finally put by the Chair, nor shall any other motion be made until after the result is declared; and the decision of the Chair, as to whether the question has been finally put shall be conclusive.
- 9.14 Whenever the Chair is of the opinion that a motion offered to the Board is contrary to the rules and privileges thereof, he shall inform the trustees thereof immediately, before putting the question therein and quote the rule applicable to the case without argument or comment.
- 9.15 Whenever a Trustee appeals the decision of the Chair, the Trustee may do so if there is a Trustee who seconds the appeal. The decision of the Chair is debatable. The vote is then called as to whether or not the Chair's decision is sustained.

9.16 Every Trustee who shall introduce a petition, or motion upon any subject, which may be referred to a Committee, shall have the option of being named by the Board. Any Trustee of the Board may be placed upon a Committee notwithstanding the absence of such trustee at the time of his being placed on such committee.

9.17 Conflict of Interest and Committee of the Whole Sessions

9.17.1 Trustees shall act in accordance with the requirements of the Municipal Conflict of Interest Act.

9.17.2 In the Committee of the Whole sessions when the particular salary of a senior administrator is discussed, such discussion shall be at the discretion of the Chair conducted without the presence of the administrator, save and except for the Director.

**10.0 Voting Procedures**

10.1 Only the appointed Trustees present at Committee meetings when a question is put, are entitled to vote therein, unless they personally have a conflict of interest, in which case they are not obliged to vote.

10.2 Unless otherwise stated in this By-Law, the procedure for taking a vote shall be by show of hands, and each Trustee present and voting shall indicate his/her vote upon the question by raising his/her hand at the appropriate time in response to the Chair's call for votes in favour of, in opposition to, or abstaining from the question, and the Chair shall announce the results thereof. An abstention from exercising a vote will be considered to be a negative vote.

10.3 A vote by secret ballot may be ordered by a motion to that effect where such is not already required by the By-laws.

10.4 No Trustee's vote shall be recorded upon any motion unless requested by a Trustee before the Chair calls upon the Trustees to vote upon the question. Provided a request is made in the manner hereinbefore mentioned, the names of those who vote in favour of the question, those who vote in opposition and those who abstain, shall be entered upon the minutes. Any Trustee may request that his/her individual vote be recorded by name either before or after the Chair calls the question.

10.5 On every question, the Chair of a meeting who is at the same time a Trustee in full standing may vote on any question, and any question on which there is equality of votes shall be deemed to be lost.

10.6 Where a simple majority vote is required for the passage of a motion, such shall mean any number greater than one-half of the votes cast.

**11.0 Finance**

11.1 All cheques will be electronically signed by two signing officers, Chair and the Superintendent of Corporate Services.

11.2 No expenditures shall be made without the approval of the responsible administrative official. The proper employees shall certify all accounts. The final payment of a construction project shall be made only after inspection of the project by the appropriate administrative officials.

- 11.3 Each account shall be properly supported with the appropriate supporting documentation by the use of purchasing card statements, employee reimbursement claims, cheque requisitions, petty cash vouchers, etc., where a supplier's invoice is not properly received through the purchase order process.
- 11.4 Each account shall be approved by the Superintendent of Corporate Services-Treasurer.
- 11.5 Budget statements shall be submitted by Corporate Services Superintendent at any regular meeting of the Board or at a Special Meeting of the Board called for the purpose of deliberating on the budget for information review and approval. The Board shall provide for the bonding for all authorized personnel related to the business function of the Board.
- 11.6 The Board may authorize that two of the following: Chair, Vice-Chair, Director of Education-Secretary, Superintendent of Corporate Services-Treasurer, to borrow from time to time from the chartered bank or Trust Company that is registered under The Loan and Trust Corporation Act (designated as the Board's Bank by resolution) in accordance with the provisions of the Education Act.
- 11.7 The Board may authorize that two of the following: Chair, Vice-Chair, Director of Education-Secretary, Superintendent of Corporate Services-Treasurer, may invest money surplus to the immediate requirements of the Board, subject to the terms of the Education Act, and shall advise the Board of this action.
- 11.8 Signing Officers of the Board
  - 11.8.1 Regular Business The signing officers of the Board shall consist of the Chair, the Director of Education-Secretary and the Superintendent of Corporate Services-Treasurer.
  - 11.8.2 Contracts and Legal Document Unless otherwise required, deeds, transfers, contracts and other legal documents for and on behalf of the Board shall be signed and have the official seal of the Board affixed by two of the following: the Director of Education-Secretary, the Superintendent of Corporate Services-Treasurer, and the Chair of the Board.

## **12.0 Public Relations**

### **12.1 Press Releases**

- 12.1.1 All formal news releases, on behalf of the Board shall be made jointly by the Chair of the Board or designate and the Director. Trustees shall exercise utmost propriety when discussing sensitive matters with the Press.
- 12.1.2 The news media shall receive, in advance, a full complement of meeting agendas, reports and correspondence, with the exception of material for Committee of the Whole sessions.

## **13.0 Complaints**

- 13.1 If a Trustee receives a parental complaint, the Trustee shall refer the parent first to the teacher and to the principal concerned, where applicable, then, if necessary to the appropriate Superintendent and finally to the Director if a satisfactory solution has not been achieved.

- 13.2 The parent shall be given the assurance that they will be contacted further but not necessarily by the Trustee.
- 13.3 The matter shall be brought to the attention of a Superintendent privately with a request for some feedback.
- 13.4 When a complaint or grievance is presented by an employee, Trustees shall direct that employee to take the matter to his immediate superior and through the appropriate channels as established by the Board's Organizational Chart or the employee's collective agreement or per the Complaint Policy of the Board.
- 13.5 A Superintendent or Director in receiving a complaint or grievance from a Trustee shall deal with the matter, inform the trustee concerned of any action taken and report to the Board if such is deemed necessary by either party.
- 13.6 For matters not initiated by a ratepayer or employee but felt by a trustee to warrant an inquiry or investigation, the trustee shall discuss the matter thoroughly with the proper administrative official before the issue is placed before the Board.
- 13.7 Individual Board members or groups of members shall not undertake any action, investigation or negotiation that may be construed as acting on behalf of the Board, except by explicit direction of the Board.

#### **14.0 Suspension and Amendment of Articles in the Procedural By-laws**

- 14.1 The Procedural By-Laws of the Wellington Catholic District School Board shall be reviewed bi-annually or more frequently as determined by the Board.
- 14.2 The provisions of the Procedural By-Laws may not be suspended, except for debate on an emergency issue. The provision to suspend the rules for an emergency debate requires the support of the majority of the Trustees present. Temporary suspension of any By-law shall be active for a specified period not to exceed two (2) months in any one calendar year.
- 14.3 No repeal, amendment, alteration or addition to this By-law shall be made unless at least one month's prior written notice, setting forth the proposed amendment, alteration or addition, shall have been given at a Board meeting previous to that in which the same comes up for consideration, and unless a majority of the Board present vote in favour of such amendment, alteration or addition.