



GOVERNANCE COMMITTEE AGENDA

WEDNESDAY FEBRUARY 8 2012

Room 1, 12:45 – 2:00 pm

1. Welcome J. Brennan
2. Approval of the Agenda
3. Review of the Previous Minutes
4. Governance Workplan Development
5. Rules and Regulations – In Camera practices
6. Rules and Regulations – Rescinding Motions and Notice of Motion
7. Governance Chair’s Report for Board Meeting
8. Other Business
9. Next Meeting: Wednesday March 7 2012 at 12:00 pm



Governance Sub-Committee Notes
Wednesday January 18 2012
11:30 am – 1:30 pm

Committee Members in Attendance:	Jessica Brennan (Chair), Judith Bishop, Lillian Orban, Tim Simmons
Regrets:	Bob Barlow
Executive Council Representatives:	John Malloy
Non-Members and Invited Guests:	Nil
Recorder:	Heather Miller

1. Welcome

- Meeting was called to order at 11:30 am, noting regrets from R. Barlow

2. Minutes

- The minutes were approved without any changes

MOTION: It was moved by J. Bishop, seconded by T. Simmons: That the minutes be approved. Unanimous

3. OPSBA – Code of Conduct

- J. Brennan stated that OPSBA was working on developing a template for school boards to adopt in regards to Code of Conduct for Trustees
- Template would include legislation, policy and address enforcement of the code
- It was suggested that an information session be included as part of an upcoming Governance agenda in order to allow for the Governance committee to provide feedback on the template
- J. Brennan believes that the template will be ready for the public and out to school boards at the end of February

4. Governance Meetings: Public and Private

- Committee confirmed the following topics would be considered private (part of a closed session for Governance)
 - Director's appraisal – framework, appraisal, contract negotiations
 - Litigation matters
 - Board self-evaluation – could be consider under 207.2 (b)
 - Impugned trustee issues, including the formulation of a sub-committee as a result of the options presented in Section 218.3.

MOTION: It was moved by T. Simmons, seconded by L. Orban: That the Governance Committee move to closed session at 1:00 pm. Unanimous

The committee returned to opens session of the meeting at 1:15 pm.

6. Rules and Regulations – Revision

- J. Brennan asked for the committee’s advice on how to proceed with re-vamping the Rules and regulations (formatting, editing, etc)
- The committee made the following suggestions:
 - There are three areas for urgent review: In-Camera practices, Rescinding Motions/Notices of Motions and Code of Conduct.
 - Once the three urgent areas have been reviewed and the formatting complete, then a more thorough review of the entire document can take place

7. Governance Workplan Development

- The following items were suggested as topics that the committee should be addressing
 - Rules and Regulations
 - Board Self-Evaluation
 - Director’s Performance Appraisal
 - Develop a Process – how to handle individual trustee requests for information
- Further discussion of this item is needed and will be placed on the agenda for next month

Meeting adjourned at 1:30 pm.

DRAFT

In camera meeting procedures:

- 1) As per Board Rules and Regulations, matters are discussed at the Committee of the Whole before being sent to Board for approval. (with few exceptions e.g. audit committee report)
- 2) An in-camera Committee of the Whole meeting may be held as long as the matter falls under sec 207(2) in the Education Act.
- 3) A matter may remain in-camera until such time that the Board is ready to make the final legally binding decision. During this time, the Board (acting as in camera Committee of the Whole) may provide direction to staff to bring forward information realizing that the final motion giving effect to the Board's decision (which effectively announces that decision) must be passed at a public board meeting.
- 4) A matter that can properly be dealt with in camera may remain in camera indefinitely until the Board is ready to make a final decision, at which point the matter may be placed on the public Board agenda pursuant to Section 8 of the GENERAL REGULATIONS FOR BOARD AND COMMITTEE OF THE WHOLE MEETINGS . For example, the Board (acting as in camera Committee of the Whole) may provide direction to staff regarding the mandate for collective bargaining and this direction would remain in-camera realizing that the Board will eventually pass a motion to accept the collective agreement at a public board meeting. Where consensus within Committee of the Whole regarding the desirability of keeping a matter in camera is not obvious, a formal motion may be made within Committee of the Whole to maintain the item as an in camera item until Committee of the Whole determines that the Board is ready to make a final decision on the issue.
- 5) When a final decision is ready to be made, the Board would pass a motion in the in-camera Committee of the Whole to send the matter to the next Public Board meeting where the motion will be read and a vote will be taken.
- 6) If at the public board meeting, trustees believe that further discussion is needed before making a final decision regarding a motion discussed in-camera, a trustee may move that this item needs to return to in-camera Committee of the Whole. A simple majority would be needed to pass the motion to return to in-camera Committee of the Whole. The trustees could move into this in-camera session from the Board meeting and then return to the public Board meeting after the in-camera discussion is completed. When the Board moves in-camera, they would decide if the matter remains in-camera. If that were the decision, it would mean that a final decision will not be made that evening or until the Board (acting as in camera Committee of the Whole) decides to bring the motion back to the public board meeting for approval.

- 7) Subject to point 8 below, the Board (acting as the Board) may not meet or transact business in camera. This does not prevent the Board from “meeting” in informal ways where the “business” of the Board is not being advanced (e.g, professional development information sessions).
- 8) The only time an in-camera Board meeting is legal is when the Board is dealing with a matter under S. 218(3) of the Education Act (Breach of the Code of Conduct). In this instance, the Board will begin this process under S 218.3 at an in-camera Committee of the Whole meeting. The Board will decide if the matter will be dealt with in public or in camera. If it is decided that the matter will be dealt with in camera, then it is moved to an in camera Board meeting.

If the decision to discuss the allegation in the public forum is made, then the entire process is completed at public Board meetings.

If the matter is to be dealt with in-camera, this is the only time there can be a closed Board meeting. If it is determined that no breach took place, the matter remains private. If it is determined that there was a breach and sanctions are being placed on the impugned Trustee, the determination and sanctions are made public.

Excerpts from Rules and Regulations

4. Unclassified Motions

Rescind

- i A motion to rescind requires a 2/3 vote of the members present unless notice of motion was given at a previous meeting whereby necessitating only a majority vote.
- ii A motion to rescind is not in order if action has already been taken and cannot be reversed.

General Rules for Motions

20. A member may introduce a motion and after it is seconded may speak to it. A motion put forth by a member that does not relate to:
- (i) an agenda item or
 - (ii) the issues in debate,

requires a written Notice of Motion at a previous meeting of the Board. This written Notice of Motion will be received by the Secretary of the Board five (5) business days prior to the Board at which the Notice of Motion is to be first presented. A motion to waive this rule must be passed by at least two-thirds majority of the members present and voting.