Holy Spirit
CATHOLIC SCHOOL DIVISION

POLICY 18

Revised September 2025

BOARD GOVERNANCE AND OPERATIONS

The Board's fundamental obligation is to preserve and enhance the public trust in Catholic education and in the affairs of its operations in particular. Sections 64 to 69 of the *Education Act* identifies Board procedures. These Board governance and operations procedures have been prepared and accepted by the Board in order that the business of the Board can be conducted in an orderly and efficient manner.

<u>Application</u>

1. The Board shall conduct itself in accordance with the Education Act, provincial and federal legislation and regulations, and the procedures outlined in this policy.

2. These procedures shall apply to:

   2.1 All regular and special meetings of the Board.

   2.2 All activities and actions of the Board.

<u>Definitions</u>

Board, or, the Board	the Board of Trustees of the Holy Spirit Roman Catholic Separate School Division Chair, or,
Board Chair	the Chairperson of the division
Chairperson	the Chair of a Board committee
Division, or, the division	the Holy Spirit Roman Catholic Separate School Division
Holy Spirit Catholic Schools	the popular, or common, name of the division
In private	term used in the act to describe a closed or Committee of the Whole meeting.
Quorum	a majority of the number of trustees specified by the minister to be elected to the Board.
Education Act, or, the Act	the *Education Act*, Statutes of Alberta, Chapter E-0.3, of the province of Alberta.
Superintendent	the Superintendent of Schools

1. Board Meetings

1.1 Organizational Meeting

1.1.1 The organizational meeting shall be held in either June or September in non-election years and in October in the year of an election in accordance with *Board Procedures Regulation 82/2019*.

1.1.2 The Secretary-Treasurer will call the meeting to order and preside as chair until a Board Chair is elected, at which time the meeting will be turned over to the newly elected Board Chair.

1.1.3 The agenda for the organizational meeting shall include, but not be restricted to, the following:

1.1.3.1 Election of Board Chair.

1.1.3.2 Election of Vice Chair.

1.1.3.3 Review and / or create standing or ad hoc committees of the Board, as deemed appropriate.

1.1.3.4. Appoint Board representatives to the various committees.

1.1.3.5 Review the schedule for regular meetings, and any additional meetings.

1.1.3.6 Review Board members conflict of interest stipulations and determine any disclosure information requirements.

1.1.3.7 Other organizational items as required.

1.1.4 All votes for the position of Board Chair and Vice Chair shall be conducted by secret ballot unless there is unanimous agreement among trustees to use a show of hands.

1.2 Regular Meetings of the Board

1.2.1 All regular meetings will be held in accordance with *Board Procedures Regulation 82/2019*.

1.2.2 The regular meetings of the Board shall normally be held on the fourth Wednesday of each month. Alternate dates may be established in months that experience holidays or other potential conflicts. Meetings will be held in July and August as required.

1.2.3 The date of a regular meeting can only be changed at a regular or special meeting by a resolution passed by a simple majority of trustees in attendance.

1.2.4 Unless explicitly stated by the *Education Act*, meeting procedures will be held in accordance with Roberts' Rules of Order.

1.2.5 Any trustee may submit a Notice of Motion to be presented at the next regular meeting of the Board. The Notice of Motion shall include in writing the wording of the motion, or the intent of the motion, and any supporting documentation. The actual wording of the motion must appear in the agenda package of the next regular meeting.

1.2.6 When there is a recommendation to add to the agenda without notice, a vote will be taken, regarding the addition of the item(s).

1.2.7 All meetings of the Board shall be held in public unless a majority of the trustees present are of the opinion that it is in the public interest to hold the meeting, or part of the meeting, in private.

1.3 Special Meetings of the Board

1.3.1 Occasionally, unanticipated or emergent issues require the immediate attention of the Board. In such cases a special meeting of the Board will be held to deal with emergent issues in accordance with Alberta Regulation 82/2019.

1.3.2 Special meetings will normally be held with the Superintendent and Secretary-Treasurer in attendance.

1.3.3 The Executive Assistant or the Board Chair will ensure that the appropriate notice is given or alternatively ensure that every trustee waives the requirement of notice.

1.4 In-Private Meetings of the Board (Committee of the Whole)

1.4.1 The Board may hold a meeting, or part of a meeting in private, to discuss sensitive issues where a majority of the trustees are of the opinion that it is best to do so. An in-private meeting will be held in accordance with *Board Procedures Regulation 82/2019.*

1.4.2 The Board does not have authority to pass by-laws or resolutions while in private with the exception to return to the public meeting. The resolution shall be recorded in the minutes of the Board.

1.4.3 Meetings held in private will generally be held to discuss sensitive matters pertaining to:

1.4.3.1 Individual students.

1.4.3.2 Individual Board employees.

1.4.3.3 Collective bargaining/contract negotiations.

1.4.3.4 Acquisition or disposal of real property.

1.4.3.5 Litigation brought before or against the Board.

1.4.3.6 To review and consider legal advice, client — solicitor privilege.

1.4.3.7 Other matters that the majority of the trustees feel would be best discussed in private.

1.4.4 Trustees and other persons attending a private meeting of the Board shall not discuss the details of the meeting. All discussion is, and shall be, confidential.

1.4.5 The Board may invite staff members or any other to attend an in private meeting at its discretion.

1.5 Delegations to Board Meetings

1.5.1 Individuals or groups wishing to make a formal presentation to the Board must provide a written request along with supporting documentation to the Superintendent not later than eight calendar days prior to the meeting at which the presentation is to be made.

1.5.2 The written request must identify the spokesperson and provide the terms of reference for the presentation.

1.5.3 Individuals or groups wishing to make a presentation to the Board shall be advised that a maximum of fifteen minutes will be provided. The Superintendent will inform the designated spokesperson of the time and place of the meeting and provide a copy of the Board's procedures regarding presentations.

1.5.4 The Board will not debate or make a decision on a matter presented to it at the meeting, unless it is deemed critical by the majority of the Board.

1.5.4.1 Questions of clarification directed through the Board Chair may be asked of the spokesperson or of the Superintendent. The Superintendent may refer the question to the appropriate senior administrator.

1.5.4.2 For matters requiring further Board deliberation, the Superintendent will be required to prepare a recommendation for the consideration of the Board at the next regular meeting.

1.5.4.3 The Superintendent shall be responsible for informing the spokesperson of the decision of the Board regarding items raised in the presentation.

1.6 Petitions and Public Notices

1.6.1 The Board will receive any petitions as specified in the Petitions and Public Notices in accordance with *Board Procedures Regulation 91/2019*.

2. Agenda, Minutes and Records

2.1 Agenda

2.1.1 The Superintendent, in consultation with the Board Chair and Vice Chair, shall develop the agenda for all Board and committee meetings. The Board may amend the Board agenda by majority vote.

2.1.2 Board members wishing to have an item placed on the agenda must inform the Board Chair not later than eight working days prior to the meeting.

2.1.3 The Superintendent shall prepare and include supporting material and, when appropriate, provide an administrative recommendation for each action item on the agenda.

2.1.4 The Superintendent shall ensure that the agenda, and supporting material, is prepared and available to all trustees on the Friday prior to the regular Board meeting.

2.1.5 Copies of the agenda will be distributed in advance of the Board meetings to each school principal, school council, news media and relevant stakeholders.

2.2 Minutes

2.2.1 A record of all proceedings of the Board and of Board meetings shall be taken and maintained by the Executive Assistant.

2.2.2 The Secretary-Treasurer shall ensure that the minutes are maintained in a safe and secure manner and appropriate back up procedures are undertaken.

2.2.3 The draft minutes shall be provided, along with the agenda, to each trustee for adoption at the next regular meeting.

2.2.4 The Board Chair shall sign the minutes upon their adoption and the Secretary-Treasurer shall initial every page prior to signing and filing them in the official minute book.

2.2.5 The Executive Assistant to the Superintendent shall arrange for all copies of the adopted minutes to be made available, via the division web page, to all school principals, news media, and relevant stakeholders.

2.2.6 The Office of the Superintendent shall ensure a summary known as "Board Meeting Briefs" within two weeks of the Board meeting for distribution to school communities.

3. Pre-Orientation of Trustees

3.1 In the interim between the election date and the actual assumption of office, newly elected trustees will be:

3.3.1 Invited to attend all meetings and functions of the Board, including study sessions.

3.3.1.1 Provided access to the secure Board trustee section of the division's website to review materials such as:
3.3.1.2 Board policy manual.
3.3.1.3 Information about policy development.
3.3.1.4 Annual report of the division.
3.3.1.5 Pertinent sections of provincial legislation.
3.3.1.6 Pertinent financial records, including the current budget.
3.3.1.7 Organizational chart of the division.

4 Board Member Orientation

4.1 The Board Chair and the Superintendent will organize an orientation workshop for newly elected trustees that will provide information that is itemized in *Policy 3: Role of the Trustee.*

5. Governance Budget

5.1 The Board Governance budget will be set by the Board of Trustees and reviewed and approved during the annual budget process subject to the following considerations:

5.1.1 Trustee Remuneration

5.1.1.1 The *Education Act* allows for the remuneration of honoraria, per diem, and expenses to Trustees. Trustees are to be reasonably compensated for the time contributed at a rate that acknowledges the time and effort Trustees must devote to their duties, and expenses are to be reimbursed on a fair and reasonable basis. Trustee honorarium and per diem must strike an appropriate balance that provides recognition for the valuable work that is done by each individual Trustee. Trustee compensation details are found in *Policy 18: Appendix A*.

6. Hospitality

6.1 Hospitality is the provision of food, beverage (alcohol) and other amenities at public expense for the work of the division.

6.2 Hospitality is generally provided when the event involves participants from outside the division.

6.3 Hospitality may be extended in an economical and consistent manner when:

6.3.1 It can facilitate division business.

6.3.2 It is considered desirable as a matter of courtesy or protocol.

6.3.3 Honoring staff for long service.

6.3.4 Conducting business with members of government, community or private sector.

6.3.5 Other hospitality functions as approved by the Superintendent of Schools or designate, providing they conform to the rules listed above.

6.4 Prior written approval from the Superintendent of Schools or designate is required for all hospitality events where alcohol is served.

6.5 If alcohol is provided at a hospitality event, it should be provided in a responsible manner, e.g., food must always be served when alcohol is available.

7. Signing Officers of the Board

7.1 The Board Chair, the Vice Chair, the Superintendent, and the Secretary- Treasurer shall be the cheque-signing officers.

7.2 The Superintendent, or designate, shall have the authority to sign all legal documents and contracts, valuing no more than $250,000, for the term of the contract, on behalf of the Board.

7.3 The use of an approved cheque-signer with the signature of the Board Chair and Secretary-Treasurer shall be authorized for all financial documents.

7.4 The Superintendent and the Secretary-Treasurer shall be permitted to sign manual cheques for:

7.4.1 Salary.
7.4.2 Substitute teacher salary.
7.4.3 Receiver General.
7.4.4 Staff benefits.
7.4.5 Those expenditures required when the Board Chair and Vice Chair are not available.

7.5 All other manual cheques will be signed by the Secretary-Treasurer and either the Board Chair or the Vice Chair.

7.6 The Superintendent and the Secretary-Treasurer shall have signing authority to the safety deposit box.

References

Section 33*, Education Act*
Part 4*: Board Powers and Elections (*Sections 51-96*, Education Act)*
Sections 247-249*, Board Procedures Regulation 82/2019*
Petitions and Public Notices Regulation, Alberta Regulation 91/2019