This policy provides an overview of the operations of the Red River Valley School Board (Board). As required by *The Public Schools Act* (PSA), the Board has approved a *Procedural By-Law* which outlines specific rules of order and procedures. In addition, the Board has developed and approved select procedures associated with Board operations[1].

Board Meetings

Generally, Board meetings are conducted in an informal atmosphere to the degree that order is preserved and the business before the Board is being dealt with in an efficient manner. Unless otherwise specified, meetings are conducted using the parliamentary procedures of *Robert's Rules of Order*.

Inaugural Meeting

The PSA requires the first meeting of the Board take place in September except in an election year, when the inaugural meeting of the Board takes place within 14 days after Trustee general elections. Frequency and timing of regular Board meetings are determined at the inaugural meeting.

Regular Meetings

The agenda for regular meetings is prepared jointly by the Secretary-Treasurer and the Superintendent/CEO (CEO) departments and approved by the Chair of the Board (Chair). The proposed agenda is presented for adoption at the beginning of each regular Board meeting.

The CEO, Assistant Superintendent and the Secretary-Treasurer (Senior Administration) or their delegates, attend all meetings of the Board, except when their own tenure, salary and efficiency are under consideration.

Special Meetings

Special Board meetings may be convened as outlined in the *Procedural By-Law*. Examples of topics for special meetings include time sensitive issues and items that may generate lengthy discussions. Special meetings are not usually convened without Senior Administration present except when their own tenure, salary and efficiency are under consideration.

In Camera Meetings

The Board believes that the public trust is preserved through the conduct of Board meetings which are open to the public. The Board recognizes, however, that occasions may arise where it is in the best public interest to discuss confidential or sensitive matters in closed meetings. As allowed by the PSA, such confidential or sensitive

[1] Under development.

matters are discussed in camera by the Committee of the Whole. Examples include negotiations, personnel and student matters, litigation, land acquisitions/disposal, significant financial transactions, goods and service contract negotiations, and security matters.

All discussion is confidential.

Electronic Meetings
The use of electronic means facilitates the holding of Board, Committee and Committee of the Whole meetings. It is also recognized that distance and other considerations may occasionally be an obstacle to a Trustee being physically present at a meeting.

In accordance with the PSA, every Trustee must be physically present at a regular meeting at least once every three months.

Electronic meetings are conducted in accordance with PSA Regulation 201/2004. Additional details are provided in Appendix 1 to this document.

Quorum
Quorum is a majority of the number of Trustees assigned to the division, regardless of vacancies in Trustee positions.

Public Participation at Board Meetings
The Board invites public attendance, including the media, at public Board meetings. The standing agenda for a regular Board meeting includes time for the public to ask questions pertaining to the agenda, as outlined in the *Procedural By-Law*.

The Board may provide electronic means for members of the general public to participate in meetings open to the public. Their participation is limited to:

- Observing/listening to proceedings of the Board;
- Responding to Board activities and/or providing input during the approved period of the meeting agenda.

Delegations
A delegation wishing to address the Board at a meeting must first inform the Secretary-Treasurer. The Secretary-Treasurer advises the delegation of guidelines as outlined in the *Procedural By-Law*. The official position of the Board is communicated to the delegation by letter, following the next Board meeting. If the Board requires more time to consider the matter, the delegation is advised of the expected timeline.

During a presentation by a delegation, Trustees do not express opinions or make commitments, but may ask questions for clarification.

While it is incumbent upon the Board to listen to their public, the Chair in consultation with the Vice-Chair, and Senior Administration may determine (at agenda preparation) that the reason for the delegation to appear does not fall within the purview, jurisdiction or authority of the division. Should the delegation be denied to appear, the delegation may appeal this decision in writing to the full Board. The appeal will be considered at the next regularly scheduled Board meeting. A resolution to appear must be approved by two thirds of the Board members present.

The Board will hear appeals to decisions made by Senior Administration or requests for a change in policy from stakeholders. For the purposes of consistency, the Board commits to addressing division wide policy changes where required, instead of granting exceptions to the policy.

Minutes
Minutes of Board and Committee meetings are the responsibility of the Secretary-Treasurer. Board meeting minutes are published on the division website, marked as "Subject to Approval" until they are approved by the Board.

Role of the Chairperson and Vice-Chairperson
In accordance with the PSA, the Chair and Vice-Chair are elected by the Trustees at the inaugural meeting as outlined in the *Procedural By-Law*.

<u>Board Chair</u>
It is the responsibility of the Board Chair to:

- Call regular and special meetings of the Board;
- Preside at Board meetings, when present;
- Approve the agenda for each Board meeting;
- Call meetings to order promptly at the prescribed time or as soon as a quorum is present;
- Welcome any delegations or guests present and be the spokesperson of the Board in dealing with delegations;
- Preserve order and decorum at all times, acting with impartiality in all matters;
- Without departing from the agenda, guide the discussions to a speedy but careful conclusion;
- Rule on who shall have the floor to speak;
- Oversee the voting process as outlined in the *Procedural By-Law*;
- Oversee the process to address a breach of *Policy #6 Trustee Code of Conduct* as outlined in that policy;
- Act as the representative of the Board at all public functions attended in the capacity as Chair;
- Make statements, announcements, commitments, press or publicity releases, dealing with Board policies, actions or plans;

- Participate as an ex officio member of all standing and special Committees
- Participate in the hiring of Principals.

Board Vice-Chair
It is the responsibility of the Board Vice-Chair to:
- Assume the responsibilities of the Chair in the absence of the Chair or when called upon to do so by the Chair;
- Act as a representative of the Board at all public functions attended in the capacity of Vice-Chair or Acting Chair;
- Chair meetings of the Committee of the Whole;
- Assume the Chair when the Chair wishes to enter into a debate or make a motion;
- Oversee the process to address a breach of *Policy #6 Trustee Code of Conduct* by the Chair as outlined in that policy.

The Chair and Vice-Chair are Board officers. The Chair signs all legal documents on behalf of the Board.

Board Committees
Committees of the Board are established to enhance and complement the work of governance and have an advisory function to the Board. Standing Committees and ad hoc Committees of the Board are established by the Board for a specified purpose. Committee responsibilities and processes are outlined in terms of reference which are approved by the Board. Committees make recommendations to the Board for approval and may not cause any action to be taken on any matter unless such authority is formally delegated, is time limited and is for specific purposes.

Board Committee membership is decided upon by the Executive Committee following the annual inaugural meeting as outlined in the *Procedural By-Law*. Committee Chairs are appointed by the Executive Committee. The Board Chair is an ex officio member of each Board Committee. The CEO is the operation's standing ex officio member. The CEO determines which staff attend and provide support to Board Committees.

Board Committees are different from administrative Committees. Board Committees do not assist or advise staff. Information is requested from staff through Senior Administration or their delegates. In keeping with the broad focus of the Board, Board Committees do not normally have direct dealings with staff operations.

The Board Chair initiates the process to set the dates for all Board Committee meetings for the year, in consultation with the CEO. Every attempt is made to conduct Board Committee meetings during the regular working day.

Committee meetings are conducted in camera.
The terms for reference for each Committee are defined in Appendix 2 to this document.

Committee of the Whole
In addition to in camera discussions described above, the Committee of the Whole may be used to deal with matters in a particular area as described in the terms of reference.

Standing Committees
The Board has the following additional Standing Committees:

- Executive;
- Policy;
- Negotiations;
- Liaison.

Ad Hoc Committees
The Board may create ad hoc Committees as required. An ad hoc Committee deals only with specific matters that have been referred to it by the Board and exists only until the matter is addressed to the satisfaction of the Board. Terms of reference are developed and approved by the Board. Unless otherwise noted, ad hoc Committees operate under the same protocols as all other Committees.

Committee Reports
Minutes of Committee meetings are recorded. The Committee Chair presents reports, including relevant recommendations, to the Committee of the Whole. Non-Committee Board members may ask questions for clarification, but do not redo the work of the Committee. Other Trustees can contribute ideas via the Committee Chair prior to the giving of the Committee report. The Board can accept the report and recommendations with or without amendment, reject the report and recommendations, or send the matter back to the Committee for further work. In exceptional circumstances (e.g. if the Committee report and recommendation generate significant debate or disagreement among Trustees), the Committee may be relieved of responsibility for the matter under consideration, which will then be referred to the Committee of the Whole.

Motions, if any, are made during a regular Board meeting.

Red River Technical Vocational Area
The division is a member of the Red River Technical Vocational Area which operates a technical program in association with the Border Land, Western and Garden Valley School Divisions. The association board which oversees the program consists of two (2) Trustees from each division. The Trustees representing the Red River Valley School Division are selected by the Executive Committee at the beginning of each year.

Liaison with School Boards Associations
The Red River Valley School Board is a member of the Manitoba School Boards Association (MSBA) and pays such fees as are levied by that association unless otherwise decided by a majority vote.

Appendix 1: Electronic Meetings

Requests to Attend Electronically
Trustees must submit a written request to attend a meeting by electronic means to the Chair or to the Secretary-Treasurer at least twenty four hours prior to the commencement of the meeting. The Chair may refuse the request where it is deemed impossible to ensure compliance with the terms of this policy.

Electronic Means
If approved, Trustees are supplied with necessary equipment, including a laptop computer. Allowable electronic means include teleconferencing and videoconferencing. The electronic means provided for a Trustee's participation must permit the Trustee to hear and be heard by all other participants in the meeting. Trustees participating by electronic means are responsible for ensuring the required privacy and confidentiality of proceedings.

Requirements
In accordance with the PSA and associated regulations, a Trustee must be physically present at a regular meeting at least once every three months. At every meeting of the Board, the following persons must be present in the meeting room of the Board:
- Chair or their designate;
- At least one additional member of the Board;
- CEO or their designate;
- Secretary-Treasurer or their designate.

Considerations
- All rules governing the conduct of members must be respected;
- Participation through electronic means equals presence at a Board meeting;
- A Trustee participating electronically must have a copy of the meeting agenda for reference during the meeting;
- Trustees participating in a meeting must notify the Chair of their departure (either temporary or permanent) from the meeting before absenting themselves, in order to ensure that a quorum is maintained;
- Should technical difficulties arise, members affected by the disruption are no longer deemed present at the meeting;
- Votes of participants by electronic means are made verbally, after giving their name or in the chat function in the virtual meeting software. Secret ballots are accepted by private fax or private electronic mail, under the supervision of the Secretary-Treasurer;
- All provisions regarding in camera sections of meetings apply;
- Trustees may not record any portion of the meeting or copy discussions in the chat function of meeting software.

Appendix 2: Committee Terms of Reference

Committee of the Whole

The Committee of the Whole consists of all 7 Trustees. The Vice-Chair is the chairperson for this Committee.

The role of the Committee of the Whole is to deal with matters of:

- Governance, including strategic planning, policy and public relations;
- Finance, including the budget, the audit and any surplus;
- Education programming
- Conduct and report back on the CEO evaluation;
- Deal with internal Board governance and discipline issues.

Executive Committee

The Executive Committee consists of the Board Chair, Board Vice-Chair, CEO and Secretary-Treasurer. The Board Chair is the chairperson of this committee.

The role of the Executive Committee is to:

- Prepare the agenda for meetings of the Committee of the Whole;
- Review regular Board meeting packages;

Policy Committee

The Policy Committee consists of two (2) Trustees, Board Chair, CEO and/or Assistant Superintendent and Secretary-Treasurer. The Executive Committee selects the Policy Committee Chair from one of the two selected Trustees. The agenda is set by the CEO.

The role of the Policy Committee is to oversee the process for developing new policies and the review of current policies.

Negotiations Committee

The Negotiations Committee consists of two (2) Trustees, Board Chair, CEO and Secretary-Treasurer. The Executive Committee selects the Negotiations Committee Chair from one of the two selected Trustees. The agenda is set by the CEO and/or the Secretary-Treasurer.

The role of the Negotiations Committee is to assess, research and negotiate management contracts for the division and assist the MSBA with teacher negotiations, if requested.

Appendix 2: Committee Terms of Reference

Liaison Committee

The Liaison Committee consists of two (2) Trustees, Board Chair, CEO and/or Assistant Superintendent and Secretary-Treasurer and/or Human Resources Officer. The Executive Committee selects the Liaison Committee Chair from one of the two selected Trustees. The agenda is set by the CEO and/or the Secretary-Treasurer.

The role of the Liaison Committee is to review and develop division relationships with non contractual organizations in the area of employee benefits and working conditions.