



## **Minutes of Board of Directors Meeting ASBA Boardroom**

**September 12-13, 2007**

### **ATTENDANCE**

#### **Board Members**

Mrs. Maureen Kubinec, President  
Mrs. Heather Welwood, Vice-President  
Mrs. Bev Esslinger, Edmonton Public  
Ms. Debbie Cavaliere, Edmonton Catholic  
Ms. Carol Bazinet, Calgary Public  
Mrs. Marge Belcourt, Calgary Catholic  
Ms. Wendy Olson-Lepchuk, Zone 1  
Mr. Gerry Steinke, Zone 23  
Ms. Jackie Swainson, Zone 4  
Mr. Doug Gardner, Zone 5  
Ms. Kerry Milder, Zone 6  
Mrs. Jacquie Hansen, ACSTA  
Ms. Judy Muir, PSBAA  
Mr. Martin Blanchet, FCSFA

#### **Guests**

Mr. Dennis Belyk (Agenda Item A.3)

#### **Staff/Consultants**

Mr. David Anderson, Executive Director  
Ms. Donna Engel, Director, Corporate Services  
Ms. Suzanne Lundrigan, Director, Communications (Agenda Item A.8)  
Ms. Karen Munro, ASBA Lawyer (Agenda Item A.4)  
Mr. Terry Gunderson, ASBA Consultant (Agenda Item A.7)  
Ms. Heather Tkachuk, Administrative Assistant (Agenda Items A.5 and A.7)  
Ms. Marian Johnson, Administrative Assistant

**Note:** Any enclosure, report or other document to which a motion relates in whole or in part becomes an integral and official part of these minutes.

#### **CALL TO ORDER**

President Kubinec called the meeting to order at 7:30 p.m.

#### **NATIONAL ANTHEM**

Ms. Kerry Milder led the Board in the singing of O'Canada.

#### **PRESENTATION BY NORTHERN LIGHTS S. DIV. #69**

Vice-President Welwood, on behalf of her home board, presented the ASBA with new "Success Stories" prints from their "Shining Stars" series. D. Anderson thanked Northern Lights for their gift.

**A. RECOMMENDED ACTION ITEMS**

**A.1 Agenda**

**(a) Additions/Changes**

**Additions:**

**Executive Director's Compensation Committee Report:** This would be discussed as the final agenda item (see B.5, Motion #17).

**Changes:**

**B.7 Special General Meeting:** This discussion was included in A.11 - Report from PDAC

**A.3, A.4 & A.10:** These items were to be considered during the Wednesday evening portion of the meeting.

**(b) Approval**

**MOTION #1**

M. Belcourt

That the agenda, as amended, be approved.

**CARRIED**

**A.2 Approval of Minutes**

**(a) Errors/Omissions**

**May 10-11, 2007:**

Correct spelling of Jackie Swainson's name under "Attendance".

**(b) MOTION #2**

D. Cavaliere

That the minutes of the May 10-11, 2007 ASBA Board of Directors meeting be approved as amended.

**CARRIED**

**June 14, 2007:**

No errors or omissions were reported.

**MOTION #3**

G. Steinke

That the minutes of the June 14, 2007 ASBA Board of Directors meeting be approved as presented.

**CARRIED**

**June 25, 2007:**

Distinguish the former Directors from the current Directors under "Attendance".

**MOTION #4**

D. Gardner

That the June 25, 2007 meeting of the ASBA Board of Directors meeting be approved as amended.

**CARRIED**

**July 10, 2007:**

No errors or omissions were reported.

**MOTION #5**

G. Steinke

That the minutes of the July 10, 2007 ASBA Board of Directors conference call meeting be approved as presented.

**CARRIED**

- (c) **Business Arising**
- Consolidation of Remaining ASBA Policies and Directives for Action:** The Directors discussed the implications of proceeding with the consolidation for consideration by the membership especially related to timelines and process. The Policy Development Advisory Committee agreed with the recommendation that Motion #14 of the June 14, 2007 Board meeting be rescinded.
- MOTION #6**  
H. Welwood
- That the ASBA Board of Directors rescind Motion #14 made at the June 14, 2007 Board of Directors meeting to consolidate existing ASBA policies and directives for action.
- CARRIED**
- A.3 **Presentation of Provincial Achievement Tests and Diploma Exam Results**
- Mr. Dennis Belyk, Executive Director of Learner Assessment with Alberta Education gave the annual presentation on provincial achievement tests and diploma exam results. This information was embargoed until its release by the department on September 25<sup>th</sup>.
- A.4 **Presentation on Fiduciary Responsibilities of Board of Directors Members**
- Ms. Karen Munro, ASBA lawyer, gave a presentation clarifying the Directors' fiduciary responsibilities and obligations as members of the ASBA Board of Directors. These included:
- Use their best judgment (duty of diligence)
  - Act in good faith
  - Protect interests of the association
  - Put beneficiary's interest first
  - To avoid or disclose conflicts of interest
  - To maintain confidentiality of *in-camera* discussions
  - Obey the association's governing documents and corporate decisions
- A.5 **ASBA Board of Directors Self-Evaluation Recommendations (May 2006 – June 2007)**
- Prior to the vote being taken on the following motion, a friendly amendment was accepted that on page 7 of the self-evaluation report the word "decision" be replaced by "suggestion" on the last line of the page.
- MOTION #7**  
J. Swainson
- That the ASBA Board of Directors approve the Self-Evaluation report as amended and circulate it to all boards, and, further, that the Board directs the Executive Director to draft the necessary amendments to the Board of Directors' policies, and to bring the revised draft policies to a future Board meeting for Board consideration and approval.
- CARRIED**
- A.6 ***In-Camera* Session**
- MOTION #8**  
C. Bazinet
- That the meeting move *in-camera*.
- CARRIED**

**MOTION #9**  
D. Cavaliere

That the meeting move out of *camera*.

**CARRIED**

**MOTION #10**  
C. Bazinet

That the ASBA Board of Directors approve the Executive Director Evaluation Report for the period September 1, 2006 – August 31, 2007 as an accurate reflection of the Executive Director's performance for the period and, further, the Board authorizes the President to make any required technical edits and to sign the report on the Board's behalf; and

That the Executive Director's Evaluation Report be filed in Mr. Anderson's personnel file. As a result of the satisfactory performance, as per contract, the Board is pleased to extend Mr. Anderson's rolling three year contract for one additional year until August 31, 2010 A.D.

**CARRIED**

**(b) Executive Director's Evaluation – Changes to the Process and Criteria for September 1, 2007 – August 31, 2008.**

**MOTION #11**  
B. Esslinger

That the process and criteria for the September 1, 2007 – August 31, 2008 Executive Director evaluation be the same as it was for the 2006-2007 evaluation, with the following quality indicators added under the Executive Director/Board Relations role description:

1. Interacts with the Board in a respectful, professional, transparent manner.
2. Implements Board direction with integrity in a timely fashion.
3. Provides the Board with balanced sufficient concise information and clear recommendations in the form of briefing notes.
4. Provides support to the Board of Directors in addressing issues of member boards.

And, further, the Board directs that the Process, Criteria and Timelines document and the appropriate policies be amended in the Board of Directors' Governance Handbook to reflect these changes.

And, further, that the Board shall diligently reflect, in writing, recommendations and commendations upon receipt of each accountability report. The Board must conduct the Executive Director's evaluation *in camera*.

**CARRIED**

**A.7 ASBA Strategic Plan Year End Report (2006-2009)**

T. Gunderson presented an update on the progress made on the 2006-2009 ASBA strategic plan year-end report. He summarized that significant progress had been made on the required deliverables (action on 23 of 28 strategies), but that work, particularly around the Governance Review, still remained to move the organization forward.

**A.8 ASBA Board of Directors  
Advocacy Plan (2007-2010)**

S. Lundrigan advised the board that each of the advocacy committees (infrastructure, student transportation, and improving high school completion) had recently met. Each now have a basic plan on which to build as necessary and communicate to boards. The Infrastructure Committee was gathering data on ideal learning environments to be used to develop a tool kit for best instructional facilities.

**MOTION #12**  
W. Olson-Lepchuk

That the ASBA Board of Directors adopt the Advocacy Plan as presented to focus its advocacy efforts over the next three years.

**CARRIED**

*The Board took a break and treated ASBA staff to cake to show their appreciation for the staff's hard work.*

**A.9 ASBA Response to Capital Borrowing Regulation Review**

**MOTION #13**  
D. Cavaliere

That the ASBA Board of Directors respond to Alberta Education's Capital Borrowing Regulation discussion paper along the lines recommended in the critique drafted by Dr. Russ Wiebe.

**CARRIED**

A comment was made regarding the poor timing of the government's request for input of June with a deadline of August 31. It was also noted that ASBA did not have a policy in place to support this position.

**A.10 Report from Policy  
Development Advisory  
Committee re September 14  
Special General Meeting**

The Board was advised that the proposed bylaw changes to be discussed at the special general meeting would be considered bylaw by bylaw with a separate presentation on each bylaw's changes prior to voting.

D. Anderson advised that he was aware of two amendments that would be coming forward at the meeting. The first was to Bylaw 4, section 1 to include at the end of the second sentence that the candidate receiving the most votes would be the successful candidate. The second was to Bylaw 9 seeking a 2/3 majority with a weighted ballot on all motions, instead of a double majority. D. Anderson added that there was a possibility an amendment would be moved proposing a "sunset clause" to Bylaw 9 to review the double majority voting method.

**A.11 Insurance Board Appointments**

**(a) ASBIE**

D. Anderson advised that a vacancy existed on the ASBIE Board with the retirement of Orville Borys whose term was to expire August 31, 2009.

**MOTION #14**  
G. Steinke

That, upon review of qualifications and other considerations, Mr. Jean Champagne, Secretary-Treasurer of St. Paul Education Regional Division #1, be appointed a director to ASBIE for a two year term ending August 31, 2009.

**CARRIED**

**A.12 External Committee Appointments**

**(a) COATS Excellence in Teaching Awards Selection Committee**

As several Directors expressed their interest in serving on the selection committee a draw was made for the appointment.

**MOTION #15**  
J. Swainson

That the ASBA Board of Directors appoint Carol Bazinet to serve on the Excellence in Teaching Awards Selection Committee as the ASBA representative for a term to expire June 2009.

**CARRIED**

**A.13 Directors' Requests for Information**

**Elections:** H. Welwood requested information on the number of acclaimed trustee positions. Directors were asked to encourage their board(s) to submit this information to ASBA as soon as it was available.

**Fall General Meeting:** B. Esslinger requested information on whether caucus meetings, in particular the Metro caucus meeting, would be held during the FGM.

**A.14 Agenda Items – Future Board Meetings**

The following items were identified:

- Drug Awareness Committee (Dec)
- Subsidizing Costs (Dec)

**B. DISCUSSION ITEMS**

**B.1 Dinner with Deputy Minister and Alberta Education Senior Staff**

Directors were provided with an informal agenda for their dinner meeting with the Alberta Education staff Thursday evening. Discussion items included:

- Salary Crisis (contracts)
- Transportation Funding
- Sustainable Long Term Funding and Timely Grant Announcements
- Accountability Pillar
- On-line Learning; and
- The Future of Education – Blue Sky Thinking

It was suggested that the dinner discussion begin with a “blue sky” dialogue with the Deputy to help build the relationship between the Board and the Ministry.

**B.2 NSBA Review  
Recommendations**

D. Anderson provided the Board with a list of the NSBA review recommendations, which were administrative in nature, and the actions taken on them. While the majority of recommendations had been accepted, four were rejected due to financial constraints, inappropriateness, and/or inconsistency with school board culture.

**MOTION #16**  
W. Olson-Lepchuk

That the ASBA Board of Directors accept the NSBA Report as information.

**CARRIED**

**B.3 Education Property Tax**

D. Anderson advised that AUMA had decided not to present the agreement to their members, based on ASBA members' decision at the Spring General Meeting to postpone ratification of the agreement indefinitely (5DA/SGM07).

He added that the ASBA and AUMA Presidents and Executive Directors would be meeting after the election to discuss general issues.

It was suggested that it would be beneficial for new trustees if ASBA held a session at the Fall General Meeting and the New Trustees Orientation on the background of the agreement.

**B.4 Update re CASS Self-  
Governance Proposal**

D. Anderson advised that CASS had dramatically altered the nature of its proposal by withdrawing its approach on exclusive scope of practice and replacing it with a right to title (System Education Leader) thus registration would not be mandatory. He added that CASS was unsure if they would withdraw dual membership in ATA and that Information Item C.10(j), inaccurately stated that ASBA supported the CASS proposal in principle.

**B.5 Length of Board Meetings**

Suggestions were made to shorten the length of Board meetings:

- Receive reports in advance of presentations
- Start discussions with a motion

**MOTION #17**  
H. Welwood

That the Board of Directors consider receiving the report from the Executive Director's Compensation Committee as the final item of the September 12-13, 2007 meeting agenda.

**CARRIED**

**B.6 Emerging Trends and  
Issues**

W. Olson-Lepchuk identified on-line learning as an emerging trend.

**B.7 Special General Meeting**

Board members were provided with a binder or package of information related to the Special General Meeting. M. Blanchet notified the board of an amendment he planned to make to change the concept of a double majority to a 2/3 majority.

J. Hansen took the opportunity to apologize to the Board for speaking out as an observer in previous meetings and expressed her pledge to speak only when asked and to give only the ACSTA perspective on issues in future Board meetings.

**C. INFORMATION ITEMS**

**C.1 President's Report** Please refer to the written report.

**(a) CSBA Update** Please refer to the written report.

**C.2 Vice-President's Report** In addition to her written report, H. Welwood highlighted information item C.9(b) – Simplifying and Streamlining the ASBA Policy Process. Of the four options proposed, she stated her preference for #4 re development of an Issues Council.

**C.3 Executive Director's Report** In addition to his written report, D. Anderson updated the board on the following:

**Aboriginal Showcase:** This showcase would be held October 16<sup>th</sup> in Calgary.

**Choice Issue:** A conference call recording by Judith Anderson was being arranged to provide boards with a verbal briefing on her proposed solution to the choice issue, if it was deemed legally feasible. If Boards agreed to the solution, a policy would be presented to the membership at the Fall General Meeting requesting legislative changes.

**C.4 Member Reports** **Edmonton Public** (*B. Esslinger*): Please refer to the written report.

**Edmonton Catholic** (*D. Cavaliere*): Please refer to the written report.

**Calgary Public** (*C. Bazinet*): C. Bazinet reported that her Board had recently received \$35M for modernization projects.

**Calgary Catholic** (*M. Belcourt*): In addition to her written report, M. Belcourt provided a copy of an abstract by Dr. Andra McGinn, Superintendent of Educational Services for Calgary Catholic, entitled "Senior High School Education in the 21<sup>st</sup> Century".

**Zone 1** (*W. Olson-Lepchuk*): Please refer to the written report.

**Zone 23** (*G. Steinke*): As the Zone had not met since the last Board meeting, no report was available.

**Zone 4** (*J. Swainson*): As the Zone had not met since May, no report was available.

**Zone 5 (D. Gardner):** D. Gardner spoke on the recent Foothill's court decision on transportation having provincial implications.

**Zone 6 (K. Milder):** K. Milder advised that the Zone's latest meeting had been held September 12<sup>th</sup> and that a report would be included in the next Board of Directors agenda package.

**ACSTA (J. Hansen):** No report was available.

**PSBAA (J. Muir):** Please refer to the written report.

**FCSFA (M. Blanchet):** M. Blanchet reported that four schools had recently been opened by the five francophone boards.

**C.5 Draft ASBA Labour Disruption Plan and Labour Update (Confidential)**

**MOTION #18**

W. Olson-Lepchuk

That the meeting move *in-camera*.

**CARRIED**

G. Steinke and C. Bazinet declared a conflict of interest and were excused from the meeting.

**MOTION #19**

H. Welwood

That the meeting move out of camera.

**CARRIED**

**C.7 Reports**

The following reports were highlighted:

**C.9(g) GLA Task Team:** It was noted that the June 18<sup>th</sup> meeting was the final meeting of the GLA Task Team.

**C.9(h) ASEBP Report:** H. Welwood advised that a change to the plan design expanded the voluntary benefit package to include non-teachers who work on an occasional basis.

**Executive Director's Compensation Committee Report**

This report was considered following the discussion on the Labour Disruption Plan while the meeting was still *in-camera*.

**D. MEETING EVALUATION**

Directors were encouraged to complete and return their meeting evaluation form.

**E. ADJOURNMENT**

There being no further business, the President adjourned the meeting at 5:05 p.m., September 13, 2007.

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President

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Executive Director