

what to expect at your first board meeting

This section describes the steps taken at the organizational meeting of trustees. It also describes how meetings are run and voting procedures.

What is the organizational meeting?

During the organizational meeting, the board elects a chair and a vice-chair. The board must hold an organizational meeting each year. In a general election year, the organizational meeting must be held within four weeks after the date of the election. The board usually appoints trustees to various board committees during the organizational meeting.

Notice of the organizational meeting

The board secretary sets the time and place for the organizational meeting. Each trustee will receive notice of the organizational meeting by registered mail at least seven days before the meeting or personally delivered at least two days before the meeting. (sections 64 and 67 of the School Act)

First trustees take the oath of office

At the first organizational meeting after a general election, the first order of business is for each trustee to take and sign the official oath of office set out in the Oaths of Office Act. This oath must be left with the board secretary.

Trustees file a disclosure statement

Each trustee must file with the board secretary a statement showing:

- the names and employment of the trustee and trustee's spouse or adult interdependent partner and children;
- the names of the corporations, partnerships, firms and governments or persons in which the trustee has a pecuniary interest; and
- the names of the corporations, partnerships, firms and governments or persons in which the trustee's spouse or adult interdependent partner or children under 18 years of age have a pecuniary interest. (section 81 of the School Act)

The school board elects a chair and vice-chair

At the organizational meeting (and afterwards at any time as determined by the board), the board elects a trustee to serve as chair of the board and elects another trustee to serve as vice-chair. The chair and vice-chair hold office at the pleasure of the board. (section 65 of the School Act) If the chair is unable to perform his or her duties or is absent, the vice-chair will assume the powers and duties of the chair. If both the chair and vice-chair are unable to perform the duties of the office or are absent, the board shall appoint an acting chair from amongst its members. A secret ballot may be used to elect the chair or vice-chair if requested by one or more of the trustees.

Scheduling regular board meetings

After the first organizational meeting, the school board shall hold as many regular meetings as necessary to deal with its business. The board shall pass a resolution establishing the date, time and place of regular meetings. (section 66 of the School Act)

Holding a special board meeting

The chair, the majority of trustees or the minister of education may call a special meeting. Written notice of the special meeting must be given to each trustee identifying the time, date and place of the special meeting and the nature of the business to be transacted. This notice must be sent either by registered mail at least seven days before the date of the meeting, or delivered personally at least two days before the meeting, to the trustee or to a responsible person at the trustee's residence. By unanimous agreement of all trustees, the requirements for notice of a special meeting may be waived. Evidence of the waiver should be documented in writing. Only business set out in the notice of the special meeting may be conducted at the meeting unless all board members are present, in which case any business may be transacted. (section 67 of the School Act)

How many trustees need to support a motion to pass it? What is quorum?

In order for an act of the board to be binding, it must be passed by a majority vote at a meeting with a "quorum" (the majority of the trustees of the full board). The full board means the total number of seats on the board whether they are filled or not. The minister of education can modify the definition of a quorum when the number of trustees on a board falls below the number required for a quorum. A meeting that begins with a quorum but loses that quorum because trustees leave the meeting is no longer a valid meeting. When a board cannot achieve quorum because a majority of the trustees are in a conflict of interest on a particular issue, the minister of education may order that the remaining trustees are deemed to be a quorum for the purposes of deciding the issue. (section 71 of the School Act)



Senior legal secretary Jennifer Elsinga takes notes at a meeting of board representatives.

Are board meetings open to the public?

School board meetings are open to the public. When a majority of the trustees at the meeting are of the opinion that it is in the public interest to hold the meeting or part of a meeting in private or *in camera*, the board may, by resolution, exclude any person from the meeting. When a meeting is held in camera, the board does not have the power to pass a bylaw or resolution – the board must revert to an open meeting to pass any bylaw or resolution emerging from an in camera meeting. (section 70 of the School Act) During any meeting, the chair may exclude any person, who is guilty of improper conduct, from the meeting.

What are the voting procedures?

While the school board may adopt Robert's Rules of Order or any other set of procedural rules it wishes to govern its internal procedures in meetings (section 68 of the School Act); the School Act prescribes the following rules for board meetings:

- *every trustee must vote* on every resolution unless he or she has a pecuniary interest in a matter before the board or if a trustee is excused from voting by resolution of the board in a specific case. (section 72 of the School Act)
- *any trustee*, including the chair, *may submit a resolution*, and no seconder is required.
- when a trustee requests a recorded vote, the secretary must record in the minutes the name of each trustee present and whether the trustee voted for or against the matter. The request for a recorded vote can also be made to the board secretary immediately after a vote is taken. In this case, the secretary must record in the minutes the name of the trustee that requested the vote and whether that trustee voted for or against the matter or abstained.
- in order for a resolution to be passed by the board, a simple majority of the trustees present at a meeting must vote in favour of the resolution. There must be quorum.
- in the event of a tie vote, the motion will be lost.
- a vote on any question shall be taken by an open vote; however, a secret ballot is allowed only for the election of a chair or vice-chair if a secret ballot is requested by one or more trustees. (section 73 of the School Act)

Recording board meetings

The board shall maintain a record of all of the proceedings of the board and any board committees. (section 74 of the School Act)

About board committees

Board committees may include trustees and members of the public. The school board may establish advisory committees with the power to make recommendations to the board or committees with the authority to act, subject only to reporting their actions to the board and any other legislative limitations.

School boards may establish “standing” committees and “ad hoc” (special) committees. A standing committee is appointed for a specific period, with responsibilities in a particular area. An ad hoc committee is appointed for a special purpose and is usually dissolved when it has completed its task.

A school board may give committees specific duties with the exception of the powers to:

- make a bylaw
- to close a school or school building
- to requisition from a municipality
- to hold a teacher transfer hearing

Expectations of school trustees

Trustee code of ethics

In 1983, trustees, through the Alberta School Boards Association, developed a code of ethics. While this code is not legally binding on trustees, it does articulate trustees' expectations. Key points of the code of ethics include:

- trustees are children's advocates – their first concern should be children;
- a trustee must devote time and study to the duties of a trustee;
- a trustee must work in harmony with other trustees;
- a trustee must avoid partisan bias; and
- a trustee should act only in the best interests of the jurisdiction.

About fiduciary duty

Based on common law principles, it is the duty of trustees to act in the best interests of the corporation, i.e. the board. Although the School Act does not specify the duties of a trustee, it is implied through common law that every trustee is legally bound to use his or her best judgment, to act in good faith and, generally, to protect the interests of the educational system to which the trustee has been elected.

Trustees become Commissioners for Oaths

Each trustee, upon assuming the office of trustee, acquires the status of a commissioner for oaths pursuant to the Commissioner for Oaths Act. No formal notice is provided to the trustee of this status which ceases when the trustee leaves office. Every trustee should be made aware of and follow certain instructions when performing their duties as a commissioner for oaths, as more particularly described in the Commissioner for Oaths Act.