



**Minutes of Board of Directors Meeting**  
Conference Call

July 10, 2007

**ATTENDANCE**

**Board Members**

Mrs. Maureen Kubinec, President  
Mrs. Heather Welwood, Vice-President  
Mrs. Bev Esslinger, Edmonton Public  
Ms. Debbie Cavaliere, Edmonton Catholic  
Mrs. Lois Burke-Gaffney, Calgary Catholic (former Director)  
Ms. Wendy Olson-Lepchuk, Zone 1  
Mr. Gerry Steinke, Zone 23  
Ms. Jackie Swainson, Zone 4  
Ms. Karen Holloway, Zone 4 (former Director)  
Mr. Doug Gardner, Zone 5  
Ms. Kerry Milder, Zone 6  
Mrs. Patricia Aitchison, Zone 6 (former Director)

**Absent**

Marge Belcourt, Calgary Catholic  
Carol Bazinet, Calgary Public

**Staff**

Mr. David Anderson, Executive Director  
Ms. Suzanne Lundrigan, Director, Communications  
Ms. Debra Tumbach, Senior Lawyer  
Ms. Heather Tkachuk, 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 1:05 p.m. Appropriate notice had been given to the Board to hold this meeting. Board members had been provided with a copy of the draft final report of the ASBA Governance Review (2007) dated July 6, 2007 and with a copy of the draft proposed bylaw changes dated July 9, 2007.

**PURPOSE OF MEETING**

The purpose of this meeting was to review the final Governance Review Report, as per Task 14 of Governance Review Timelines, and to finalize bylaw changes necessary to incorporate the review's recommendations, for consideration by the membership.

The review recommended the following bylaw changes to ASBA's governance structure:

1. Any Zone made up of more than 20 school boards to be represented by two directors at the ASBA Board of Directors.
2. School boards may not split their ballots – moving to one vote per Full member board.
3. A double-majority voting model would be used, except on leadership votes, of 60% of school boards who represent 60% of the province's students.

**Proposed Bylaw Changes:**

Board members suggested that the following changes be incorporated into the proposed bylaw changes:

1. **Terms of Reference** for the Executive Committee in the Roles and Responsibilities section of the Board Governance Handbook (GP-7) would be reviewed.
2. **Bylaw 9** – delete current sub-section 9.3 and renumber remaining sub-sections accordingly. Add to appropriate sections of Bylaw 9 that an alternate delegate may be named.
3. **Double majority voting** to be based on the number of Full member boards in attendance and voting at a general meeting.
4. **Bylaw 10 - Fees**– Sub-section 10.1.b.i - Budget amendments to be determined by a simple majority.
5. **Bylaw 11** – Amendments to Constitution and Bylaws: Sub-section 11.1 – Approval of changes to bylaws would only be allowed at a Spring General meeting unless otherwise approved/permitted by Board of Directors.
6. **Bylaw 11:** Housekeeping amendments voting to follow the double majority method as outlined in Bylaw 9.
7. **Bylaw 11:** Mail-in Ballot for Bylaw housekeeping changes to include a return date which would be at least 60 days after the Notice of Motion and ballots were sent out.
8. **Bylaw 13** – Zones of the Association: correct all references to Zone 23 to “Zone 2/3”.
9. **Schedule A** – Bylaw 4 – Voting: Sub-section 4.1(b) - clarify that the cities of Edmonton and Calgary be excluded from voting for Zone Directors and the Zone Director's alternate.
10. **Schedule A** – Bylaw 5 – ASBA Board of Directors: delete the word “geographic”.

**MOTION #1**  
D. Cavaliere

That the ASBA Board of Directors approve the proposed Bylaw changes as distributed and as discussed and amended above for consideration by the membership.

**CARRIED**

**Governance Review Report:**

Board members suggested the following amendments to the report:

1. **Executive Summary:** Change #6 of the "other issues identified" to reflect that the Executive Director and Board of Directors serve school boards.
2. **Summary Report and Recommendations from Consultant** (title, page 6): Change title to "Summary Report from Consultant Gordon Welch".
3. **Changes to Governance** (page 9, #2, first line): Replace "divvy up" with "divide".
4. **Changes to Governance** (page 9, #2, second sentence): Split sentence so it ends after the phrase "splitting their ballots". Reword remainder to read: "Each board will vote from a single corporate position." Replace last sentence with "To encourage board discussion and participation of trustees in the business portion of general meetings, the board of directors recognizes there needs to be changes in the process."
5. **Cover Letter** (to be sent to boards with the Governance Review Report): Include reference to the omnibus and parking lot issues.

**MOTION #2**  
H. Welwood

That the ASBA hold a Special General Meeting on September 14, 2007 starting at 9:00 a.m. at the Delta Edmonton South Hotel to consider the proposed bylaw changes as recommended in the Governance Review Final Report.

**CARRIED**

**ADJOURNMENT**

There being no further business, the President adjourned the meeting at 3:15 p.m.

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President

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Executive Director