

Good Governance for School Boards: Trustee Professional Development Program
MODULE 12: RUNNING EFFECTIVE MEETINGS

Module 12: Part B: Running Effective Meetings

[Meetings from Start to Finish]

We now understand the role of a board of trustees – that if they are meeting to make decisions that these meetings must be held in the public unless it is a committee meeting including committee of the whole board which may be held in private in certain circumstances. Board of trustees must follow parliamentary procedure in the conduct of their meetings and that decisions are made through motions.

We will now explore the nuts and bolts of the conduct of a meeting. The *Education Act* sets out some basic rules for the conduct of a meeting and apart from those mandatory rules a school board has flexibility to create their own by-laws, policies and procedures, that ensure orderly productive meetings.

[Types of Meetings]

We have already reviewed that meetings of trustees concerning professional development, training, information sessions and briefing sessions by staff are not meetings that have to be held in the public and you do not need to follow the formal procedures for meetings set out in any legislation or by-laws, provided no decisions are made by the trustees or any discussion takes place that would materially advance the debate on decisions within the jurisdiction of the board.

The *Education Act* provides that regular board meeting must be open to the public. This is one of the ways that school boards meet the public's expectations of transparency and accountability. The whole board of trustees, upon a majority vote of those present, may decide to go into committee of the whole board. Committee of the whole board must also meet in public, unless it meets the criteria to permit the committee to meet in the absence of the public. These criteria will be discussed later in this module.

Apart from using committee of the whole board to deal with in camera matters, the board may decide to go into the committee of the whole so is to allow the board to suspend the rules of its meeting procedures and have a less formal discussion. The *Education Act* provides that special meetings of the board may be called by the chair of the board and the board may also develop additional procedures for when and who may call a special meeting of the board. Boards usually set out in their by-laws the circumstances and manner of when and how special meetings of a board are called. These meetings are usually held when urgency is an issue and the matter cannot wait until the next regular meeting.

The *Education Act* provides that a board may establish committees composed only of trustees to make recommendations to the board in respect of education, finance,

Good Governance for School Boards: Trustee Professional Development Program
MODULE 12: RUNNING EFFECTIVE MEETINGS

personnel and property. These are usually referred to as the standing or permanent committees of the board. Most boards follow the same meeting procedures for these committee meetings as they follow for regular board meetings. These committees contribute to the efficient and effective running of regular board meetings, because they can do more in-depth exploration of the issues than time would permit at a regular board meeting. This greatly assists the board in making its final decision on such matters.

The *Education Act* also provides that a Board may establish other committee and sub-committees that do not include trustees. Ad-hoc committees are sometimes created by the boards such as task forces or workgroups to investigate a specific issue and report back to the whole board within a stated timeframe.

Advisory committees are established by the whole board either on a short or long-term basis to provide input into policy development or other areas where the board would benefit from the experience and expertise of other participants. All committees of the Board must hold their meetings in public unless the criteria for holding the meeting in-camera are met. Even though you will notice that committees may move motions and appear to be making decisions, these decisions ultimately are only recommendations made to the whole board, at which time the whole board at a regular board meeting must pass a motion regarding the recommendations of a committee before a decision is binding on the whole board.

[First Meeting of Newly Elected Board]

The new term of office of a trustee begins on the first day of December following the election. The board must have its first meeting within one week of that date. The meeting is held when and where the board decides, and if they fail to decide the meeting is held at 8pm at the head office of the board on the first Wednesday following December 1st. Despite the requirement to hold a meeting within seven days of December 1st, a majority of the whole board may petition through their supervisory officer, usually the director of education, for an alternate date for the first meeting. The director of education presides at the first meeting until the chair is elected.

If the director of education is absent, the trustees present shall designate who shall preside at the election of the chair, and if a member of the board is so designated he or she may vote at the election of the chair. Boards may elect from among themselves a vice-chair who shall preside in the absence of the chair at all board meetings. This may be done at the first meeting or any subsequent meeting. In the case of an inequality of votes at the election of the chair or the vice-chair the candidates shall draw lots to fill the position of chair or vice-chair. In addition, at this meeting your board will likely appoint

Good Governance for School Boards: Trustee Professional Development Program
MODULE 12: RUNNING EFFECTIVE MEETINGS

the standing committees and the chair of those committees, all in accordance with your board's procedure.

[Subsequent Meetings]

Each board has the flexibility to determine the time and place for meetings of the board, how meetings are called and conducted and then ensures that minutes of the meeting are kept. Most boards set out in their by-laws or procedures, a regular meeting schedule with a set time and place that is well known to trustees.

You will recall that two of the fundamentals of parliamentary procedure are fairness and protection of the rights of absentees from board meetings. These are the reasons why there must be a proper form of notice to trustees of meetings which provides sufficient time upon receipt of an agenda and materials to prepare for the meeting. The process must ensure that they receive the notice and the rule as to who called the meeting is respected. Notice must be more than just the fact that a meeting is being held. It must contain a detailed agenda and supporting materials which are sufficient for a trustee to understand what will be discussed and potentially decided at that meeting. The director of education as secretary of the board ensures that all trustees are notified of board meetings and at the request by a majority of the trustees he or she calls any special meetings. He or she is also responsible for ensuring minutes of meetings are properly kept.

[Electronic Meetings]

In accordance with the *Education Act*, and Ontario Regulation 463/97, every board must develop and implement a policy providing for the use of electronic means for the holding of meetings of a board and meetings of a committee of a board, including committee of the whole board. Trustees may choose to participate in-person or by electronic means and if they choose electronic means then the board must provide this for them. The board may also provide in its policy that the public can participate in meetings through electronic means. In the section of this module regarding the role and conduct of individual trustees we will discuss the limitations on the number of meetings a trustee can attend electronically.

At every meeting of the board or a committee of the whole board, the chair or his or her designate, at least one other trustee and the director of education, or his or her designate, must be physically present in the meeting room of the board even if all other persons are participating electronically. As well, at every meeting of the committee of the board, except the committee of the whole board, the chair of the committee or his or her designate and the director of education, or his or her designate, must be physically present in the meeting room of the committee.

Good Governance for School Boards: Trustee Professional Development Program
MODULE 12: RUNNING EFFECTIVE MEETINGS

[Who chairs the meeting of the board?]

The chair elected from among the trustees chairs every meeting of the board. A board's by-laws or procedures will provide for the election or appointment of committee chairs. In the absence of the chair of the board, the vice-chair will chair meetings of the board. In the absence of both the chair and vice-chair of the board, the trustees will elect from among themselves a temporary chair.

[Quorum]

In order for boards of trustees to make legally valid decisions for the board, all of the procedures previously discussed regarding the giving of notice of a meeting must be followed, and there must be minimum number of trustees present at a meeting and able to vote in order to conduct any business in the name of the board. That minimum number of trustees is known as a quorum. The *Education Act* has stipulated that that minimum number is a majority off all trustees that make up a board. You must maintain a quorum throughout the entire meeting.

The declaration of a conflict of interest on the part of one or more trustees does not destroy a quorum as long as there are at least two remaining trustees who are not disabled from participating in the meeting. If there are less than two eligible members remaining to participate in the meeting, the board may apply to a judge at the Superior Court of Ontario for an order authorizing the whole board to consider, discuss and vote on the matter as if none of the trustees has a conflict of interest.

[Agenda]

The agenda of a meeting is one of the most important tools of ensuring the efficient and effective running of any meeting. It serves to satisfy two of the fundamental principles of parliamentary procedure which we have previously discussed as being the protection of the rights of absentees and fairness. The agenda often serves as a notice of the date, time and place of the meeting. The *Education Act* stipulates that it is the duty of the chair of the board to establish the agendas for board meetings in consultation with the board's director of education. A board of trustees may consider a process that provides for the chair of the board to also consult with others when preparing the agenda. The preparation of an agenda focuses the planning of the meeting and timing of events. An agenda clearly sets out the order of business and the act of doing this will also draw attention to the issue of the length of the meeting and timing of events. A board's by-laws or meeting procedures will set out the agenda format used by your particular board.

Good Governance for School Boards: Trustee Professional Development Program
MODULE 12: RUNNING EFFECTIVE MEETINGS

The agenda of board meetings is usually posted on a board's website for the purposes of informing the community. The agenda of a board meeting should reflect the role of the board of trustees. With this as a guide the chair can ensure that the board of trustees is focusing on the proper level of business items and receiving appropriate reports to satisfy the board of trustees in their monitoring and oversight function. *The Education Act* also stipulates that it is the duty of the chair of the board to ensure that all trustees of the board have the information needed for informed discussion of the agenda items.

The level of complexity of an item to be discussed will dictate the type and amount of information that a trustee requires in order to fulfill his or her duty. The motion to adopt the agenda at the beginning of a meeting is a very important motion because the agenda is the roadmap for the rest of the meeting it is important that a majority of the board of trustees agree to the agenda.

A board's procedure for setting agendas may want to contemplate providing the chair with the discretion to remove an item from the agenda for the lack of timely receipt or sufficiency of information necessary to deal with the agenda item. In the same vein, the procedure should deal with how walk-on items are dealt with. It is never a good idea to permit the agenda to be amended at the meeting to allow a substantive issue to be dealt with, unless there is an emergency. Doing so violates the fundamental principles of fairness and the rights of the absentee.

Most parliamentary authorities provide for a motion that can be brought known as "Call for Orders of the Day." This can be used to move the meeting along if the time is reached for a particular agenda item and other business is still being discussed or agenda items are not being taken up in the proper order.

Student trustees are permitted to attend in-camera meetings except those dealing with intimate, personal or financial information in respect of trustees, employees, students or parents of students. Therefore, care must be taken to ensure student trustees receive a modified in-camera agenda when necessary.

[Conflict of Interest]

As we have seen from the most recent cases on trustee conflict of interest, it is vitally important that trustees gain an understanding of the *Municipal Conflict of Interest Act*. One of the ways a trustee can gain knowledge of this Act is by viewing the OESC module on conflict of interest. It is important that a trustee understand the procedure for declaring a conflict of interest at any meeting of the board.

Good Governance for School Boards: Trustee Professional Development Program
MODULE 12: RUNNING EFFECTIVE MEETINGS

Most boards ask for declarations of conflict right after the adoption of the agenda. In a public meeting, a trustee must, prior to any consideration of the matter at the meeting, disclose the interest and the general nature of it. Trustees should ensure that this is recorded in the minutes of the meeting and not take part in any discussion, vote on any question in respect of the matter, and not attempt in any way before, during, or after the meeting to influence the voting on the question. In addition to this, at a closed meeting the trustee must also leave the room while the matter is being discussed and voted on.

When a trustee is absent from a meeting and he or she has not previously declared the conflict, the trustee must at the first meeting that he or she attends after the meeting at which the matter was discussed, declare the interest and comply with the steps as I have just discussed. If the meeting is open to the public, the minutes must reflect the declaration of interest and the nature of it. If the meeting is closed to the public, the minutes of the next meeting that is open to the public must record the declaration of the interest but not the nature of it.

[Reports]

As we have discussed earlier, it is the duty of the chair of the board to ensure that members of the board have the information needed for informed discussion of the agenda items. I would suggest that this duty includes the chair ensuring the sufficiency of any reports coming from staff or board committees. It may be that if a main motion on an item on the agenda is being debated and a trustee feels that they do not have sufficient information to decide the issue, they may bring a motion to postpone the main motion to a rescheduled date and time.

In order to keep the agenda moving at board meetings, the chair may wish to have a private meeting with each new committee chair to assist them in learning to efficiently present their reports. As well, the chair may encourage the director of education to do the same with his or her staff who make reports. A board's procedures may provide that oral reports are permitted and if they are, then the agenda should clearly indicate this in the interest in fairness and to protect absentees.

This next point cannot be stressed enough – trustees must be very careful and clear in their motions as to what they are doing with any report received from a board committee or from administration. If a report is simply being received for information and no action needs to be taken by the board of trustees with respect to any item in the report, then the Chair can merely state “thank you, the report has been received and needs no action”. This is recorded in the minutes. No motion is necessary in that case. It is really not proper form to receive or accept a report if no action is being taken.

Good Governance for School Boards: Trustee Professional Development Program
MODULE 12: RUNNING EFFECTIVE MEETINGS

If there is no legal requirement to adopt a report and the nature of the report is such that the board of trustees is being asked to make a decision emanating from the report, then the motion should be clear as to what action is being taken. It may not be appropriate to simply adopt the entire report.

[Minutes of Meetings]

Draft minutes of a meeting should be provided to trustees prior to the meeting at which the trustees will be asked to approve the minutes. Minutes are the official record of a board or a committee's proceedings. Minutes are not official until the board of trustees or the committee approves them. Remember motions are in effect upon adoption unless the motion provides for some other effective date even if the minutes have not yet been approved. The director of education as secretary of the board is required by the *Education Act* to ensure that minutes of all board meetings are kept and that the minutes are signed by the chair or the presiding member at the time.

Minutes of a meeting should contain, at a minimum, the date, time and place of the meeting, who was present, a record of all motions and the outcome, but not necessarily how each trustee voted unless it is a recorded vote, points of order and rulings by the chair together with reasons, declarations of conflicts of interest and ensure any motion to excuse a trustee from attendance at a meeting is recorded. It is not necessary to record the entire verbatim debate of a motion. All minutes of meetings of a board are public and open to inspection by anyone.

[Adjournment of Meeting]

If your board's special rules of order do not provide for how to end a meeting, generally most parliamentary authorities provide that if the end of the agenda has been reached the chair of the meeting can simply ask if there is any further business and hearing none, can declare the meeting at an end. A meeting is not adjourned until the chair declares it. You should consult your board's special rules of order and/or parliamentary authority for when a motion to adjourn can be made. Most parliamentary authorities treat a motion to adjourn as a privileged motion and therefore, is dealt with in priority to anything that is currently on the floor.

[Public Meetings]

You will recall that in the first section of this module we discussed what is a meeting within the meaning of the *Education Act*. As discussed if a decision of the board of trustees is being made or a discussion is being held that will materially advance the decision-making process, then that meeting must be held in the public. This applies as

Good Governance for School Boards: Trustee Professional Development Program
MODULE 12: RUNNING EFFECTIVE MEETINGS

well to committee meetings, including committee of the whole board meetings, unless the board or committee is permitted to hold that meeting in private.

[In-camera Meetings]

The *Education Act* provides that a meeting of the committee of the board or committee of the whole board may be closed to the public and the media when the matter is to be discussed involve any of the following: the security of the property of the board, the disclosure of intimate, personal or financial information about a member of the board or one of its committees, or employee or perspective employee of the board, or a pupil or his or her parent or guardian, the acquisition or disposal of a school site, negotiations with employees of the board or litigation affecting the board.

Any committee of the board, including a committee of the whole board, may be closed to the public and the media when any of the matters listed are discussed.

Compliance with the *Municipal Freedom of Information and Protection of Privacy Act* may result in trustees ensuring that meetings concerning the disclosure of intimate, personal or financial information is discussed in private even though the *Education Act* does not make it mandatory that the committee meet in private. When dealing with an issue concerning a young offender and any youth witnesses, a board must be careful not to disclose the names of those individuals unless permitted to do so under the *Youth Criminal Justice Act*. Sections (8) known as law enforcement, (9) known as relations with governments, (10) known as third part information and (14) known as personal information – all sections of the *Municipal Freedom of Information and Protection of Privacy Act* prohibit the disclosure of confidential and or personal information.

Therefore, trustees must be careful not to discuss such matters in a public meeting.

Even though the *Education Act* does not expressly provide for trustees to meet in private concerning issues related to solicitor and client communications, the prevailing wisdom is that these matters may be dealt with in private. Solicitor and client privilege cannot be waived by individual trustees. Having said that, the confidentiality of all in-camera meetings must be strictly respected. This includes all discussions, all materials distributed, and decisions made in-camera. In order for the board of trustees to conduct a meeting in-camera, the board must first pas a motion to go into the committee of the whole board and for that committee to go in-camera and briefly state why. For example, personnel matters, property, etcetera.

Most boards have policies related to in-camera meetings and generally provide that board members, administrative staff, the recording secretary and anyone directly involved in an issue may be present. Student trustees may participate in an in-camera meeting, with the exception of those dealing with matters relating to intimate, personal

Good Governance for School Boards: Trustee Professional Development Program
MODULE 12: RUNNING EFFECTIVE MEETINGS

or financial information of trustees, members of the committees, an employee, perspective employee, a student or perspective student's parent or guardian.

As discussed earlier, any motions passed in a committee, including an in-camera meeting of the committee of the whole, are not legally binding decisions of the board until a motion is passed by the board of trustees in a public meeting. This means that any decisions made in an in-camera meeting of the committee of the whole board must be adopted formally in a public meeting. This is usually done by assigning numbers to the matters on the in-camera agenda and then moving the motion in the public meeting by stating "I move the recommendation of the committee of the whole regarding item number one".

[Who may be excluded from a meeting?]

We previously dealt with excluding members of the public and media from in-camera meetings. The *Education Act* provides that the presiding officer, usually the chair of the board or a committee, may expel or exclude from any meeting of the board or a committee any person who has been guilty of improper conduct at the meeting. Because the legislation provides that any person may be excluded for improper conduct this would include a trustee. Improper conduct is not defined in the Act, however this is a tool that a chair could use immediately at a meeting when anyone's behavior, including that of a trustee, is so offensive that it is impeding or disrupting the meeting.

Bill 177, which was recently passed, now provides that if trustee has been found to have breached the code of conduct of the board, the board of trustees may impose a sanction of excluding the offending trustee from all or part of a meeting.

[End of module]