



Thursday, February 2, 2023 | 11:00 AM

Virtual:

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Title:	Governance Procedures Update
Contact:	Erika Lougheed, Board Chair
Date Submitted:	February 2, 2023

Mandate: Excellence in Relationships through the focus on promoting and building connections to foster mutually respectful communication among students, families, staff, and the broader community.

The Special Advisors' mandate was to provide the Minister of Education with reliable and reputable advice, support and the necessary confidence in the board and its members.

Joudrie that occurred on January 17, 2023 and with SA Easton on January 20, 2023.

Throughout the conversation with the Special Advisor the overarching principle expressed was “always go back to what’s on paper”. This was reiterated as an important principle for the NNDSB Board of Trustees in particular, given the previous governance challenges.

1. Committee of the Whole meeting scheduling

SA Joudrie noted that Committee of the Whole must always be open to the public, except for in-camera business. Of particular importance for NNDSB is the need to ensure appropriate notice is provided to the public regarding meetings. A Committee of the Whole meeting can be scheduled at any time with appropriate notice to trustees and members of the public. In a situation where the Board has defined its committee meeting schedule, this should be adhered to.

2. Bylaw Amendment Procedures

It is noted that the process to amend bylaws is outlined in Governance Policy 202, however SA Joudrie confirmed this process is predicated on the Board’s expressed support for a change (in essence, this is the process to follow once a bylaw change has been agreed to, this is not the process to raise bylaw changes).

Where there is no explicit process defined for bringing forward a request for a bylaw amendment, Robert’s Rules of Order (RROR) would consider this as an “unclassified motion” (to rescind/appeal), as the bylaws are something previously approved and adopted by the Board. A motion to rescind/appeal must be seconded and the vote

for a 2/3rds majority required to amend a bylaw. SA Joudrie noted that in this case, or any case where a misinterpretation/mistake has occurred, it should be addressed at the next meeting so that the Board can ensure it is adhering to its defined process.

Further conversation was had with SA Easton on January 20, 2023 for remaining items and questions for clarification requested by the Chair.

3. Corrective Action- Concrete Next Steps

In accordance with section 283.1 of *The Education Act*, the Director of Education must immediately upon discovery bring to the attention of the board any act or omission by the board that in the opinion of the director of education may result in or has resulted in a contravention of this Act or any policy, guideline or regulation made under this Act.

It is noted that should a board not respond in a satisfactory manner to an act or omission brought to its attention, the Director is obligated to advise the Deputy Minister of the Ministry of the act or omission.

In accordance with section 218.4 of *The Education Act*, the chair of a board must preside over meetings of the board and conduct the meetings in accordance with the Board's procedures and practices for the conduct of board meetings.

The Chair requested concrete actionable advice regarding corrective actions and what implications exist for the Chair when proper process is not followed. In conversation with SA Easton, NNDSB was advised that there are firm obligations for the Chair to take corrective action. Procedural errors can be overturned by the Court. It is doubtful that there would be legal consequences for honest mistakes. The most typical consequence is felt with public relations.

Once a mistake is known, it must be corrected. Deliberate misapplications or mistakes known to the Board and not corrected do carry implications for the

