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Onikaniwak Opimpayichikiwina Board Operations

The Board believes that its ability to discharge its obligations in an efficient and effective manner is dependent upon the development and implementation of a sound organization design. In order to discharge its responsibilities to the Kee Tas Kee Now Tribal Council Education Authority, the Board shall hold meetings as often as is necessary. Board members are expected to follow the KTCEA board declaration of manâtsiwin in all board operations.

A quorum, required for any meeting of the Board, shall be at least 60% of the Directors and at least one Director representing each Member First Nation. The Board has adopted policies so that the business of the Board can be conducted in an orderly and efficient manner.

The Board believes that its fundamental obligation is to preserve, if not enhance, the public trust in education, generally, and in the affairs of its operations in particular. Consistent with its objective to encourage the general public to contribute to the educational process, Board meetings will be open to the public. Towards this end, the Board believes its affairs must be conducted in public to the greatest extent possible. No person shall be excluded from a public session except for improper conduct.

The Board believes there are times when public interest is best served by private discussion of specific issues in "in-camera" sessions. The Board believes it is necessary to protect individual privacy and the Board's own position in negotiating either collective agreements or contracts and therefore expects to go in-camera for issues dealing with individual students, individual employees, land, labour, litigation or negotiation.

The Board further believes having members of the public make presentations at Board meetings can enhance public interest.

1. Appointments

- 1.1. Directors are currently appointed by the Chief of each Nation. Each Nation shall have three (3) Directors.

2. Organizational Meeting

- 2.1. An organizational meeting of the Board shall be held annually as part of the Annual General Meeting.
- 2.2. The Superintendent or designate shall call the meeting to order and act as Chair of the meeting for the purpose of the election of the Board Chair.
- 2.3. Each Director will take the oath of office immediately following the call to order of the organizational meeting after a general election. Special provisions will be made for a Director taking office following a by-election.
- 2.4. Upon election as Chair, the Board Chair shall take the oath of office and preside over the remainder of the organizational meeting. The Board Chair shall normally be elected for a period of one (1) year.
- 2.5. The organizational meeting shall, in addition:
 - 2.5.1. Elect a Vice-Chair;
 - 2.5.2. Establish a schedule (date, time and place) for regular meetings and any additional required meetings for the ensuing year;
 - 2.5.3. Create such standing or ad hoc committees of the Board as are deemed appropriate, and appoint members;
 - 2.5.4. Appoint Board representatives to the various Boards or committees of organizations or agencies where the Board has regular representation, as appropriate;
 - 2.5.5. Each Member First Nation will have representation on all committees in 2.5.3 and 2.5.4. Directors of each Member First Nations will decide their own committee representation.
 - 2.5.6. Review Director conflict of interest stipulations and complete disclosure of information requirements; and
 - 2.5.7. Address other organizational items as required.

In the organizational meeting, items 2.5.3 and 2.5.4 may be deferred until the subsequent monthly meeting.

3. Regular Meetings

- 3.1. All meetings will ordinarily be held at the Kee Tas Kee Now Tribal Council Education Authority central office or other venues as decided by the Board.
- 3.2. While it is the preference of the Board to have all Directors present in person at a common location, there may be instances when Directors will need to participate from a remote setting.
 - 3.2.1. Directors should ensure that the means and location used to participate in the meeting will allow for moving in-camera and will meet all requirements of an in-camera session as per section 5 of this policy. This includes ensuring that all confidential information relating to KTCEA is fully protected, and ensuring that a reliable phone and internet connection is in place.
 - 3.2.2. Directors are encouraged to have their camera on when participating from a remote location.

- 3.3. All Directors shall notify the Superintendent or designate if they are unable to attend a Board meeting. The Superintendent or designate shall inform the Board Chair of Directors who are unable to attend.
- 3.4. All Directors who are absent from three consecutive regular meetings shall:
 - 3.4.1. Obtain authorization by resolution of the Board to do so; or
 - 3.4.2. Provide to the Board Chair evidence of illness in the form of a medical certificate respecting the period of absence.
 - 3.4.3. Provide to the Board Chair acceptable reasons other than illness to be absent from three consecutive regular meetings.

Failure to attend may result in disqualification as a Director.

- 3.5. If both the Chair or Vice-Chair through illness or other cause are unable to perform the duties of the office or are absent, the Board shall appoint from among its members an acting Chair, who on being so appointed has all the powers and shall perform all the duties of the Chair during the Chair's and Vice-Chair's inability to act or absence.
- 3.6. Regular meetings of the Board will not be held without the Superintendent and/or designate(s) in attendance, unless the Superintendent's contract is being discussed.

4. Special Meetings

- 4.1. Occasionally, unanticipated or emergent issues require immediate Board attention and/or action.
- 4.2. Special meetings of the Board will only be called when the Chair or the majority of Directors are of the opinion that an issue must be dealt with before the next regular Board meeting.
- 4.3. The nature of the business to be transacted must be clearly specified in the notice of the meeting. Unless all Directors are present at the special meeting, no other business may be transacted. Items can be added to the agenda only by the unanimous consent of the entire Board.
- 4.4. Special meetings of the Board shall be open to the public recognizing that specific agenda matters may be held in-camera.
- 4.5. Special meetings of the Board will not be held without the Superintendent and/or designate(s) in attendance, unless the Superintendent's contract is being discussed.

5. Closed (In-Camera) Sessions

The Board may, by resolution, schedule an in-camera meeting at a time or place agreeable to the Board or recess a meeting in progress for the purpose of meeting in-camera. Such resolutions shall be recorded in the minutes of the Board, including the general topic to be discussed, and shall specify those individuals eligible to attend in addition to Directors and the Superintendent. Such resolutions must be supported by a two-thirds majority of the Directors in attendance.

The Board may convene in-camera only to discuss matters of a sensitive nature, including:

- 5.1. Individual students
- 5.2. Individual employees;
- 5.3. Matters relating to negotiations;
- 5.4. Acquisition/disposal of real property;
- 5.5. Litigation brought by or against the Board;
- 5.6. Matters that the Board considers as privileged information.

Such sessions shall be closed to the public and press. The Board shall only discuss the matter(s) that gave rise to the in-camera meeting. Board members and other persons attending the session shall maintain confidentiality and shall not disclose the topic or substance of the discussion at such sessions.

The Board shall, during the in-camera session, adopt only such resolution as is required to re-convene the Board in an open, public meeting.

- 5.7. Once out of camera, the Board will report briefly on the topics discussed respecting the confidentiality principles of in-camera.

6. Agenda for Regular Meetings

6.1. The Superintendent, within two (2) weeks prior to the date of the regular board meeting or at such other time as the Board determines, is responsible for preparing an agenda for Board meetings in consultation with the Board Chair and the Vice Chair. The order of business at a regular meeting shall generally be as follows:

- 6.1.1. Call to Order
- 6.1.2. Opening Prayer
- 6.1.3. Approval of the Agenda
- 6.1.4. Conflict of Interest
- 6.1.5. Approval of Minutes
- 6.1.6. Business Arising from the Minutes
- 6.1.7. Delegations
- 6.1.8. Action Items
- 6.1.9. Board Chair Report
- 6.1.10. Superintendent Report
- 6.1.11. Administrative Reports
- 6.1.12. Committee or Director Reports
- 6.1.13. Future Business Items, including
 - 6.1.13.1. Meeting Dates
 - 6.1.13.2. Notice of Motion
 - 6.1.13.3. Topics for Future Agendas
 - 6.1.13.4. Requests for Information
 - 6.1.13.5. Response to Requests for Information

- 6.1.14. Motion to Go In Camera (if required)
 - 6.1.15. Motion to Come Out Of Camera (if required)
 - 6.1.16. Report of In Camera
 - 6.1.17. Action in Response to In Camera
 - 6.1.18. Closing Prayer, and
 - 6.1.19. Adjournment
- 6.2. Items scheduled for a specific time shall be clearly identified on the agenda.
- 6.3. The agenda will be supported by copies of letters, reports, contracts and other materials as are pertinent to the business that will come before the Board and will be of value to the Board in the performance of its duties.
- 6.4. Each action item will include a clear recommendation.
- 6.5. Items may be placed on the agenda in one (1) of the following ways:
- 6.5.1. By notifying the Board Chair, Vice Chair or Superintendent at least ten (10) calendar days prior to the Board meeting;
 - 6.5.2. By notice of motion at the previous meeting of the Board (this may be waived as per s.8.1.3)
 - 6.5.3. As a request from a committee of the Board; and/or
 - 6.5.4. Emergent issues that require Board action may arise after the agenda has been prepared.
 - 6.5.5. Changes to the agenda may be made by a majority of those present.
- 6.6. The agenda package, containing the agenda and supporting information, will be available to each Director at least (5) calendar days prior to the Board meeting.
- 6.7. Subsequently, emergent information may be provided at the meeting; and further, the Superintendent shall advise the Chair regarding the emergent nature of such information.
- 6.8. The Board will follow the order of business set by the agenda unless the order is altered or new items are added by agreement of the Board.
- 6.9. During the course of the Board meeting, the majority of Directors present may amend the agenda and place items before the Board for discussion. The Board may take action on such items.
- 6.10. The list of agenda items shall be posted on the Education Authority website and be available at the Education Authority office. Any elector may inspect the agenda and request a copy.
7. Minutes for Regular or Special Meetings
- 7.1. The Board shall maintain and preserve, by means of minutes, a record of its proceedings and resolutions.
 - 7.2. The minutes shall record:
 - 7.2.1. Date, time and place of meeting;
 - 7.2.2. Type of meeting;
 - 7.2.3. Name of presiding officer;
 - 7.2.4. Names of those Directors and senior administration in attendance, (excused Director absences as regrets; unexcused absences as absences);

- 7.2.5. Approval of agenda;
 - 7.2.6. Approval of preceding minutes;
 - 7.2.7. All resolutions;
 - 7.2.8. Names of persons making the motions;
 - 7.2.9. Points of order and appeals;
 - 7.2.10. Approved Appointments;
 - 7.2.11. Receipt of reports of committees;
 - 7.2.12. The recording of the vote on a motion;
 - 7.2.13. Individual Director declaration of vote; and
 - 7.2.14. Time of adjournment.
- 7.3. The minutes shall: be prepared and reviewed as directed by the Superintendent, prior to submission to the Board;
- 7.4. An audio version of the draft minutes will be provided (when possible) to the Board in Cree and English.
- 7.5. Minutes shall be considered an unofficial record of proceedings until such time as adopted by a resolution of the Board;
- 7.6. Minutes shall be deemed to be the official and sole record of the Board's business upon adoption.
- 7.7. The Superintendent or designate shall ensure, upon acceptance by the Board, that appropriate signatures are appended to each page of the minutes.
- 7.8. The Superintendent or designate shall establish and maintain a file of all Board minutes.
- 7.9. As part of its ongoing effort to keep staff and the public fully informed concerning its affairs and actions, the Board expects the Superintendent to institute and maintain effective and appropriate procedures for the prompt dissemination of information about decisions made at all Board meetings.
- 7.10. The approved minutes of a regular or special meeting shall be posted to the website as soon as possible following approval.
- 7.10.1. The Superintendent or designate is responsible to post the approved minutes.
- 7.11. All committees of the Board shall maintain records of the proceedings.
- 7.11.1. Once approved by the committee chair, the minutes shall be presented to the Board for approval.

8. Motions

8.1. Notice of Motion

- 8.1.1. A notice of motion serves the purpose of officially placing an item on the agenda of a future, regular meeting; giving notice to all Directors that an item shall be discussed while also providing time for consideration and preparation for the motion;
- 8.1.2. A notice of motion shall exist as a standing item on regular Board meeting agendas to provide Directors an opportunity to speak to, and suggest a motion for, future consideration for action.

- 8.1.3. The mover may ask the Board to “waive notice of motion” so that the debate and vote can happen immediately;
- 8.1.4. A notice of motion can only be waived by a unanimous decision of the Board; and
- 8.1.5. There is no debate on a notice of motion.
- 8.2. All motions require a seconder.
- 8.3. A Board motion or a recommendation from administration must generally be placed before the Board prior to any discussion taking place on an issue.
- 8.4. Motions may be submitted by any Director, including the Board Chair.

9. Speaking to a Motion and Discussion

The custom of addressing comments to the Board Chair is to be followed by all persons in attendance.

- 9.1. Once a motion is before the Board, and until it is passed or defeated, all speakers shall confine their remarks to the motion or to the information pertinent to the motion.
- 9.2. The mover of a motion speaks first and then any Elder present is invited to speak to the motion. Thereafter every Director shall have an opportunity to speak to the motion before any director is allowed to speak a second time.
- 9.3. Whenever the Board Chair wishes to speak on a motion, the Chair is temporarily vacated and the Vice Chair presides.
- 9.4. The Board Chair shall normally speak just prior to the last speaker.
- 9.5. The last speaker shall be the mover of the motion, given that the mover of the motion is permitted to close debate on the motion.
- 9.6. The Board Chair will then ask if any of the Elders present have any closing comments before the vote is taken.
- 9.7. As a general guide, a Director should not speak longer than five (5) minutes on any motion.
 - 9.7.1. The Board Chair has the responsibility to limit the discussion by a Director when such a discussion is repetitive or digresses from the topic at hand, or where discussion takes place prior to the acceptance of a motion.
- 9.8. No one shall interrupt a speaker, unless it is to ask for important clarification of the speaker’s remarks, and any such interruption shall not be permitted without permission of the Board Chair.
- 9.9. Should a Director arrive at the meeting after a motion has been made and prior to taking a vote, the Director may request further discussion prior to the vote.
 - 9.9.1. The Board Chair shall rule on further discussion.
- 9.10. A Director may require the motion under discussion to be read at any time during the debate, except when a Director is speaking.
- 9.11. Only the Board Chair may call the question. The Board Chair may choose to call the question once he/she feels that sufficient debate has taken place.

10. Voting on the Motion

- 10.1. All Board votes on items, except for those taken by secret ballot, will be recorded as follows:
 - 10.1.1. Minutes will indicate if vote is unanimous
 - 10.1.2. If the vote is not unanimous, then the dissenting voters will be identified and recorded in the minutes if requested
- 10.2. The Board Chair, and all Directors present, unless in a conflict of interest, shall vote on each question.
 - 10.2.1. Each question shall be decided by a majority of the votes of those Directors who are present.
 - 10.2.2. A simple majority of a quorum of the Board shall decide in favour of the question.
 - 10.2.2.1. In the case of an equality of votes, the question is defeated
 - 10.2.2.2. A vote on a question shall be taken by open vote, expressed by show of hands or if a member is attending via electronic means, votes will be made vocally so all can hear, except the vote to elect the Board Chair or Vice-Chair, which is by secret ballot.
- 10.3. Information reports may be used to communicate factual data or knowledge about a particular circumstance, event or activity that may be of pertinent interest to the Board.
 - 10.3.1. Questions or comments related to the information are permitted, but no decisions are required or expected.
 - 10.3.2. These items shall only require written acknowledgment in the recorded minutes that they were received as information only.

11. Debate

- 11.1. In all debate, any matter of procedure in dispute shall be settled, if possible, by reference to *Robert's Rules of Order*. If this reference is inadequate, procedure may be determined by motion supported by the majority of Directors in attendance.

12. Elder Participation at Board Meetings

- 12.1. The meaningful involvement and engagement of Elders is strongly promoted at Board meetings.
- 12.2. Elders may provide their valuable advice to motions on the floor prior to the vote.

13. Delegations to the Board

- 13.1. The Superintendent shall ensure that delegations wishing to appear before the Board have pursued all avenues of resolution (where appropriate) prior to requesting an opportunity to appear before the Board and, further, the Superintendent shall provide the delegation with a copy of the Board policy excerpt regarding public participation at Board meetings.

- 13.2. The delegation shall provide to the Superintendent ten (10) days' written notice of intent, prior to the regular meeting at which they wish to appear; the notice shall include a written brief articulating the matter.
- 13.3. Topics upon which the delegation wishes to speak must be within the jurisdiction of the Board and not deal with personal complaints about school personnel.
- 13.4. The delegation shall appoint not more than two (2) persons to speak on its behalf at the meeting and to respond to questions from the Board.
- 13.5. The delegation will be afforded fifteen (15) minutes for presentation, following which ten (10) minutes will be allocated for Director questions.
- 13.6. The notice, the summary and the names of persons who will be making the presentation shall be included in the agenda for the meeting.
- 13.7. If a decision is required in response to a presentation, the Board will render its decision at a subsequent meeting and in a timely manner.
- 13.8. The Board Chair and the Superintendent may jointly agree to waive the foregoing requirements in special circumstances where the health and/or safety of students and/or staff are of concern.
- 13.9. The Board may also incorporate a recess session during a regular meeting of the Board, for the purpose of unscheduled public participation.

14. Audio/Video Recording Devices

- 14.1. The Board expects that anyone wanting to use recording devices at a public Board meeting shall obtain prior approval of the Board Chair who will advise the Board.

15. Votes by Proxy

Proxy votes will be conducted as follows:

- 15.1. A Board Member's vote may be cast by a designated proxy for that Board Member.
- 15.2. Members must notify the Board Chairperson as to the proxy at least one week in advance of meeting(s) unless in the case of an emergency.
- 15.3. A person authorized to be a proxy must be a Councillor of that Board Members' participating First Nation.
- 15.4. No proxy shall be valid after the meeting for which it is authorized.