



## Policy 5: Board By-Laws

### **Purpose:**

These by-laws have been prepared and adopted by the Board in accordance with the *Education Act* and the regulations made pursuant to it. The purpose of these by-laws is to establish procedures that must be followed by the Board in conducting the business of the District.

### **Selection of Chairperson and Vice-Chairperson**

1. The selection of the Chairperson and Vice-Chairperson shall take place at the annual organizational meeting of the Board that will be held immediately prior to the regularly scheduled meeting in November.
2. The Superintendent shall advise each Trustee of the date, time and place of the organizational meeting.
3. Should the organizational meeting follow the District Education Authority election, the Superintendent shall immediately, after calling the meeting to order:
  - 3.1. Proceed to read the returns of election to the Board as certified by the returning officer;
  - 3.2. Certify that all Members meet the eligibility criteria to take office and have signed the oath of office and have received a copy of the Declaration of Elected Office; and
  - 3.3. Proceed to have the Trustees elect a Chairperson and Vice-Chairperson to serve at the pleasure of the Board. Either can be relieved by a two-thirds majority vote of Trustees.
4. Should the organizational meeting not follow the District Education Authority election, the Superintendent shall call the organizational meeting to order and proceed to have the Trustees elect a Chairperson and Vice-Chairperson to serve at the pleasure of the Board.
5. The Organizational Meeting shall have an agenda established as follows:
  1. Call to Order
  2. Land Acknowledgement
  3. Superintendent's Opening Remarks
  4. Declaration of Conflicts of Interest
  5. Review and Approval of the Chairperson and Vice Chairperson Election Process
  6. Election of Chairperson
  7. Election of Vice Chairperson
  8. Other Organizational Items (as required)
  9. Adjournment
6. The Superintendent shall appoint two scrutineers, who are not Trustees, for the election of both the Chairperson and Vice-Chairperson.
7. The Superintendent shall call for nominations for the office of Chairperson.



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8. Any Trustee may nominate themselves or any other Trustee for the office of Chairperson (or Vice Chairperson) and a seconder is not required. Any Trustee may participate in the election of the Chairperson (or Vice Chairperson) in person, electronically, or in writing.
9. A Trustee does not have to be present to be nominated for the office of Chairperson or Vice-Chairperson, providing that they have indicated in writing to the Superintendent their willingness to accept nomination.
10. Nominations shall remain open for one minute following the last nomination.
11. The Superintendent shall then declare nominations closed and ask each nominee in reverse order if they accept nomination.
12. A vote by secret ballot shall be conducted in the election of the Chairperson and the Vice-Chairperson.
13. The scrutineers shall collect, count the ballots, and provide written results to the Superintendent.
14. The Trustee receiving a clear majority, greater than 50% of all the votes cast shall be declared elected.
15. Should no Trustee receive a clear majority of the votes cast, the Superintendent shall announce the name of the Trustee receiving the least number of votes whose name shall then be dropped from the ballot. In the event there is a tie for the least number of votes, the Trustees shall vote again. In the event that a tie remains for the bottom position, the Trustees will vote in order to determine which Trustee will remain on the ballot.
16. Balloting shall continue until one Trustee receives a clear majority of votes.
17. The Trustee receiving a clear majority of votes shall be declared as Chairperson and shall immediately take over the chair.
18. The Chairperson shall then proceed to have the Trustees elect the Vice-Chairperson following the same procedure that was used to elect the Chairperson.
19. The Chairperson shall call for a motion to destroy all cast ballots following the completion of the elections.
20. If the position of Chairperson or Vice-Chairperson becomes vacant, the Trustees shall elect a replacement using the same voting procedures as outlined above.
21. Other Organizational Items may be determined at the Organizational meeting as required such as: conflict of interest and disclosure forms, a schedule for regular board or other predetermined meetings, standing committee appointments, Trustee Parent Advisory Council appointments, etc.

### Rules of Order



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1. The Chairperson shall preside at all Board meetings.
2. In the absence of the Chairperson, the Vice-Chairperson shall preside. In the absence of both the Chairperson and Vice-Chairperson, the Trustees present shall select a Trustee to serve as chairperson for the meeting, or until such time as either the Chairperson or Vice-Chairperson arrive.
3. If there is no quorum present at the expiration of one-half hour from the announced start time of the meeting, the Board shall stand adjourned, and the Director of Corporate Services shall enter into the record the names of the Trustees present.
4. Motions shall normally be put in writing and seconded before the Chairperson calls for debate and a vote.
5. Before speaking, every Trustee shall address the Chairperson and, when recognized, speak to the question under debate avoiding all discourteous language and reference to personalities.
6. When two or more members speak at once, the Chairperson shall name the Trustee that is to speak first.
7. No Trustee while speaking shall be interrupted by another, except upon a point of order, or for the purpose of explanation. The Trustee who interrupts shall confine all remarks to the point of order or explanation.
8. If any Trustee violates these rules of order, the Chairperson shall, and any Member can, call them to order. In such a case the Trustee shall immediately be silent, but afterwards be permitted to explain; and the chairperson, if appealed to, shall decide the case, without debate.
9. No Trustee shall speak to any issue more than twice, or for more than three minutes each time speaking without prior permission of the Chairperson. Trustees shall be permitted to clarify something or to reply to a specific question not previously answered. The Chairperson shall not permit any repetitive commentary.
10. A Trustee may request that the motion under discussion be read at any time during the debate, but not to interrupt a Trustee that is speaking.
11. No Trustee shall speak to a motion after the Chairperson has called for the vote.
12. A notice of motion may be given at any meeting. It shall be recorded in the minutes, but shall not be debated or voted on until the motion is properly moved and seconded.
13. When a motion is being debated no other motion is allowed unless it is to:
  - 13.1 Adjourn;
  - 13.2 Table;



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13.3 Call the Question;

13.4 Refer;

13.5 Amend;

13.6 Postpone; or

13.7 Recess.

14. Every Trustee present shall vote on every motion except where a Trustee declares a conflict of interest.

15. The Chairperson shall declare the results of all votes as either carried or defeated. A Trustee may request that their vote be recorded into the minutes.

16. In the case of a tie vote, the motion shall be declared defeated.

17. The following motions will be voted on without debate:

17.1. To Adjourn;

17.2. To Table; or

17.3. To Call the Question.

18. If an issue arises that is not addressed by these rules of order, *Robert's Rules of Order will apply.*

### Meetings Through Electronic Means

Normally a Trustee, or a staff member required at a meeting, is expected to be present at meetings. However, where circumstances warrant, they may participate at a Board Meeting or Committee Meeting by using electronic means. A member of the public (if requested) may also participate at a Board Meeting or Committee Meeting by using electronic means. In addition, due to circumstances the Chairperson may determine that a meeting be held entirely by electronic means.

In these situations, the following conditions will apply:

- Trustees, or staff members, participating in a meeting held by electronic means are deemed to be present at the meeting. and will be recorded in the meeting minutes as being connected remotely. A member of the public observing the meeting will be recorded in the meeting minutes as being connected remotely.
- Trustees participating electronically can participate in meeting discussions and vote on motions.
- Trustees wishing to participate electronically must provide the Superintendent, prior to the meeting, a telephone number from which contact can be made during the meeting.
- Trustees participating electronically shall inform the Chairperson of their departure from a meeting; temporarily or permanently.
- If a Trustee participating electronically has a conflict of interest on a matter under discussion, the Trustee shall advise the Chairperson, and disconnect from the



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meeting. The Superintendent shall call the Trustee and reconnect the Trustee back into the meeting when the item under discussion has been dealt with.

- The electronic means must enable all the meeting's participants to communicate with each other, and if possible, enable all participants to view each other.
- The electronic means must enable the public to listen to the meeting, and if possible, enable the public to view the meeting and participants.
- Reasonable steps must be taken to notify the public of locations and/or means by which members of the public may attend electronically to observe a meeting.
- Where required the Superintendent or designate will be responsible for the organization of the electronic communications with the meeting participants.
- The Chairperson shall conduct voting on a motion verbally by asking first for those in favour, and then for those opposed.
- A Trustee must ensure the means and location used to participate in the meeting electronically will allow moving in-camera and will meet all requirements of an in-camera session.

### Order of Business

1. Annually the Board at a regular meeting the following shall be appointed:
  - 1.1. A general solicitor (typically at the June Board meeting), and
  - 1.2. An auditor (typically at the November Board meeting).
2. The Board shall hold a regular meeting every month of the school year at a date, time to be determined by the Board. Each regular meeting agenda will confirm the date and time of the next regular meeting. Regular meetings will take place at the Yellowknife Education District No. 1 Board room unless otherwise announced.
3. The Chairperson, in consultation with the Superintendent, shall establish the agenda for regular Board meetings.
4. Trustees may place items on the agenda by contacting the Chairperson two weeks prior to the meeting.
5. The agenda, together with supporting materials, will be circulated to Trustees, the Superintendent and school principals at least four calendar days in advance of the meeting.
6. The agenda, together with supporting materials, will be made available to the public at least four days in advance of the meeting.
7. Amendments to the agenda may be made after the meeting is called to order provided there is two thirds majority vote in favour by the Trustees in attendance and are made prior to the adoption of the agenda.
8. The Superintendent shall provide the order of business in the general form of a prepared agenda as follows: (Actual agendas shall list all respective Administration, Board, Committees, Parent Advisory Committee, etc. Reports.)
  1. Call to Order



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2. Land Acknowledgement
  3. Chairperson's Opening Remarks
  4. Declaration of Conflict of Interest
  5. Adoption of Agenda
  6. Delegations & Presentations
  7. Review and Approval of the Minutes
  8. Business Arising from the Minutes
  9. Trustees' Statements
  10. Unfinished Business
  11. New Business
  12. Reports
  13. Announcements
  14. Date and Time of Next Meeting
  15. Chairperson's Closing Remarks
  16. Adjournment
9. Delegations and/or individuals wishing to make a presentation to the Board shall:
- 9.1. Provide to the Chairperson or Superintendent a written summary of information to be presented at least five days prior to the meeting at which they wish to appear.
  - 9.2. In special circumstances, and with the consent of the majority of Trustees present, the requirement for five days' notice may be waived.
  - 9.3. Be restricted to providing comments about those matters that are within the jurisdiction and responsibility of the Board.
- There will be a maximum of three presentations permitted at a single meeting, each limited to ten minutes. These restrictions can be waived at the discretion of the Chairperson.
- The Board, in a public meeting, will not hear personal complaints or comments directed toward any person employed by the District.
- No motions relating to any request of the delegation shall be dealt with until the next meeting of the Board.
10. Minutes are the legal record of all action taken at regular and special Board meetings. The meeting minutes and all attachments (and any required translations) are kept on file (electronic and hardcopy) in the District office. In the event that there is a discrepancy later discovered between the English and the translated version, the English version shall be the official version. The minutes shall contain:
- 10.1. A full description of the meeting including date, location, times of opening and adjournment;
  - 10.2. A list of all Trustees and administration in attendance;
  - 10.3. A complete and accurate record of all motions, specifying the movers and seconders, and whether or not the motion was carried or defeated;



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- 10.4. Names of Trustees who either request their vote be recorded or declare a conflict of interest;
- 10.5. Points of order or appeals and their outcomes;
- 10.6. All appointments to committees; and
- 10.7. The signature of the Chairperson and the Director of Corporate Services after they have been approved by Board motion.

Meeting approved agendas and minutes will be posted on the District's website as soon as available for public viewing.

The Director of Corporate Services shall ensure that a backup electronic and hardcopy of all minutes is kept in a secure and separate location.

11. Trustees wishing to make a public statement on a matter not included on the agenda may do so as long as the item is political in nature. Trustees are responsible for their personal opinions expressed in these statements. Statements must be in written form and will be included in the minutes of the meeting. The written copy must be filed with the Director of Corporate Services prior to the meeting so that copies may be distributed to other Trustees.

The minutes will reflect that a statement was made, the title and the name of the individual making the statement. The agenda for the Board Meeting will include the following statements under item 9, Trustee statements:

“Trustee statements are individual opinions and are not intended to represent the views of the Board.

Trustee statements are not debatable and there will be no opportunity for rebuttal or questions.”

12. Board Meetings shall end by 10:00 pm unless extended by unanimous consent of the Members present.

1. Observers

- 1.1. Meetings of the Board are open to the public who are welcome to attend and observe from the designated public seating area, or attend and observe via electronic means.
- 1.2. Observers are not permitted to address the Board unless invited by the Chairperson to provide information with respect to a specific item on the agenda.
- 1.3. Cameras and recording devices may be restricted at the discretion of the Chairperson.

### Special Meetings

1. Special Meetings of the Board may be requested at any time by the Chairperson, or by written agreement of at least four Trustees.



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Each Trustee must be notified of a Special Meeting in writing by registered mail at least six clear days before the date of the Meeting. The requirement to inform Trustees of Special Meetings by registered mail may be waived if all Trustees have provided a signed and written acknowledgement of the Meeting. Proof of registered mailings or signed acknowledgements of the Meeting will be included in the record of the Special Meeting.

The notice of Special Meeting shall state the date, time and location of the Special Meeting and the nature of the business to be conducted. No other business shall be dealt with at a Special Meeting other than that stated in the notice.

A public notice shall be advertised as soon as possible indicating the date, time, location, and relevant details of the Special Meeting.

### Meetings Closed to the Public (In-Camera)

Section 95 of the *Education Act* requires that all Board decisions are to be made in open public meetings. However, the Board can hold a meeting, or part of a meeting in private, if two-thirds of the Trustees present decide that it is in the public interest to do so. When a meeting is held in private, the Board cannot make any motions other than to revert to a public meeting.

The Chairperson, or any Trustee, can request that the Board meet in private at any time during a meeting if deemed necessary, and can also determine who may be in attendance, subject to a two-thirds majority.

In-Camera Meetings are held to discuss confidential matters which may include:

1. Individual staff or student issues,
2. Collective bargaining or salary negotiations,
3. Legal issues, or
4. Acquisition/disposal of land

Members in attendance shall not disclose the details of any discussion that occurred at an In-Camera Meeting.

At the next Regular Meeting, the Chairperson shall include in their report an acknowledgement that an In-Camera Meeting has taken place, and the subject matter discussed.

### Trustee Compensation

Each Trustee shall receive an annual honorarium.

Effective January 1<sup>st</sup>, 2021, the following amounts are the approved annual honorarium:

Trustees	9,808.00 per annum
Vice Chair	11,116.00 per annum



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Chair 13,078.00 per annum

These amounts will be adjusted annually according to the Yellowknife Consumer Price Index.

### Trustee Resignation

Trustee resignations must be in writing and presented to the Director of Corporate Service or announced at a Regular meeting as a Trustee Statement.

Section 93 of *The Education Act* grants the Board the power to decide whether to replace a vacant Trustee position. If the Board chooses to fill a vacant Trustee position, the following process will be followed:

1. Appointment the individual who had the next greatest number of votes in the most recent District Education Authority election.
2. If that individual refuses to accept the position or is unable to serve, then the position shall be offered to the other candidates in the order of the votes received.

If there are no candidates available to fill the position the Board may either hold an election or appoint an eligible candidate.

### References/Related Documents:

- Education Act
- Administrative Procedures

Revision History			
Revision	Revision Description	Approved Date	Review Date
1-2	Adopted and revised before the revision table was included. Going forward a summary for the changes will be included	June 2021	N/A
3	In section 'Selection of Chairperson and Vice Chairperson' the following was update: Added Organizational meeting agenda; any trustee may nominate themselves for Chairperson and Vice Chairperson	October 2022	2022-2026 Board
4			