

**MONDAY, MAY 2, 2022**

Open Session: 5:00 – 6:00 (Virtual Meeting via MS Teams)

## **AD HOC GOVERNANCE AGENDA**

### **ATTENDANCE**

#### **Trustee Committee Members**

Trustee Doug Newton (Chair)

Trustee Nancy Beamer

Trustee Alex Bradnam

Trustee Lora Campbell

Trustee Elizabeth Klassen

#### **Administration/Resource**

Warren Hoshizaki – Director of Education

Karen Bellamy – Executive Assistant to Director of Education

Jennifer Feren – Board Lawyer

#### **Recording Secretary**

Kerry Baker – Legal Assistant to the Board Lawyer

### **1. CALL TO ORDER / WELCOME**

### **2. APPROVAL OF AGENDA**

### **3. BUSINESS ARISING FROM THE MINUTES**

None

### **4. NEW BUSINESS**

#### **A. DSBN By-Laws and Rules of Order Amendments:**

(a) **Equity and Inclusion Modifications** (report attached)

(b) **Committee Meetings:**

(i) **Notice of Committee Meetings** (report attached)

**AD HOC GOVERNANCE COMMITTEE**  
**MONDAY, MAY 2, 2022**



- (ii) Identifying Statutory and Standing Committees & (iii) Equity, Inclusion and Anti-Racism Trustee Advisory Committee (report attached)
- (iv) Closed Meeting Committee (report attached)
- (v) Committee Nomination Process (report attached)
  
- (d) Signing Officers (report attached)
  
- (e) Scrutineers (report attached)
  
- (f) Adjournment (report attached)

**RECOMMENDED CONSOLIDATED MOTION:**

**“That the recommended amendments to the Board By-Laws and Rules of Order that follow in the table below be approved.”**

**“That the Board Lawyer be directed, in accordance with the Board By-Law and Rules of Order, section Q-2, to deliver Notice of Recommended Motion at the Board Meeting to be held on May 24, 2022 for consideration of this Committee’s recommended amendments to the Board’s By-Laws and Rules of Order that follow in the table below, such that:**

- (i) the recommendations from the Ad Hoc Governance Committee that follow in the table below shall come forward for consideration at the Board meeting scheduled for June 27, 2022; and
- (ii) such amendments to take effect at the commencement of the new term for Board Trustees, being November 1, 2022.”

		Ad Hoc Governance Committee Mandate Topic Reference
F-3	It shall be necessary for the conduct of business at the annual Organization Meeting that there be a quorum, which means more than half of the elected members of the Board present. Should there not be a quorum of Board members present at the annual Organization Meeting, then the said meeting of the Board shall be postponed for a period not exceeding seven days at the call of the Director or in his their absence, by a decision of the designated supervisory officer selected by the Director.	(a) Equity and Inclusion Modifications
F-9	The Chairperson may indicate whether he or she they wishes to be addressed using a variant of “Chairperson.”	(a) Equity and Inclusion Modifications
R-18	Every member shall confine him/herself themselves to the question in debate and shall avoid all discourteous language and indulging in personalities.	(a) Equity and Inclusion Modifications
O-15	Every meeting of a committee shall be called by a notice mailed or emailed (to the member’s DSBN email address) by the Secretary of the	(b) Committee Meetings – (i) Notice of Committee Meetings

# AD HOC GOVERNANCE COMMITTEE

MONDAY, MAY 2, 2022



	committee to reach each Board member at least forty-eight (48) hours before such meeting.																
L-2	Statutory Committees are committees prescribed by provincial legislation and include: Audit Committee, Special Education Advisory Committee, Supervised Alternative Learning Committee, Parent Involvement Committee, and Student Trustee Senate.	(b) Committee Meetings – (ii) Identifying Statutory and Standing Committees & (iii) Equity, Inclusion and Anti-Racism Trustee Advisory Committee															
L-3	Standing Committees are committees dealing with specific aspects of Board business on a continuing basis. Standing Committees of the Board shall serve as forums for discussion and for the formation of recommendations to the Board and staff and include: Policy Advisory Committee, Program and Planning Committee, Finance Committee, Negotiations Committee, and Equity, Inclusion and Anti-Racism Trustee Advisory Committee.	(b) Committee Meetings – (ii) Identifying Statutory and Standing Committees & (iii) Equity, Inclusion and Anti-Racism Trustee Advisory Committee															
L-6	There shall be the following committees of the Board with each Board member required to sit on two (2) Standing or Statutory Committees. <table border="1" data-bbox="261 997 1154 1906"> <tr> <td>Statutory (s. 253.1 &amp; Reg. 361/10)</td> <td>• Audit Committee.....</td> <td>3 Board Members</td> </tr> <tr> <td>Standing</td> <td>• Policy Advisory Committee.....</td> <td>5 Board Members</td> </tr> <tr> <td>Standing</td> <td>• Program and Planning Committee.....</td> <td>5 Board Members</td> </tr> <tr> <td>Standing</td> <td>• Finance Committee.....</td> <td>4 Board Members</td> </tr> <tr> <td>Statutory (s. 68 &amp; Reg. 464/97)</td> <td>• Special Education Advisory Committee (SEAC).....</td> <td>2 Board Members plus 2 appointed Board Member Alternates (this is a legislated four (4) year term)</td> </tr> </table>	Statutory (s. 253.1 & Reg. 361/10)	• Audit Committee.....	3 Board Members	Standing	• Policy Advisory Committee.....	5 Board Members	Standing	• Program and Planning Committee.....	5 Board Members	Standing	• Finance Committee.....	4 Board Members	Statutory (s. 68 & Reg. 464/97)	• Special Education Advisory Committee (SEAC).....	2 Board Members plus 2 appointed Board Member Alternates (this is a legislated four (4) year term)	(b) Committee Meetings – (ii) Identifying Statutory and Standing Committees & (iii) Equity, Inclusion and Anti-Racism Trustee Advisory Committee
Statutory (s. 253.1 & Reg. 361/10)	• Audit Committee.....	3 Board Members															
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# AD HOC GOVERNANCE COMMITTEE

MONDAY, MAY 2, 2022



<b>Statutory</b> <b>(Reg 374/10)</b>	• <b>Supervised Alternative Learning Committee (SAL).....</b>	<b>1 Board Member</b>
<b>Statutory</b> <b>(Reg. 674/20)</b>	• <b>Parent Involvement Committee.....</b>	<b>2 Board Members</b>
<b>Statutory</b> <b>(s. 67 &amp; Reg. 7/07)</b>	• <b>Student Trustee Senate.....</b>	<b>2 Board Members plus 2 Student Trustees</b>
<b>Standing</b>	• <b>Equity, Inclusion and Anti-Racism Trustee Advisory Committee.....</b>	<b>5 Board Members</b>
<b>Ad Hoc</b>	• <b>Ad Hoc Code of Conduct Investigation Committee.....</b>	<b>4 Board Members (Chair, Vice-Chair plus 2-3 appointed Board Member Alternates (this is a four (4) year term)</b>
<b>Ad Hoc</b>	• <b>Ad Hoc Student Discipline Committee.....</b>	<b>3 Board Members (legislated minimum)</b>
<b>Ad Hoc</b>	• <b>Ad Hoc Negotiations Committee.....</b>	<b>2 Board Members for each contract</b>
<b>Ad Hoc</b>	• <b>Ad Hoc Properties Disposal Committee.....</b>	<b>3 Board Members (Chair of Program and Planning</b>

# AD HOC GOVERNANCE COMMITTEE

MONDAY, MAY 2, 2022



	<table border="1" style="width: 100%;"> <tr> <td data-bbox="269 281 427 537"></td> <td data-bbox="427 281 1162 537"> <p>Committee, Chair of Finance Committee, and Chair of the Board, or designate)</p> </td> </tr> <tr> <td data-bbox="269 537 427 615"></td> <td data-bbox="427 537 1162 615"> <p>Other Ad Hoc Committees will be established as required.</p> </td> </tr> </table>		<p>Committee, Chair of Finance Committee, and Chair of the Board, or designate)</p>		<p>Other Ad Hoc Committees will be established as required.</p>	
	<p>Committee, Chair of Finance Committee, and Chair of the Board, or designate)</p>					
	<p>Other Ad Hoc Committees will be established as required.</p>					
<p>O-9</p>	<p>It is the policy of the Board that meetings of the committees of the Board shall be open to the public except:</p> <ul style="list-style-type: none"> <li>a) Committee of the Whole Board</li> <li>b) Ad Hoc Negotiations Committee</li> <li>c) <del>Program and Planning</del> Finance Committee when it is considering the sale, lease or acquisition of property</li> <li>d) Ad Hoc Property Disposal Committee</li> <li>e) Ad Hoc Student Discipline Committee</li> <li>f) Other committees as designated from time to time by the Board.</li> </ul>	<p>(b) Committee Meetings – (iv) Closed Meeting Committees</p>				
<p>L-1</p>	<p>Trustees are elected to a four (4) year term of office on the Board. At the start of the term and approximately two (2) years into the term of office there will be opportunities to change Trustee membership on Standing and Statutory Committees, save and except for the Special Education Advisory Committee (SEAC) and the Ad Hoc Code of Conduct Investigation Committee, which both require a four (4) year term commitment.</p> <ul style="list-style-type: none"> <li>a) At the Organization Meeting in an election year the Trustees will submit their committee preferences to the Director's Office and, thereafter, the Director, <del>Chair and Vice-Chair</del> and the Nominating Committee (as set out in By-Law L-4) of the Board will meet to consider the preferences submitted and then to assign Trustees to serve on Standing, and Statutory and Ad Hoc Committees. The selection of Committee Chairs will occur in accordance with By-Laws O-23 and O-24.</li> <li>b) Nineteen (19) months after the newly elected Trustees take office, the Trustees shall again submit their committee preferences to the Director's Office by the first Board meeting in June and, thereafter, the Director, <del>Chair and Vice-Chair</del> and the Nominating Committee (as set out in By-Law L-4) of the Board will meet to consider the preferences submitted and then to assign the Trustees to serve on Standing, and Statutory and Ad Hoc Committees effective September</li> </ul>	<p>(b) Committee Meetings – (v) Committee Nomination Process</p>				

# AD HOC GOVERNANCE COMMITTEE

MONDAY, MAY 2, 2022



	<p>1<sup>st</sup> of that same year. The selection of Committee Chairs will occur in accordance with By-Laws O-23 and O-24.</p>	
L-4	<p><del>The Board members will indicate their preference for committees to the Nominating Committee.</del> The membership of the Nominating Committee shall be comprised of the Chairperson, the Vice-Chairperson, and one Board member selected at large by the Chairperson. The mandate of the Nominating Committee is to receive each Board member's preference for committees, preferably electronically, and subsequently <del>allocate committee assignments to each Board member</del> assign the Trustees to committees as set out in By-Law L-1.</p>	(b) Committee Meetings – (v) Committee Nomination Process
B-2	<p><b>SIGNING OFFICERS – GOVERNANCE DOCUMENTS</b> The Board shall by resolution appoint by name the Chairperson of the Board or the Vice-Chairperson of the Board, and the Director of Education or the Treasurer as signing officers of the Board for matters concerning corporate governance, including without limitation, DSBN Board Minutes, DSBN Audited Financial Statements, Local Collective Agreements, real estate agreements of purchase and sale and real estate closing documents. In the Director of Education or Treasurer's absence, the Director may designate another supervisory officer to be a signing officer for the Board.</p>	(d) Signing Officers
B-3	<p><b>SIGNING OFFICERS – CHEQUE SIGNING</b> The Board shall by resolution appoint by name the Chairperson of the Board or the Vice-Chairperson of the Board, and the Treasurer as cheque signing officers of the Board. <del>In the Treasurer's absence, the Treasurer may designate an appropriate business official to be a cheque signing officer of the Board. That for the payment of the accounts, automatic cheque signing equipment be used bearing the signature of the Chairperson and Treasurer of the Board.</del> For the purpose of paying the accounts, the Board authorizes the use of automatic cheque signing equipment bearing the signature of the Chairperson and Treasurer of the Board.</p>	(d) Signing Officers
B-4	<p><b>SIGNING OFFICERS – OPERATIONAL DOCUMENTS</b> The Board shall by resolution appoint by name, the Director of Education or the Treasurer as signing officers of the Board for operational matters concerning the day-to-day management of the Board as entrusted by the Board to staff through the Board's Director of Education under the <i>Education Act</i>.</p>	(d) Signing Officers
F-5	<p>The Secretary shall name two scrutineers appointed for the election of the Chairperson and Vice-Chairperson. At the request of a Trustee, the Board may by majority vote, also approve the appointment of a disinterested party to serve as a third scrutineer for the election of Chairperson and/or Vice-Chairperson. Trustees must submit in writing the name of a proposed</p>	(e) Scrutineers

# AD HOC GOVERNANCE COMMITTEE

MONDAY, MAY 2, 2022



	<p>third scrutineer on or before 12:00 noon one week prior to the Organization Meeting along with a signed and dated statement from the proposed third scrutineer that the proposed scrutineer has:</p> <ul style="list-style-type: none"><li>• no direct nor indirect conflict of interest or any direct or indirect pecuniary interest in the affairs of the District School Board of Niagara</li><li>• no direct nor indirect conflict of interest in the election of the Chair and Vice-Chair</li><li>• not received any direct nor indirect personal advantage, gift nor promise of same for standing as a disinterested third scrutineer.</li></ul>	
R-36.1	<p>No motion to adjourn is required to close a meeting at the end of the Agenda. When all the business and purposes of a meeting have been attended to under the Agenda and the Chair is satisfied there is no other business that should be dealt with, they simply announce that the meeting is closed.</p>	(f) Adjournment

## 5. NEXT MEETING

The next meeting will be Monday, May 16, 2022 at 5:00 p.m.

## 6. ADJOURNMENT

## DSBN By-Laws and Rules of Order Amendments

### (a) Equity and Inclusion Modifications

Monday, May 2, 2022

#### PURPOSE

- The District School Board of Niagara (DSBN) is committed to principles of equity, diversity, and inclusion. DSBN strives to foster a culture of inclusivity and transformative and impactful change, where everyone is included, respected, accepted, and celebrated.
- Updating the Board By-Laws and Rules of Order to ensure that gender inclusive language is used.

#### AMENDMENTS TO CONSIDER

Where the Trustees wish to update the Board's By-Laws and Rules of Order using gender inclusive language, the following amendments to the By-laws and Rules of Order are suggested as follows:

- F-3** It shall be necessary for the conduct of business at the annual Organization Meeting that there be a quorum, which means more than half of the elected members of the Board present. Should there not be a quorum of Board members present at the annual Organization Meeting, then the said meeting of the Board shall be postponed for a period not exceeding seven days at the call of the Director or in ~~his~~ **their** absence, by a decision of the designated supervisory officer selected by the Director.
- F-9** The Chair~~person~~ may indicate whether ~~he or she~~ **they** wishes to be addressed using a variant of "Chair~~person~~."
- R-18** Every member shall confine ~~him/herself~~ **themselves** to the question in debate and shall avoid all discourteous language and indulging in personalities.

Respectfully submitted,

Jennifer Feren  
School Board Lawyer

Date: May 2, 2022

*For further information, please contact Jennifer Feren, School Board Lawyer*



## DSBN By-Laws and Rules of Order Amendments

### (b) Committee Meetings – (i) Notice of Committee Meetings

Monday, May 2, 2022

#### PURPOSE

- The By-Laws and Rules of Order provide for advance notice of committee meetings.
- Despite the requirement to mail the notice to committee members, the current practice has been to email committee members the notice of the committee meeting.

#### AMENDMENTS TO CONSIDER

Where the Trustees wish to update the Board's By-Laws and Rules of Order to memorialize the current practice of emailing notice of committee meetings, the following amendment to the By-Laws is suggested as follows:

- O-15 Every meeting of a committee shall be called by a notice mailed or emailed (to the member's DSNB email address) by the Secretary of the committee to reach each Board member at least forty-eight (48) hours before such meeting.**

Respectfully submitted,

Jennifer Feren  
School Board Lawyer

Date: May 2, 2022

*For further information, please contact Jennifer Feren, School Board Lawyer*

## **DSBN By-Laws and Rules of Order Amendments**

### **(b) Committee Meetings – (ii) Identifying Statutory and Standing Committees & (iii) Equity, Inclusion and Anti-Racism Trustee Advisory Committee**

Monday, May 2, 2022

#### **PURPOSE**

- The By-Laws and Rules of Order confirm that Board members are required to sit on two (2) Standing or Statutory Committees.
- Currently the By-Laws do not identify which are Standing Committees and which are Statutory Committees.
- Since the last review of the By-Laws and Rules of Order, the Board has struck an Equity, Inclusion and Anti-Racism Trustee Advisory Committee that has not been included in the By-Laws and Rules of Order.

#### **AMENDMENTS TO CONSIDER**

Where the Trustees wish to update the Board’s By-Laws and Rules of Order to identify statutory and standing committees and memorialize the new Trustee Committee, the following amendments to the By-Laws are suggested as follows:

- L-2 Statutory Committees are committees prescribed by provincial legislation and include: Audit Committee, Special Education Advisory Committee, Supervised Alternative Learning Committee, Parent Involvement Committee, and Student Trustee Senate.**
- L-3 Standing Committees are committees dealing with specific aspects of Board business on a continuing basis. Standing Committees of the Board shall serve as forums for discussion and for the formation of recommendations to the Board and staff and include: Policy Advisory Committee, Program and Planning Committee, Finance Committee, Negotiations Committee, and Equity, Inclusion and Anti-Racism Trustee Advisory Committee.**
- L - 6 There shall be the following committees of the Board with each Board member required to sit on two (2) Standing or Statutory Committees.**

<b>Statutory</b>	• <b>Audit Committee.....</b>	<b>3 Board Members</b>
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# AD HOC GOVERNANCE COMMITTEE

Monday, May 2, 2022

(s. 253.1 & Reg. 361/10)		
Standing	• Policy Advisory Committee.....	5 Board Members
Standing	• Program and Planning Committee.....	5 Board Members
Standing	• Finance Committee.....	4 Board Members
Statutory (s. 68 & Reg. 464/97)	• Special Education Advisory Committee (SEAC).....	2 Board Members plus 2 appointed Board Member Alternates (this is a legislated four (4) year term)
Statutory (Reg 374/10)	• Supervised Alternative Learning Committee (SAL).....	1 Board Member
Statutory (Reg. 674/20)	• Parent Involvement Committee.....	2 Board Members
Statutory (s. 67 & Reg. 7/07)	• Student Trustee Senate.....	2 Board Members plus 2 Student Trustees
Standing	• Equity, Inclusion and Anti-Racism Trustee Advisory Committee.....	5 Board Members
Ad Hoc	• Ad Hoc Code of Conduct Investigation Committee.....	4 Board Members (Chair, Vice-Chair plus 2 3 appointed Board Member Alternates (this is a four (4) year term)
Ad Hoc	• Ad Hoc Student Discipline Committee.....	3 Board Members (legislated minimum)

# AD HOC GOVERNANCE COMMITTEE

Monday, May 2, 2022

Ad Hoc	• Ad Hoc Negotiations Committee.....	2 Board Members for each contract
Ad Hoc	• Ad Hoc Properties Disposal Committee.....	3 Board Members (Chair of Program and Planning Committee, Chair of Finance Committee, and Chair of the Board, or designate)
Other Ad Hoc Committees will be established as required.		

Respectfully submitted,

Jennifer Feren  
School Board Lawyer

Date: May 2, 2022

*For further information, please contact Jennifer Feren, School Board Lawyer*

## DSBN By-Laws and Rules of Order Amendments

### (b) Committee Meetings – (iv) Closed Meeting Committees

Monday, May 2, 2022

#### PURPOSE

- The By-Laws and Rules of Order currently identify several committees that do not meet in open session but excludes two committees that do not meet in open session under the *Education Act*.
- Including the two Ad Hoc Committees to the By-Laws and Rules of Order enhances the transparency of operations.
- The sale, lease or acquisition of property are no longer considered by the Program and Planning Committee. Instead, the sale of property is considered at the Ad Hoc Property Disposal Committee and the lease or acquisition of property is considered at the Finance Committee.
- It is important to ensure that the By-Laws and Rules of Order align with the Board's practice.

#### AMENDMENTS TO CONSIDER

Where the Trustees wish to update the Board's By-Laws and Rules of Order to include the ad hoc committees that meet in private pursuant to the *Education Act*, the following amendments to the By-Law are suggested as follows:

- O-9 It is the policy of the Board that meetings of the committees of the Board shall be open to the public except:**
- a) Committee of the Whole Board**
  - b) Ad Hoc Negotiations Committee**
  - c) ~~Program and Planning~~ Finance Committee when it is considering the sale, lease or acquisition of property**
  - d) Ad Hoc Property Disposal Committee**
  - e) Ad Hoc Student Discipline Committee**
  - f) Other committees as designated from time to time by the Board.**

## **AD HOC GOVERNANCE COMMITTEE**

Monday, May 2, 2022

Respectfully submitted,

Jennifer Feren  
School Board Lawyer

Date: May 2, 2022

*For further information, please contact Jennifer Feren, School Board Lawyer*

## DSBN By-Laws and Rules of Order Amendments

### (b) Committee Meetings – (v) Committee Nomination Process

Monday, May 2, 2022

#### PURPOSE

- The By-Laws and Rules of Order currently contain an inconsistency as to the determination of membership of Committees.
- Specifically, By-Law L-1 confirms that the Chair, Vice-Chair and Director shall assign Trustees to serve on Standing and Statutory Committees and By-Law L-4 confirms that the Chair, Vice-Chair and one Board member selected at large by the Chairperson shall form the Nominating Committee who shall allocate Committee assignments.
- Alignment of these provisions is necessary to ensure consistency.

#### AMENDMENTS TO CONSIDER

Where the Trustees wish to update the Board's By-Laws and Rules of Order to align the committee nomination process, the following amendments to the By-Laws are suggested as follows:

- L-1** Trustees are elected to a four (4) year term of office on the Board. At the start of the term and approximately two (2) years into the term of office there will be opportunities to change Trustee membership on Standing and Statutory Committees, save and except for the Special Education Advisory Committee (SEAC) and the Ad Hoc Code of Conduct Investigation Committee, which both require a four (4) year term commitment.
- a) At the Organization Meeting in an election year the Trustees will submit their committee preferences to the Director's Office and, thereafter, the Director, ~~Chair and Vice-Chair~~ and the Nominating Committee (as set out in By-Law L-4) of the Board will meet to consider the preferences submitted and then to assign Trustees to serve on Standing, and Statutory and Ad Hoc Committees. The selection of Committee Chairs will occur in accordance with By-Laws O-23 and O-24.
  - b) Nineteen (19) months after the newly elected Trustees take office, the Trustees shall again submit their committee preferences to the Director's Office by the first Board meeting in June and, thereafter, the Director, ~~Chair and Vice-Chair~~ and the Nominating Committee (as set out in By-Law L-4) of the Board will meet to consider the preferences submitted and then to

## AD HOC GOVERNANCE COMMITTEE

Monday, May 2, 2022

assign the Trustees to serve on Standing, and Statutory and Ad Hoc Committees effective September 1<sup>st</sup> of that same year. The selection of Committee Chairs will occur in accordance with By-Laws O-23 and O-24.

- L- 4 ~~The Board members will indicate their preference for committees to the Nominating Committee.~~ The membership of the Nominating Committee shall be comprised of the Chairperson, the Vice-Chairperson, and one Board member selected at large by the Chairperson. The mandate of the Nominating Committee is to receive each Board member's preference for committees, preferably electronically, and subsequently ~~allocate committee assignments to each Board member~~ assign the Trustees to committees as set out in By-Law L-1.

Respectfully submitted,

Jennifer Feren  
School Board Lawyer

Date: May 2, 2022

*For further information, please contact Jennifer Feren, School Board Lawyer*



## DSBN By-Laws and Rules of Order Amendments

### (d) Signing Officers

Monday, May 2, 2022

#### PURPOSE

- The *Education Act* confirms that the Board entrusts the day-to-day management of the Board to its staff through the Board's Director of Education.
- The By-Laws and Rules of Order currently provide that the Chair or Vice-Chair along with the Director or Treasurer are the signing officers of the DSBN.
- However, there are many day-to-day operational documents that must be executed to ensure the efficient operation of the Board and by practice are signed by the Director or the Treasurer.
- It is important to codify the practice to ensure legal compliance with the *Education Act* and transparency.

#### AMENDMENTS TO CONSIDER

Where the Trustees wish to update the Board's By-Laws and Rules of Order to clarify signing officers, the following amendments to the By-Laws are suggested as follows:

##### B-2 SIGNING OFFICERS – GOVERNANCE DOCUMENTS

The Board shall by resolution appoint by name the Chairperson of the Board or the Vice-Chairperson of the Board, and the Director of Education or the Treasurer as signing officers of the Board for matters concerning corporate governance, including without limitation, DSBN Board Minutes, DSBN Audited Financial Statements, Local Collective Agreements, real estate agreements of purchase and sale and real estate closing documents. In the Director of Education or Treasurer's absence, the Director may designate another supervisory officer to be a signing officer for the Board.

##### B-3 SIGNING OFFICERS – CHEQUE SIGNING

The Board shall by resolution appoint by name the Chairperson of the Board or the Vice-Chairperson of the Board, and the Treasurer as cheque signing officers of the Board. ~~In the Treasurer's absence, the Treasurer may designate an appropriate business official to be a cheque signing officer of the Board. That for the payment of the accounts, automatic cheque signing equipment be used bearing the signature of the Chairperson and Treasurer of the Board.~~ For the

## AD HOC GOVERNANCE COMMITTEE

Monday, May 2, 2022

**purpose of paying the accounts, the Board authorizes the use of automatic cheque signing equipment bearing the signature of the Chairperson and Treasurer of the Board.**

### **B-4 SIGNING OFFICERS – OPERATIONAL DOCUMENTS**

**The Board shall by resolution appoint by name, the Director of Education or the Treasurer as signing officers of the Board for operational matters concerning the day-to-day management of the Board as entrusted by the Board to staff through the Board's Director of Education under the *Education Act*.**

Respectfully submitted,

Jennifer Feren  
School Board Lawyer

Date: May 2, 2022

*For further information, please contact Jennifer Feren, School Board Lawyer*

## DSBN By-Laws and Rules of Order Amendments

### (e) Scrutineers

Monday, May 2, 2022

#### PURPOSE

- While the Board's By-Laws and Rules of Order permit the appointment of a disinterested third scrutineer for the election of the Chair and Vice-Chair, there is no process identified to confirm that the proposed third scrutineer is disinterested.
- Incorporating a process will improve the transparency of the appointment of any third disinterested scrutineer.

#### AMENDMENTS TO CONSIDER

Where the Trustees wish to update the Board's By-Laws and Rules of Order to incorporate a process related to the appointment of a disinterested third scrutineer, the following amendment to the By-Laws is suggested as follows:

- F-5 The Secretary shall name two scrutineers appointed for the election of the Chairperson and Vice-Chairperson. At the request of a Trustee, the Board may by majority vote, also approve the appointment of a disinterested party to serve as a third scrutineer for the election of Chairperson and/or Vice-Chairperson. Trustees must submit in writing the name of a proposed third scrutineer on or before 12:00 noon one week prior to the Organization Meeting along with a signed and dated statement from the proposed third scrutineer that the proposed scrutineer has:**
- **no direct nor indirect conflict of interest or any direct or indirect pecuniary interest in the affairs of the District School Board of Niagara**
  - **no direct nor indirect conflict of interest in the election of the Chair and Vice-Chair**
  - **not received any direct nor indirect personal advantage, gift nor promise of same for standing as a disinterested third scrutineer.**

Respectfully submitted,

Jennifer Feren  
School Board Lawyer

Date: May 2, 2022

*For further information, please contact Jennifer Feren, School Board Lawyer*

[dsbn.org](http://dsbn.org)

## DSBN By-Laws and Rules of Order Amendments

### (f) Adjournment

Monday, May 2, 2022

#### PURPOSE

- Current practice requires a motion to adjourn at the end of any Board or Committee meeting.
- Bourinot's Rules of Order (which are specifically referenced in the Board's By-Laws and Rules of Order) confirm that when the business concludes at the end of a meeting (i.e. where the business on the agenda is completed), no motion to adjourn is required. Effectively, the meeting has reached its natural conclusion, so it becomes redundant to move an adjournment.
- Making a motion to adjourn remains appropriate, in circumstances that a Board or Committee meeting needs to terminate prior to concluding all of the business listed on the agenda.

#### AMENDMENTS TO CONSIDER

Where the Trustees wish to update the Board's By-Laws and Rules of Order to reflect the best practice that motions to adjourn are not necessary at the conclusion of a meeting, the following amendments to the By-Laws and Rules of Order are suggested as follows:

- R-35 A motion to adjourn shall be in order, except when a member is speaking, or a vote is being taken, or when the previous question has been called. A motion to adjourn only, shall not be open to amendment or debate; but a motion to adjourn to a certain time may be amended and debated.**
- R-36 No second motion to adjourn shall be made until some business shall have been transacted after the first motion has failed.**
- R-36.1 No motion to adjourn is required to close a meeting at the end of the Agenda. When all the business and purposes of a meeting have been attended to under the Agenda and the Chair is satisfied there is no other business that should be dealt with, they simply announce that the meeting is closed.**

**AD HOC GOVERNANCE COMMITTEE**

Monday, May 2, 2022

Respectfully submitted,

Jennifer Feren  
School Board Lawyer

Date: May 2, 2022

*For further information, please contact Jennifer Feren, School Board Lawyer*