



## Minutes

### ASBA Board of Directors' Meeting

December 13, 2018

ASBA Office, 1200, 9925 – 109 Street, Edmonton, Alberta

#### Attendance

##### Board of Directors

Lorrie Jess, President  
Trina Boymook, Vice-President  
Tammy Henkel, Director, Zone 1  
Cheryl Dumont, Director, Zone 2/3  
Arlene Hrynyk, Director, Zone 2/3  
Daryl Scott, Director, Zone 4  
Marsha Tkach, Director, Zone 5  
Brad Toone, Director, Zone 6  
Cathie Williams, Director, Calgary Catholic Schools  
Trina Hurdman, Director, Calgary Board of Education  
Debbie Engel, Director, Edmonton Catholic Schools  
Michael Janz, Director, Edmonton Public Schools

##### Observers

Cathy Hogg, PSBAA  
Mario Gagné, FCSFA  
Michael Ouellette, ACSTA – over the phone

##### Staff

Dr. Vivian Abboud, CEO  
Kit Anderson, Coordinator, Governance and Committees  
Tatiana Hagerty, Executive Assistant  
Valeria Palladino, Chief Officer, Research and Learning  
Rae Thygesen, Manager, Communications and External Relations

## **Call to Order**

President L. Jess called the meeting to order at 9:32 a.m. The meeting attendees sang O Canada. President L. Jess made the following treaty acknowledgement:

“We acknowledge that we are on Treaty 6 territory, a traditional meeting grounds, gathering place, and travelling route to the Cree, Saulteaux, Blackfoot, Métis, Dene and Nakota Sioux. We acknowledge all the many First Nations, Métis and Inuit whose footsteps have marked these lands for centuries.”

Self-introductions were made. T. Henkel announced that it was her last Board meeting as ASBA Director as she was resigning from her position.

President L. Jess welcomed new CEO Dr. Vivian Abboud to her first ASBA Board of Directors’ meeting and made introductory remarks.

### **1.0 Oath of Office for incoming Directors and Observers**

D. Scott, Zone 4 Director, took the Oath of Office for ASBA Directors. C. Hogg, Observer, PSBAA, took the Oath of Office for ASBA Observer to the ASBA Board of Directors.

### **2.0 Approval of Agenda**

The following items were added to the agenda.

- Agenda distribution
- Accommodation booking
- Zone Representatives Language Committee

**MOTION** moved by A. Hrynyk:

BE IT RESOLVED THAT

“The agenda be approved as amended.”

**CARRIED**

*Absent: M. Janz*

### **3.0 Conflict of Interest Declaration**

No conflict of interest was declared.

### **4.0 Consent Agenda**

The following items were removed from Consent Agenda:

- 4.1 Draft Minutes of ASBA Board of Directors’ Meeting held on October 12, 2018
- 4.5 External Committee Appointments – Update

**MOTION** moved by B. Toone:

BE IT RESOLVED THAT

“The consent agenda be approved as amended. The consent agenda includes the following resolutions:

- Director Reports
  - Zone 2/3
  - Zone 4
  - Zone 5
  - Zone 6
  - Calgary Board of Education
- Observers Reports
  - Zone 7 (ACSTA)
  - Zone 8 (PSBAA)
- External Reports
  - Implementation Advisory Committee Report
  - ASEBP Trustees’ – October, November 2018
- Correspondence Report
  - 2018-11-07 Letter to V. Palladino, Interim CEO, from T. Brand, Board Chair, Rocky View Schools re: ASBA Class Size Survey
  - 2018-11-22 Letter to V. Palladino, Interim CEO, from K. Littlechilds, CEO, ASEBP, re: ASBA’s request of the second Observer position.”

**CARRIED**

*Absent: M. Janz*

**4.1 Approval of Minutes of the ASBA Board of Directors’ Meeting held on October 12, 2018**

The draft minutes were discussed. Technical difficulties of some Directors participating in the meeting over Zoom were mentioned.

**MOTION** moved by C. Williams:

BE IT RESOLVED THAT

“The minutes of the Board of Directors’ meeting be approved as amended.”

**CARRIED**

*Absent: M. Janz*

**4.5 External Committee Appointments – Update**

Category C committees and their appointments were discussed. It was advised that Governance Policy 9 that regulated external committees, their categories, and appointments was scheduled for Policy Development Advisory Committee’s (PDAC) review in the winter-spring of 2019.

## **5.0 Executive Reports**

### **5.1 President's Report**

The President's report was circulated prior to the meeting as part of the Board meeting package. No questions were asked. President L. Jess expressed appreciation on behalf of the Board for the work done in preparation for and in execution of the FGM and Generative Discussion by T. Boymook, Vice-President, and PDAC members T. Henkel and C. Dumont.

### **5.2 Vice-President's Report**

The Vice-President's report was circulated prior to the meeting as part of the Board meeting package. Vice-President T. Boymook spoke to her report and verbally updated the Board on her plans to attend Zone 4, 5, and 6 meetings in January.

### **5.3 Interim CEO's Report**

The Interim CEO's report was circulated prior to the meeting as part of the Board meeting package. No questions were asked. The Board expressed their appreciation for the Interim CEO's work of the last six months.

### **5.4 CEO's Report**

Dr. Abboud made a verbal report on her work in the office since her commencement on December 3, 2018. The staff had started work on the following projects:

- Roadmap working group
- Finance and expenditures working group
- Communications plan
- Records management working group
- Advocacy and member engagement
- Great people and place
- Renovation working group

Dr. Abboud also mentioned the need to hire two positions: Director of Finance and Strategic Communications Advisor and advised the Board that the new organizational structure would be ready by the end of January 2019.

*M. Janz joined the meeting at 10:05 a.m.*

## **6.0 Policy Development Advisory Committee (PDAC) Report and Appointments**

### **6.1 Report to the Board on 2019 Work Plan**

The following documents were circulated at the table: PDAC Work Plan for January – June 2019 and Timeline for 2019 Spring and Fall General Meetings. T. Boymook, Vice-President, Chair, PDAC, spoke about the action items of the plan which would include the following:

- To prepare a draft of revised Governance Policy 9 – External Committees

- To review and revise the Policy to align with current practice
- To update the descriptions of the committee categories
- To review the representatives' reporting framework
- To clarify the process of appointments and reappointments
- To develop best practices guide for writing resolutions
- To review Zone/Board proposed bylaw submissions and prepare Bylaws Bulletin for SGM 2019
- To review the role of Zones. The questions for this review would be developed during Zone Chairs meeting. An orientation on the role of Zones to be included as a module on the ASBA Learning Centre
- To sweep the Governance Policies to change the title from Executive Director to Chief Executive Officer and identify the same in the Bylaws
- To sweep the Governance Policies to make the change of name from Policy Statements to Position Statements

*M. Ouellette left the meeting at 10:20 a.m.*

Discussion of the following items took place:

- External Committees terms of appointment
- Who should make appointments to category C committees
- Appointments to insurance committees and succession planning for these committees
- Professional development of ASBA Directors as per Governance Policy 3, Section 19
- Importance of creating a provision for appointments under constraint timelines

## **6.2 Business Session Debrief**

Vice-President T. Boymook made an update on the Business Session and Generative Discussion. The Board provided their feedback.

## **6.3 Disposition and Final Wording of Motions**

The Disposition and Final Wording of Motions was circulated as part of the Board meeting package prior to the meeting. It was provided for information.

### **6.3.1 Items Arising from FGM Motions**

This item was discussed as part of the item 7.0.

## **7.0 ASBA Advocacy Plan**

President L. Jess provided a summary of informal advocacy strategies that ASBA used in the last six months which included the following actions:

- MLA reception at FGM where the invitation was sent to all Alberta major parties and two party leaders participated

- President’s letters and meetings with the Minister of Education
- Media interviews
- Wrap-up message at FGM about local board autonomy
- Strategic planning session of the Board in February would provide for a review of the current plan and to formulate new directions

CEO Dr. Abboud presented advocacy framework that would inform the advocacy plan.

Vice-President T. Boymook spoke about the necessity to oversee the formulation of key messages for advocacy that would be coming from the members in late December and mid-January as a follow-up from the FGM.

**MOTION** moved by T. Henkel:

BE IT RESOLVED THAT

“The Board of Directors establishes an advocacy committee to consist of a minimum of three Directors representing metro, rural and urban boards.”

**CARRIED**

*Absent: none*

**MOTION** moved by C. Williams:

BE IT RESOLVED THAT

“Cheryl Dumont, Trina Hurdman, and Arlene Hrynyk be appointed to serve on the Advocacy Committee.”

**CARRIED**

*Absent: none*

## **8.0 Fall General Meeting Debrief and Survey Results**

The summary of the survey feedback was circulated as part of the Board meeting package prior to the meeting. The discussion took place.

**ACTION ITEM:** Administration would address this issue.

*The Board took lunch recess from 12:00 p.m. to 12:34 p.m.*

*V. Palladino left during lunch recess.*

## **9.0 Superintendent Matters Proposal**

The proposal was circulated as part of the Board meeting package prior to the meeting. CEO V. Abboud answered the Directors’ questions.

**MOTION** moved by C. Dumont:

BE IT RESOLVED THAT

“The superintendent matters plan proposal be approved as presented.”

#### **10.0 CEO Search Ad Hoc Committee**

Vice-President T. Boymook, Chair, CEO Search Ad Hoc Committee reported to the Board that the Ad Hoc Committee completed its work.

**MOTION** moved by A. Hrynyk:

“WHEREAS the CEO Search Ad Hoc Committee established on June 8, 2018, has completed its appointed task and a CEO has been appointed by the Board of Directors;

BE IT RESOLVED THAT

The CEO Search Ad Hoc Committee be discharged.”

**CARRIED**

*Absent: none*

**ACTION ITEM:** To keep the Terms of Reference of the Committee and the meeting minutes; to destroy personal information of candidates.

#### **11.0 Zone Elections**

A briefing note on the issue was circulated as part of the Board meeting package prior to the meeting. The discussion took place. The Board decided not to make any changes to the Governance Policies.

#### **12.0 Finance and Audit Committee Recommendation to the Board**

**MOTION** moved by C. Williams:

BE IT RESOLVED THAT

“The ASBA Board of Directors approve the Audited Financial Statements for the year ended August 31, 2018 and that the Management Letter be brought forward at the March Board of Directors’ meeting.”

**CARRIED**

*Absent: none*

#### **13.0 Distribution of Agenda**

**MOTION** moved by A. Hrynyk:

BE IT RESOLVED THAT

“The Board meeting agenda and attachments, with the exclusion of potential sensitive items, be distributed to all Alternate Directors and made available to the membership on the website.”

**CARRIED**  
*Absent: none*

**14.0 Accommodation Booking**

Discussion of Board accommodation booking took place.

**ACTION ITEM:** Administration would address this issue.

**15.0 Zone Representatives Language Committee**

Director C. Dumont spoke about the history of this committee. Discussion took place.

**ACTION ITEM:** To place this item on the March Board of Directors' meeting agenda.

*T. Henkel left the meeting at 1:58 p.m.*

*Observers left the meeting at 2:15 p.m.*

**MOTION** moved by C. Williams:

BE IT RESOLVED THAT

"The Board of Directors move *in camera* at 2:30 p.m. with ASBA staff present."

**CARRIED**  
*Absent: T. Henkel*

**16.0 Committee Appointments**

**16.1 Appointment of Policy Development Advisory Committee members**

This item was discussed *in camera*.

**MOTION** moved by M. Tkach:

BE IT RESOLVED THAT

"The ASBA Board of Directors appoints Daryl Scott as a member of the PDAC for the term December 13, 2018 – December 12, 2019."

BE IT FURTHER RESOLVED THAT

"The ASBA Board of Directors appoints Brad Toone as a member of the PDAC for the term December 13, 2018 – December 12, 2019."

**CARRIED**  
*Absent: T. Henkel*

**16.2 Appointment to LAPP Sponsor Board of Directors**

This item was discussed *in camera*.



**MOTION** moved by D. Scott:

BE IT RESOLVED THAT

“The Board of Directors appoints Scott McFadyen to the LAPP Sponsor Board of Directors for a three-year term effective January 1, 2019 – December 31, 2021.”

**CARRIED**

*Absent: T. Henkel*

### **16.3 Appointment to SiPP Governance Board**

This item was discussed *in camera*.

**MOTION** moved by A. Hrynyk:

BE IT RESOLVED THAT

The Board of Directors appoints Allan Kallal to the SiPP Governance Board for a three-year term effective January 1, 2019 – December 31, 2021.

**CARRIED**

*Absent: T. Henkel*

*ASBA staff left the room at 2:41 p.m.*

### **17.0 Personnel Update**

This item was discussed *in camera*.

*ASBA staff returned to the room at 3:28 p.m.*

**MOTION** moved by D. Engel:

BE IT RESOLVED THAT

“The Board directs the President and Vice-President to arrange for the formal contract 2018-001.”

**CARRIED**

*Absent: T. Henkel*

**MOTION** moved by C. Dumont:

BE IT RESOLVED THAT

“The Board of Directors move *out of camera* at 3:40 p.m.”

**CARRIED**

*Absent: T. Henkel*

### **Adjournment**

The President adjourned the meeting at 3:43 p.m.

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Chair

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Chief Executive Officer