



Governance Committee Meeting

Date:	Monday, March 21 st , 2022
Time:	5:00 p.m.
Location:	St. Francis Meeting Room 2 nd floor (Former Boardroom)
Next Meeting Date(s):	Monday, May 16, 2022 – 5 pm
Attendees:	
Board of Trustees: Bill Conway, Manuel da Silva, *Jeanne Gravelle, Shannon Nash, Wendy Price, Hans Roach, *Brian Schmalz (Chair), *Melanie Van Alphen, *Tracey Weiler * = <i>Governance Committee Members</i>	
Administrative Officials: Loretta Notten	

1. Welcome and Opening Prayer

2. Approval of Agenda

Motion: Approval of Monday, March 21, 2022, Governance Agenda

Moved by: Melanie Van Alphen

Seconded by: Jeanne Gravelle

Carried by Consensus

3. Declared Pecuniary Interest

NA

4. Approval of the Minutes

N/A - Governance Minutes of October 18, 2021, approved during October 25, 2021 Board Meeting.

5. Discussion Items

5.1 By-law Review – Amendments suggested as noted below:

Article 1 –

1.1.16 – “YEAR” means, unless qualified by the word “calendar” or “school”, the period commencing on the 15th of November and ending on the 14th of Nov

Article 2 –

2.3 The Presiding Officer at the Inaugural Meeting shall be the CEO, or in the absence of the CEO, **their** designate, until the Chair is elected.

2.5.1 *At the first meeting of each Year* and at the first opportunity...

2.5.2 *At the first meeting of each Year* and at the first opportunity...



Article 3 –

3.2.2 at the date and time fixed by the Chair within seven **calendar** days of receipt of the written request of five Trustees;

3..3.12 (new) In accordance with 463/97 s.5.1 (1), when the full Board is attending in person, in order for an individual trustee to participate in a meeting electronically, they must articulate their rationale to the Chair. Reasons that would constitute sound rationales for electronic participation include:

- a) inordinate distance barrier to attend meeting (eg., 200 km)
- b) inclement weather that does not allow for safe attendance
- c) health concerns

3.3.13 (new) In accordance with 463/97 s.3(3) – That in order for a Trustee to participate in an electronic meeting not open to the public, they must participate with camera on, and private headset visible.

3.19.1 and **3.19.2** – correct **CEO** to CEO (search to edit through the document)

3.20 Delivery of Agenda for BOARD MEETING The Agenda for every Meeting, together with notice or reminder of such Meeting, shall be delivered electronically, to each Trustee, and posted on the Board website a minimum of seventy two hours in advance of such Meeting.

3.21 Delivery of Agenda for COMMITTEE MEETING The agenda for every Committee Meeting that is not closed to the public, together with notice or reminder of such Meeting shall be delivered electronically, to each Committee member, and posted on the Board website a minimum of **seventy-two hours in advance of such Meeting. (3 calendar days)**

Meeting 2 began: 5:53

The Chair shall call a Special Meeting of the Board or **Special Meeting** of the Committee of the Whole Board, including In Camera:

3.2.1 at any time determined by resolution of the Board at the date and time so determined;

3.2.2 at the date and time fixed by the Chair within seven days of receipt of the written request of five Trustees;

and, may call a Special Meeting of the Board or **Special Meeting** of the Committee of the Whole Board, including In-camera at a date and time fixed by the Chair.

4.2 DIRECTOR Monitoring Report – (no change to the wording in the by-law) Note that received and approved should be included in the recommendation so that those two could be separated if needed.

4.11 Voting Compulsory – Add “**And abstentions are not permitted.**”

Note: change the wording in the Board Meeting Minutes Template to reflect 4.7 not 5.7 and 4.11 not 5.11.

5.1.1 in order to appear as a delegation, the individual or group must contact the Secretary of the Board by 9:00 a.m. the Wednesday preceding the next Regular Meeting of the Board or **Meeting of Committee of the Whole Board**;

Note: We want to continue the conversations about Delegations at Governance to reduce the barriers with Delegations and create more transparency.



8.3.2 A **Committee (consisting of staff and at least two trustees)** established by the board shall review the qualifications of **all** applicants and report to the board.

8.3.3 **Qualified** applicants will be interviewed by the Committee of the Whole Board open to the public at a date and time determined by the Chair in consultation with the Secretary.

9.2 Seal Record The Secretary of the Board shall keep a record, in a special register, of the date and the particulars of each use of the seal. (NOTE: NO CHANGE, but need to look into this, follow up to confirm if and when this is used and possibly add to Duties of the chair.)

6. Pending Items

7. Recommendations to the Board

8. Adjournment