

ORGANIZATIONAL BYLAW
Governing the Organization, Management, Control and Operation of
The Board of Trustees of Border Land School Division

1.0 DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

- Definitions used throughout this by-law are the same as those contained in Section 1 of the *Public Schools Act* and the *Education Administration Act* as well as other pertinent provincial legislation and/or regulations.
- Additionally, the following definitions apply to this by-law:
 - **“Division”** means the Border Land School Division
 - **“Board”** means the Board of Trustees of Border Land School Division.
 - **“Chairperson”** and **“Vice-Chairperson”** mean, respectively, the chairman and vice-chairman of the Board elected pursuant to Section 29(2) of the Public Schools Act.
 - **“Superintendent”** means the person appointed and employed by the Board pursuant to Section 51 of the Public Schools Act as the superintendent of schools, chief executive officer of the Board, and chief education officer of the Division.
 - **“Secretary-Treasurer”** means the person appointed and employed by the Board pursuant to Section 53(1) of the Public Schools Act as the secretary- treasurer of the Division.
 - **“Trustee”** means a member of the Board elected pursuant to the Public Schools Act and the Local Authorities Election Act.
 - **“By-law”** is a resolution that contains all the rules that are of such importance that they cannot be changed in any way without previous notice. The by-laws should always provide for their amendment. If it is desired to permit the suspension of any by-law it should be specifically provided for.

1.2 Gender and Number

Throughout this Organizational By-law the phrases “he or she”, “him or her” and “his or hers” shall be used in order to affirm equality of gender and this singular number shall mean and include the plural, as the context requires.

2.0 MEMBERSHIP OF THE BOARD

2.1 Election of Trustees

- a) Border Land School Division shall be comprised of seven wards with a total of nine trustees. Detailed descriptions are found in Appendix A. General descriptions of the wards and the number of trustees for each ward follow:
 - Ward 1 – Sprague/RM Piney – all portions of the Division east of the line marking the western border of Range 10E – 1 trustee.
 - Ward 2 – Vita/RM Stuartburn – all portions of the Division between the line marking the western border of Range 6E and the western border of Range 10E – 1 trustee.
 - Ward 3 – Emerson Area – 1 trustee.
 - Ward 4 – Dominion City Area – 1 trustee.
 - Ward 5 – Rosenfeld-Letellier Area – 1 trustee.
 - Ward 6 – Gretna-New Hope Area – 1 trustee.
 - Ward 7 – Altona Area – 3 trustees elected at large.

- b) Trustees shall be elected following the provisions of Part II of the *Public Schools Act* and the *Local Authorities Election Act*.

2.2 Remuneration of Trustees *Public Schools Act 56(1), 56(2), 56(3)*

- a) The Board may, by by-law, provide for the payment of an annual indemnity to the chairperson and each trustee payable in such amount and at such times and under such conditions as provided in the by-law.
- b) The Board may, as set by by-law, pay travel expenses for attendance at Board meetings.
- c) The Board may pay travel expenses, other expenses necessarily incurred, as well as an amount per hour, as set by by-law, for each hour actually and necessarily spent by a trustee, under authority previously given to the trustee by resolution of the Board, in the performance of such duties, work or services as the trustee is required or authorized under the resolution to perform and for attendance at conventions. Expenses will be discussed between the Secretary Treasurer and the Board Chair. Any expenses that are denied will be communicated back to the trustee by the Secretary Treasurer. If an individual trustee wishes to appeal the decision, that request can be made in writing to the Board Chair for review by the Board Executive.
- d) Annually, at the first meeting in January after the organizational meeting, the Board shall review the by-law establishing the levels of compensation referred to in sections a), b), and c) above.

3.0 AUTHORITY, POWERS, AND DUTIES OF THE BOARD

3.1 Authority

The Board has full control of the Division and has authority, subject only to the statutorily granted authority of the Minister, in respect to all matters pertaining to the organization, management, control and operation of the Division.

3.2 Duties and Powers

The duties and powers of the Board shall be those set out in Part III of the *Public Schools Act*, as well as any other act or acts pertaining to the Board or Division and Regulations established thereto.

In general, the Board shall provide for each of its resident students an education program consistent with the requirements of the *Public Schools Act* and Regulations established thereto.

A Guide to School Boards and Trusteeship in Manitoba, MSBA 2022, summarizes the duties and powers of school boards in general. School boards are responsible for:

- providing adequate school accommodation for students between the ages of 6 and 21;
- employing the necessary teachers and other staff;
- determining the number, kind, grade, and description of schools to be established;
- determining the manner in which pupil progress will be reported;
- authorizing the spending of divisional funds;
- ensuring that proper financial reports are maintained and published or distributed as required.
- paying certain costs associated with a student taking a program not offered in the home division; and

- providing transportation for students residing a minimum distance from school or if the students have physical or other handicaps that render them unable to walk to school.

Additionally, the Board may:

- provide nursery schools or kindergarten for children between the ages of 3 and 5;
- provide lunch for its students, either with or without charge;
- with the consent of the Minister, establish and administer a system of dental and medical inspection of pupils and employees; and
- enter into agreements with other school boards, government agencies or departments, or municipalities, to provide certain facilities or services to their pupils.
- enter into an agreement to provide adult education opportunities.

3.3 Development of Policy

The Board sees the development of policy as providing effective parameters and broad guidelines for action of the Board and the Superintendent.

In fulfilling its responsibility for policymaking, the Board will be directed by the following considerations:

- a) the mission of the Division;
- b) in considering policy, the Board will always work from the broadest, most general statement of policy and proceed to develop progressively more specific policies until it is satisfied that it has achieved the degree of definition necessary in that area, providing however that the Board shall not deviate from the responsibility and jurisdiction for setting policy to the responsibility and jurisdiction for setting administrative procedures; and
- c) the Superintendent is responsible for the implementation of administrative procedures.

4.0 OFFICERS OF THE BOARD

4.1 Officers

The Officers of the Board shall be the Chairperson, Vice-Chairperson, 2nd Vice Chairperson, Superintendent, Assistant Superintendent and Secretary-Treasurer.

4.2 Election/Appointment of Officers

- a) At the first meeting of the Board, each August, the trustees present shall elect from amongst themselves a Chairperson, a Vice-Chairperson, and a 2nd Vice-Chairperson for the next ensuing year (*Public Schools Act, Section 29(2)*). To be elected, a trustee must receive a majority of the votes cast by the trustees in attendance and shall hold office until the next Organizational Meeting. In an election year this will occur in November.

Executive Position Term Limits

- i. All executive positions are to be elected each year.
 - ii. An individual may not serve for more than two subsequent years in the same executive position.
 - iii. A trustee who has held an executive position for two years may be elected to a different executive position in the third year.
 - iv. After one year removed from an executive position, a trustee may seek nomination to serve in the same role again.
- b) The Board may appoint a Superintendent, fix, and pay his remuneration and define his duties (*Public Schools Act, Section 51*) and his or her term of office.

- c) The Board shall appoint a Secretary-Treasurer, fix, and pay his remuneration and define his duties (*Public Schools Act, Section 53(1)*) and his or her term of office.

The Secretary-Treasurer shall be bonded in an amount that is reasonable under the circumstances. The Board shall determine the adequacy of the bond provided by the Minister and the Board may provide additional bond coverage at Board expense (*Public Schools Act, Sections 40(4) and 40(5)*).

4.3 Vacancy in Office

In the event the office of Chairperson, Vice-Chairperson or 2nd Vice-Chairperson becomes vacant due to death, incapacity, resignation or other reason, the Board shall elect a trustee to fill the office for the remainder of the term.

4.4 Chairperson's Duties

The Chairperson shall:

- a) invite the Vice-Chairperson to assist in setting the agenda and program (with the assistance of the Superintendent and the Secretary-Treasurer) of all regular and special meetings of the Board;
- b) maintain the order and proper conduct and decorum of the meetings;
- c) decide questions of order, subject to an appeal to the rest of the Board;
- d) if, in the opinion of the Chairperson, any person other than a member of the Board is guilty of disorderly or improper conduct, require such person to leave the meeting immediately and if the person fails to do so may cause the person to be removed.
- e) preside at the meetings of the Board and may vote with the other members on all questions and each question on which there is an equality of votes is deemed to be negated. (*Public Schools Act, Section 31*)
- f) be an ex-officio non-voting member of all committees of the Board;
- g) represent the Board at all public, government, community, and Board functions (this duty may be delegated to another member of the Board or to the Superintendent by the Chairperson);
- h) report to the trustees, officers, employees and residents of the Division at such times as he or she deems fit or as requested by the Board, with regard to the interests of the Board;
- i) act as the Board's only designate in speaking to the media on behalf of the Board (this duty may be delegated to another member of the Board or to the Superintendent by the Chairperson); and
- j) perform such other duties as may from time to time be prescribed by the Board.

4.5 Vice-Chairperson's Duties

The Vice-Chairperson shall:

- a) assume all the duties and have the authority of the Chairperson in the absence of the Chairperson
- b) assist the Chairperson in the performance of his or her duties; and
- c) perform such other duties as may from time to time be prescribed by the Board.

The 2nd Vice-Chairperson shall assume the duties of the Chairperson in the absence of the Chairperson and the Vice-Chairperson.

4.6 Superintendent's Duties

The Superintendent:

- a) shall, subject to the *Public Schools Act*, other applicable acts, the Statutory Regulations thereof, the bylaws and policies of the Division and the directions, orders and resolutions of the Board, have the authority and be responsible to the Board for all aspects of the administration, organization, operation and management of the Division in all departments and activities, and shall represent the Board in all matters not specifically assigned by the Board to some other person, group or body;
- b) may delegate, in writing or in practice, duties or responsibilities to other senior administrative staff but this in no way relieves the Superintendent of the overall responsibility for the total operation of the Division;
- c) shall, without limiting the generality of the foregoing,
 - i. attend all meetings of the Board;
 - ii. be an officer of the Board and an ex-officio non-voting member of all committees of the Board;
 - iii. assist in setting the agenda for each meeting of the Board in consultation with the Chairperson and the Secretary-Treasurer;
 - iv. be responsible to see that all members of the Division staff comply with
 - v. applicable bylaws, policies and procedures, directions, orders and resolutions of the Board and all other relevant policies and directions in force from time to time;
 - vi. be responsible to select, employ, control, and discharge employees and prescribe, modify and review their duties and responsibilities subject to the provisions of Division policy, *The Public Schools Act*, other applicable Acts, and Statutory Regulations;
 - vii. develop and implement all administrative procedures and advise, assist, and work with the Board in developing objectives, programs, policies, and courses of action; and
 - viii. in the absence of any specific direction of the Board, or in the case of uncertainty as to the authority or meaning of this Organizational Bylaw, other
 - ix. bylaws, any rules or regulations of the Board or any direction of the Board, and
 - x. in the case of emergency, the Superintendent shall take such discretionary reasonable action as may be prudent and ethical and shall report any such action to the Board or relevant committee of the Board at the next meeting thereof.
- d) The position description for the Superintendents and amendments thereof shall be approved by Board resolution.

The Superintendent shall exemplify strong moral values, high standards of ethical conduct, a commitment to the Division's philosophy of education, and excellent interpersonal, communication and administrative skills.

4.8 Secretary-Treasurer's Duties

The Secretary-Treasurer shall act as secretary and treasurer to the Board and shall be responsible for:

As Secretary

- a) attending all meetings of the Board;
- b) the preparation and circulation of the agenda for each meeting, after the setting of that agenda by the Chairperson in consultation with the Superintendent the Board in advance of each meeting;

- c) the preparation and maintenance of minutes of all regular and special Board meetings, Organizational Meetings and committee meetings of the Board and forwarding of copies of such minutes to each trustee or member as soon as possible after each meeting;
- d) giving all notices required in these bylaws to be given to trustees or committee members;
- e) attending to correspondence to or from the Board, consistent with Board policy and in consultation with the Superintendent;
- f) acting as Parliamentarian.

As Treasurer

- g) custody of the seal of the Board and of all books, papers, records, correspondence, contracts and other documents belonging to the Board;
- h) preparation of the annual budget of the Division in consultation with the Superintendent, the Board and other senior administrative staff;
- i) keeping full and accurate accounts of all receipts and disbursements of the Board in proper books of account and depositing all monies or other valuable effects in the name of and to the benefit of the Division in such bank or banks as may from time to time be designated by the Board in accordance with generally accepted accounting standards.
- j) disbursing the funds of the Board under the direction of the Board;
- k) custody and control of all securities and monies of the Board;
- l) rendering to the Board at regular meetings thereof or whenever required an account of all transactions and of the financial position of the Board;
- m) having all accounts audited by the auditor as appointed from time to time pursuant to this Organizational Bylaw;
- n) completing and submitting all reports to the Minister and Manitoba Education and to other parties as required by the *Public Schools Act* and Statutory Regulations;
and
- o) performing such other duties as may from time to time be determined by the Superintendent.

5.0 MEETINGS OF THE BOARD

5.1 Organizational Meetings

- a) In accordance with the provisions of the *Public Schools Act, Section 29(1)* the first meeting of the Board following a regular election shall be held in the month of November no later than the 14th day after the 4th Wednesday in October in the year of the election at an hour to be fixed by the Secretary-Treasurer of the Division who shall notify each trustee of the time and place of the meeting.
- b) The Board shall not proceed with any business at its first meeting in November of each year unless there is a quorum and all newly elected members of the Board have taken the declaration of qualification and the oath (or affirmation) of office.
- c) In a non-election year, at the first meeting of the Board each year, the trustees present shall elect from among themselves a Chairperson, a Vice-Chairperson and a 2nd Vice-Chairperson for the next ensuing school year and the Secretary-Treasurer of the Division shall preside at the election, or, if there is no Secretary-Treasurer present the trustees present shall elect one of themselves to preside at the election and the member selected may vote on the election. (*Public Schools Act, Section 29(2)*)
- d) In the event of a tie in selecting a Chairperson, a Vice-Chairperson or a 2nd Vice-Chairperson, the members of the Board shall determine by lot who shall cast the deciding vote. (*Public Schools Act, Section 29(3)*)

5.2 Regular Meetings

- a) Regular meetings of the Board shall be held at least monthly. At the organizational Meeting the members of the Board shall set a specific day or days in each month on which regular meetings shall be held as well as a time and a place for such meetings.
- b) The Board may change the date, time, and location of a regular meeting by motion at a preceding regular meeting.
- c) Written notice of a regular meeting, together with a proposed agenda and such material as is available and may be useful in preparing for the meeting shall be given to all trustees not less than forty-eight hours prior to the date and time of the meeting. However, timely notice of a regular meeting of the Board or receipt of proposed agenda materials may be dispensed with by the consent of the trustee(s) not receiving notice as set out herein. The forty-eight hours minimum may be dispensed with by majority vote of the Board when circumstances warrant.
- d) The Chairperson shall call the regular, special, and emergency meetings to order precisely at the hour for which the meeting is called, providing a quorum is present. If a quorum is present but the Chairperson is absent the Vice-Chairperson shall call the meeting to order. In the absence of both the Chairperson and the Vice-Chairperson the 2nd Vice-Chairperson shall call the meeting to order.
- e) It shall be the duty of the presiding chairperson at all times to preserve order, and to endeavor to conduct all business before the Board with propriety and dispatch.
- f) If the Chairperson wishes to speak on a motion, he or she should vacate his or her seat as Chairperson and ask the Vice-Chairperson to take over. If both the Chairperson and the Vice-Chairperson wish to speak then the 2nd Vice-Chairperson shall take the seat as chairperson. The mover has the right to close the debate.
- g) The order of business in the form of a prepared agenda shall include, but not be limited to, the following topics with specific listings of each item to be discussed under the appropriate headings, but not necessarily in the given order:
 - i. Attendance
 - ii. Additions to and acceptance of the agenda
 - iii. Adoption of minutes of previous meeting(s)
 - iv. Hearing delegations
 - v. Unfinished business arising out of the minutes
 - vi. Correspondence and handouts
 - vii. Committee reports and/or recommendations
 - viii. New business
 - ix. Reports by Assistant Superintendent and Secretary Treasurer
 - x. Adjournment with date for next meeting(s).

5.3 Special Meetings

- a) A special meeting of the Board may be called by:
 - i. the Chairperson of the Board, or
 - ii. a majority of the trustees.
- b) Notice of a special meeting must be given to all members of the Board at least 24 hours prior to the meeting. The notice may be verbal or in writing and shall include the location of the meeting.
- c) A special meeting may be held without notice if all trustees agree to waive the requirements for notice in (b) above.
- d) Unless all trustees are present at a special meeting, no business other than that stated shall be transacted at the special meeting.

- e) Emergency meetings dealing with an emergency situation may be called at any time and at any place where every attempt has been made to contact all members of the Board, and where a quorum can be obtained.

6.0 COMMITTEES OF THE BOARD

6.1 Establishment of Committees

- a) The Board may establish such standing committees as it may from time to time permanently authorize, and for which it shall specify terms of reference and composition.
- b) The Board may also establish ad hoc or special committees for specific purposes as it may from time to time authorize, for which it shall specify terms of reference and composition.
- c) Board committees shall serve in an advisory capacity by developing, considering, and setting forth recommendations to the Board.
- d) The terms of reference for all committees approved by the Board shall include the purpose, duties, organization, and membership for each committee and shall be approved in a Board resolution.

6.2 Committee Members

- a) No later than the second regular meeting of the Board following the annual Organizational Meeting, the Chairperson shall recommend to the Board, for resolution of the Board, the appointment of the members for each of the Board's committees. Committee members will be determined by signing up with their intentions for committee membership. In cases where there is more interest than available spots, members shall be selected by the board members voting. The members of the committee shall appoint a chairperson for the committee at the first meeting of the committee.
- b) Trustees serving on the negotiations committee shall be selected in an election year and serve a 4-year term.
- c) Trustees serving on the RRTVA committee shall serve two-year terms. Trustees shall be selected in an election year and at the re-organizational meeting two years following.
- d) The Chairperson of the Board shall be a member or ex-officio non-voting member of all committees of the Board.
- e) The Superintendent shall be an ex-officio non-voting member of all committees of the Board.
- f) The Board shall have the power to add, replace or remove trustees or other members from Board committees as required.
- g) The Board may appoint non-trustees from the community for a defined term to Board committees.
- h) The Board may augment a committee with appropriate members of the staff of the Division on the recommendation of the Superintendent.

6.3 Committees and Roles

- a) The Committee of the Whole
 - i. shall meet with teaching staff to discuss mutual concerns at least 4 time per year
 - ii. shall assume responsibility for any and all public relations activities of the Board
 - iii. shall evaluate the Superintendent/CEO
 - iv. shall consult, advise, and make recommendations in matters that affect teaching, learning, and the curriculum. This can be done via letters to the minister or feedback through senior administration,
 - v. shall provide recommendations related to budget and oversight on Divisional purchases of building, land, and significant infrastructure changes;

- vi. shall designate the Superintendent as the ‘employer’ representative on the Workplace Health and Safety Committee established by Provincial statutes;
- vii. shall, to promote efficient student transportation, recommend road repairs and maintenance to municipalities;
- viii. shall examine accounts and recommend approval for the payment of all accounts and payroll;
- ix. shall be available to assist in budget preparations;
- x. shall make recommendations concerning the yearly operational budget, and concerning non-budgeted expenditures which may flow from recommendations by the Superintendent, the Assistant Superintendent and/or the Secretary-Treasurer;
- xi. shall review Division policy on a regular basis and make recommendations to the Board regarding amendments, additions and/or deletions.
- xii. shall monitor the periodic reviews of the accounting and financial reporting processes and systems of internal control that are conducted by the division’s independent auditors and senior management.
- xiii. shall review and evaluate the independence and performance of the division’s independent auditors.

b) Negotiations Committee

- i. shall be responsible for negotiating all agreements between the Division and its non-teaching employees (subject to Board ratification), and for making recommendations to the Board regarding the interpretation and execution of these agreements; and shall make recommendations to the Board regarding salary schedules and conditions of work for all the Division’s employees who are not covered by a collective agreement.
- ii. Shall follow the direction laid out by the Manitoba Government in regard to provincial wide bargaining for teacher collective agreements.

7.0 ADMINISTRATIVE STAFF

7.1 Employment of Administrative Staff and Other Non-Teaching Staff

The Senior Administrative Staff of the Division shall consist of:

- i. the Superintendent;
- ii. the Assistant Superintendent; and
- iii. the Secretary-Treasurer;

The duties of each member of the Senior Administrative Staff shall be outlined in Border Land School Division bylaws.

When a vacancy occurs in any of the above positions, the Board shall in accordance with policy, or, if a policy is not in existence, by resolution determine the process for recruitment and hiring of a person to fill the vacant position. The Superintendent shall be involved in the hiring process for all positions.

The Superintendent shall recruit and employ individuals in positions not covered by collective agreements under terms and conditions established from time to time by the Board under its applicable policies.

7.2 Reporting Structure/Organizational Plan

The Superintendent shall provide to the Board for review, on an annual basis, an organizational plan identifying the senior administrative positions in the Division, their reporting relationships, and responsibilities.

8.0 TEACHING STAFF

8.1 Employment of Teaching Staff

The *Public Schools Act*, Section 41.1(g) gives the Board the duty to employ teachers and such other personnel as may be required by the Division subject to the provisions of the Act.

Section 91(1) states that no person is legally qualified to teach or to be employed by the school board as a teacher or principal unless that person holds a valid and subsisting certificate issued by the Minister under *The Education Administration Act*.

Employment and termination of members of the teaching staff shall comply with *The Public Schools Act*, Sections 92 to 96 and any relevant provisions contained in Board policy and in the teachers' collective agreement.

8.2 School Administration Positions

- a) *The Public Schools Act*, Section 52(1) allows the Board to delegate the power to employ necessary staff to the Superintendent with the exception of senior officers or supervisory positions.
- b) *The Education Administration Act*, Section 3(2) under the heading Role of an advisory council states that the advisory council may advise the Board about the process of hiring and assigning principals.

With the two provisions in a) and b) in mind the Board shall have a hiring procedure that outlines the process for hiring school administrators.

9.0 CONFLICT OF INTEREST

The Division accepts the guidelines stated in Conflicts of Interest – Full Disclosure: A Guide for Manitoba School Trustees (Appendix B) as its policy on conflict of interest.

Notwithstanding the generality of the foregoing, where Manitoba's current statutes and regulations vary from Conflicts of Interest – Full Disclosure: A Guide for Manitoba School Trustees the statutes and regulations shall prevail.

10.0 RECORDS AND CONFIDENTIAL INFORMATION

10.1 Books and Records

- a) The Division and Board shall cause to have maintained all books, records and files as required by *The Public Schools Act*, other relevant Acts and Statutory Regulations.
- b) All books and records of the Board and the Division, except the records of individual students of the Division and the personnel files of employees or appointees of the Division, shall be open to inspection by any trustee upon request to the Superintendent.
- c) Requests for information by a trustee shall be considered as an individual request.
- d) Requests for written reports to the Board shall be made in compliance with Board policy or by a regular motion, supported by the rationale for such a request, at a regular Board meeting.

- e) At any reasonable time, any employee, appointee, or elector of the Division may inspect and receive copies, upon payment at the rate prescribed by the Board, of:
 - i. the agenda of any regular Board meeting or any other public meeting called by the Board;
 - ii. the minutes of any regular meeting or any other public meeting called by the Board
 - iii. a budget adopted by the Board;
 - iv. a bylaw of the Board;
 - v. a financial statement prepared pursuant to a requirement of *The Public Schools Act*

but shall not be entitled to inspect or receive a copy of the records of individual students of the Division nor personnel files of employees or appointees of the Division.

10.2 Confidentiality

The confidentiality of information held by the Board and the Division shall be maintained in accordance with the provisions of the *Freedom of Information and the Protection of Privacy Act* and the *Personal Health Information Act*.

11.0 LIABILITY, INDEMNIFICATION, AND INSURANCE

11.1 Provisions of *The Public Schools Act*

- a) *Section 86* – Where injury or death is caused to a pupil enrolled in or attending a school
 - i. during, or as a result of, a course of instruction carried on under the jurisdiction of the school board; or
 - ii. during, or as a result of, physical training, physical culture, gymnastic exercises or drill carried on in connection with the school activities; or
 - iii. before or after school hours or during recess on school premises, on field trips or excursions or on school buses;

no cause of action accrues to the pupil or to any other persons for loss or damage suffered by reason of the bodily injury or death, against the school division or school district or any servant, agent or trustee thereof unless it is shown that the injury or death was caused by the negligence of the school division or the school district or negligence of any of its employees or agents or of any one or more of its trustees.

- b) *Section 88* – Any pupil attending any course in technical or vocational instruction, or off the school premises programs ... shall be deemed to have accepted the risks incidental to the business, trade or industry in which he is being instructed or trained and, if bodily injury or death is caused to any such pupil during or as a result of the course, no cause of action for loss or damage suffered by reason of the bodily injury or death accrues to the pupil or any other person
 - i. against the school board or any of the trustees, if it is shown that the school board believed, upon reasonable grounds, that the person with whom the pupil was placed was competent to give the instruction and that his plant and equipment were such as to provide reasonable safeguards against death or injury; or
 - ii. against the person giving the instruction or his servants or agents unless the bodily injury or death of the pupil resulted from the negligence of the person giving the instruction or his servants or agents.
- c) *Section 89* – Where property damage, bodily injury or death is caused to any person instructed, directed, or controlled by a school patrol in the course of acting as such no

cause of action accrues by reason of or in respect thereof against any school division or school district or any servant or agent thereof or any trustees or the school patrol or his parent or guardian.

- d) *Section 90* – No school division or school district or any of its trustees, employees or agents is guilty of negligence solely by reason of the fact that a pupil who wears eyeglasses is permitted to take part in physical training, physical culture, gymnastic exercises, or drill or to participate in any play or game carried on in connection with school activities.
- e) *Section 225* – Where a school board neglects or refuses to exercise its corporate powers for the fulfilment of any contract or any other agreement made by the school board, each member of the school board is personally liable to every person who suffers loss or damage by reason of the neglect or refusal for the loss or damage suffered.

11.2 Trustees, Officers, and Employees Duties

Every trustee, officer, employee, appointee, and committee member of the Board, in exercising powers and duties as set out herein, shall:

- a) act honestly and in good faith with a view to the best interests of the Board and the Division, and
- b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

11.3 Non-Liability to the Board

No present or former trustee, officer, employee, appointee nor committee member of the Board shall, while in compliance with section 11.2, be individually liable to the Board, any other present or former trustee, officer, employee, appointee or committee member of the Board or anyone having actual or implied notice of this Bylaw, for:

- a) The acts, omissions, neglects or defaults of any other trustee, officer, employee, appointee or committee member of the Board;
- b) Joining in any motion, direction or other act of conformity with the Board or a majority thereof;
- c) Any loss, damage or expense occasioned to the Board or the Division through the insufficiency or deficiency of title to any property acquired for or on behalf of the Board or Division;
- d) Any loss, damage or expense occasioned to the Board or Division through the insufficiency or deficiency of any security in or upon which any of the monies of the Board or Division are invested;
- e) Any loss, damage or expense arising from the bankruptcy, insolvency, tortuous or criminal acts of any person with whom any of the monies, securities, or effects of the Board or Division are deposited;
- f) Any loss, damage or expense occasioned by any error in judgment or oversight on the part of the trustee, officer, employee, appointee or committee member of the Board; or
- g) Any loss, damage, expense, or misfortune whatsoever which may have happened in the execution of the duties or undertaking of the office of the trustee, officer, employee, appointee, or committee member of the Board or in relation to it.

11.4 Indemnity and Save Harmless

To the extent permitted by law, the Board shall indemnify and save harmless each person who is acting in the capacity of an employee, appointee, committee member, trustee or officer of the Board, or a person who is acting on behalf of the Division at the Division's request and each of their heirs and legal representatives from:

- a) Any claims, liabilities, costs (including legal costs on an indemnity basis), charge, loss, damage and expenses, including an amount paid to settle or satisfy a judgment, that any of them may sustain or incur in respect of any civil, criminal or administrative action or proceeding to which any of them are made a party by reason of being or having been an employee, appointee, committee member, trustee, or officer of the Board, or a person who was acting on behalf of the Division at the Division's request; and
- b) All other costs, charges, and expenses which any of them sustain or incur in respect of the affairs of the Board or the Division,

when such person is acting honestly and in good faith with a view to the best interests of the Board and the Division and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, where he or she had reasonable grounds for believing that his or her conduct was lawful. The Board shall also indemnify such persons in all other circumstances permitted or required by *The Public Schools Act* or any other relevant Acts or Statutory Regulations.

11.5 Exceptions to Indemnity

The obligation to indemnify and save harmless any trustee, officer, employee, appointee, or committee member otherwise entitled to indemnification under section 11.4 shall not extend in respect of:

- a) any actions, suits or proceedings commenced against the Board or any other trustee, officer, employee, appointee or committee member by the claiming trustee, officer, employee or appointee;
- b) any actions, suits or proceedings commenced against the claiming trustee, officer, employee, appointee or committee member by or on behalf of the Board, except by leave of the Court of Queen's bench of Manitoba;
- c) any actions, suits or proceedings arising out of any other disputes as between the claiming trustee, officer, employee, appointee or committee member and the Board including, but not limited to, disputes involving trusteeship, employment, appointment, disciplinary procedures or human rights;
- d) any actions, suits or proceedings arising out of the willful neglect, willful default or willful breach of statutory by the claiming trustee, officer, employee, appointee or committee member;
- e) any criminal proceeding involving the claiming trustee, officer, employee, appointee or committee member except if such person has been charged only by reason of being or having been a trustee, officer, employee, appointee or committee member.

11.6 Insurance

The Board may purchase and maintain insurance for the benefit of any trustee, officer, employee, appointee or committee member referenced in section 11.4, against any liabilities incurred in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of having being or having been a trustee, officer, employee, appointee or committee member in such amounts as the Board may determine, except liability coverage relating to a failure to act honestly and in good faith with a view to the best interests of the Board and the Division.

12.0 VALIDITY OF ACTS

12.1 Acts Must Be Done at Board Meetings (*Public Schools Act, Section 35*)

An act or proceeding of the Board that is not done or taken at a regular or special meeting of the Board is not valid or binding on any person affected thereby.

12.2 Illegal Election or Vacancy (*Public Schools Act, Section 34*)

No resolution, by-law, proceeding or action of the Board shall be invalid or set aside by reason of any person whose election as a trustee has been annulled or declared illegal under the Public Schools Act or any other Act of the Legislature, or who is not qualified under the Public Schools Act, as the case may be, having acted as a trustee and, where the seat of any trustee becomes vacant, the remaining trustees shall carry on the work of the Board until his successor is elected or appointed and takes office.

12.3 Voidability of Transaction or Procedure (*Public Schools Act, Section 38, 39.2, 39.3(1), and 39.6(3)*)

Section 38 requires a trustee to disclose a conflict of interest in any matter where he or his dependants have a direct pecuniary interest or if the matter involves an individual or legal entity to which the trustee or any of his dependants have a direct or indirect liability. The trustee must withdraw from the meeting and refrain from discussions concerning the matter, from attempting to influence the matter, and from voting on the matter.

Section 39.2 addresses the failure of a trustee to comply with the above. This failure to comply does not of itself invalidate any contract or other pecuniary transaction or any procedure undertaken by the Board with respect to a contract or other pecuniary transaction to which the failure relates. The Board by resolution may void the transaction or procedure before the expiration of two years from the date of the decision authorizing the transaction, except that the transaction cannot be voided against a person or other legal entity who or which acted in good faith and without knowledge of the failure.

Section 39.3(1) requires a trustee to file a statement of assets and interests with the secretary-treasurer prior to taking the oath of office. Section 39.6(3) addresses the validity of business carried on if a trustee fails to fulfill this obligation. Unless the decision, transaction or procedure undertaken by the Division is voidable under Section 39.2 it is not void or voidable by reason of a violation of a provision of the Public Schools Act by a trustee.

13.0 DELEGATION

13.1 General Delegation

Where any action of the Board is taken on the Board's behalf by a person who acts within the scope of duties assigned pursuant to authority delegated by the Board, such action shall be deemed to be taken by the Board.

13.2 Delegation of Powers and Duties to the Superintendent (*Public Schools Act, Section 52(1)*)

The Board may by resolution delegate to the superintendent

- a) power to employ, within the establishment and budgetary limits set by the Board, necessary staff except senior officers and employees holding administrative or supervisory positions; or
- b) except in respect of positions mentioned in clause (a), power to accept resignations and power to grant within policy and budgetary limits established by the Board, exchange leave for teachers and to cancel or alter that leave; or
- c) power to appoint attendance officers; or
- d) power to promote non-teaching staff into established positions, except in respect of positions mentioned in clause (a); or

- e) power to select teachers for schools operated by the Department of National Defence, to grant leave for service with the Department of External Affairs and to select teachers for similar service; or
- f) power to request municipal councils to make improvements in roads and sidewalks adjacent to school sites and power to enter into agreements on behalf of the school board with respect thereto within policy and budgetary limits established by the Board; or
- g) power to approve payment under final certificates for payment in respect of routine contracts awarded by the Board other than for new buildings, where the contracts have been completed to his or her satisfaction; or
- h) any one or more of the powers mentioned in clauses (a) to (g).

14.0 BYLAWS

The Board may pass bylaws governing its affairs.

- a) Every bylaw of the Board shall have three distinct separate readings before the bylaw is finally passed.
- b) No more than two readings of a bylaw shall be given at anyone meeting unless the Trustees present at the meeting unanimously agree to give the bylaw a third reading.
- c) The first reading of a bylaw shall be in full and, if each Trustee has in his or her possession a written or printed copy of the bylaw, the second and third readings may be by title and description only.

15.0 RULES, POLICIES AND PROCEDURES

15.1 Quorum

- a) A quorum of the whole Board shall be constituted of five or more trustees, present throughout a meeting, either in person, by telephone or by other Board approved electronic means.
- b) The number for a quorum does not change if there is a vacancy.
- c) When, at any meeting of the Board, there is no quorum present at the expiration of one hour from the time appointed for the commencement of the meeting, the Board shall stand adjourned, and the Secretary shall enter in the minutes the names of the members present.
- d) A quorum of a meeting of any committee of the Board shall be a simple majority of the members of the committee of the Board present throughout a meeting either in person, by telephone or by other Board approved electronic means.

15.2 Voting

- a) All resolutions shall be submitted to a meeting of the Board by a Trustee. A seconder is required for specific motions as per the sheet "Parliamentary Procedure in Action" which is attached.
- b) The vote on each resolution at a Board meeting shall be taken by open vote except with respect to the election of the Chairperson, the Vice-Chairperson, and the 2nd Vice-Chairperson in which case, upon request by one or more Trustee(s), the vote shall be by secret ballot.
- c) Each question shall be decided by a majority of the votes of those trustees present except for specific motions as per the sheet "Parliamentary Procedure in Action" which is attached. In case of an equality of votes, the question shall be decided in the negative.
- d) The Chairperson and every Trustee present at a meeting shall have one vote and are expected to vote for or against on every question unless excused from voting by a

resolution of the Board or otherwise excused by the provisions of *The Public Schools Act*.

- e) In a recorded vote, the name of each trustee present and whether each trustee voted for or against the resolution shall be recorded in the minutes. A request for a recorded vote must be passed by board resolution before the vote can be taken.
- f) Upon request of a Trustee, the name of that Trustee and whether that Trustee voted for or against the resolution or abstained as permitted in clause (d) above, shall be recorded in the minutes.
- g) All votes shall be governed by the provisions of *The Public Schools Act* and *The Local Authorities Election Act*.

15.3 Reversal of Decisions (PSA sections 33(2) and 33(3))

- a) Subject to subsection (b), a question once decided by the school board shall not be reversed unless
 - i. written notice of a proposal to reverse the decision has been given from at least one meeting to another; and
 - ii. a majority of the total number of trustees for the Division votes in favour of the reversal.
- b) A decision of the school board may be at the same meeting at which it is made and by unanimous consent of all members present and voting thereon be reversed.

15.4 No Proxy

No proxy voting may be allowed at any meeting of the Board, or any committee of the Board and all votes cast must be cast in person, by telephone or by other Board approved electronic means.

15.5 Written Resolution

Notwithstanding section 15.2, a written resolution signed by all the members of the Board is as valid and effective as if passed by a simple majority of the members of the Board present at a meeting at which a quorum was met. This provision is to be used in emergency situations only. Such resolutions are to be ratified at the next regular meeting.

In case of an emergency the board may use a written resolution signed by all members with the understanding that such a written resolution must be ratified at the next board meeting.

15.6 Regular Meetings, Exclusion from Meetings, and In-Camera Provisions

- a) The regular meetings of the Board shall be held in public, and no person shall be excluded from them except for improper conduct at that meeting.
- b) The Chairperson of the Board may cause to be excluded from a meeting any person, who, in the opinion of the Chairperson, is guilty of improper conduct at that meeting.
- c) When a majority of the Trustees present at a regular or special meeting of the Board are of the opinion that it is in the public interest to hold the meeting or a part of the meeting in private or in-camera for the purpose of considering any matter, the Board may by resolution exclude any person or persons from the meeting.
- d) When a meeting or part of a meeting is held in private or in-camera, the Board does not have the power to pass a bylaw or resolution at that meeting or part of the meeting apart from the resolution necessary to revert to an open meeting.

15.7 General Regulations Regarding Procedure at Meetings

- a) Each and every member of the Board has equal rights.

- b) The first person recognized by the Chairperson as desiring to speak has the right to the floor.
- c) Every member, prior to his or her speaking, shall address the Chairperson.
- d) No member having been recognized by the Chairperson shall be interrupted while speaking, unless he or she is out of order, or on a point of privilege, or for clarification.
- e) No member, other than the one proposing a question or motion (who will be permitted to reply) shall speak more than once with a time limit of three minutes, on the same question without leave of the Board except in explanation of a material part of his or her speech, which may have been misinterpreted, but he or she is not to introduce any new matter. The member proposing a question or motion may defer to another member of the Board or the administration for clarifications or explanations related to the question or motion.
- f) The general rules and regulations regarding procedure at meetings shall, as far as may be applicable, be observed in Committee of the whole Board except the rules limiting the number of times of speaking and the taking of the vote.
- g) An individual or a group of people who resides and/or attends school within the division may appear as a delegation to a meeting of the Board by contacting the Secretary-Treasurer in writing **7 Business Days immediately preceding the regularly scheduled board meeting** and requesting to be included on the agenda. The request must clearly outline the topic that the delegation wishes to address. During a presentation by a delegation, the Board members should not express opinions but should only ask questions for clarification. The presentation by the delegation will follow divisional procedure.
- h) Exceptions to and temporary suspensions of procedural rules within the jurisdiction of the Board can be made, but only by unanimous consent of the Board members present.

15.8 Procedure for Motions

- a) Every motion should begin with the phrase “I move that ...”.
- b) A motion (main question) made must be seconded, and then repeated distinctly or read aloud by the Chairperson before it is debated, and every motion shall be reduced to writing if the Chairperson or any member of the Board requires it.
- c) Any member of the Board having made a motion shall have the liberty to withdraw it with the consent of his second before any debate has taken place, but, if debate has started, leave to withdraw must be granted by the Board.
- d) An amendment may be moved on any motion except one for adjournment, and shall be decided before the original motion, but no more than one amendment to an amendment shall be entertained. An amendment can only modify the motion, not change the entire intent of the motion.
- e) For further information on motions please see Appendix C – Parliamentary Procedure in Action.

15.9 Length of Meetings

- a) Board members shall not be expected to sit in continuous session for more than three and a half hours. Meetings of the Board shall always be adjourned not later than 3 ½ hours after the Chairperson has called the meeting to order. With a quorum present just before the 3 ½ hour period of time has lapsed the members may by majority voting in favour, extend the meeting as necessary. If the motion to extend the meeting does not pass, then the meeting will stand adjourned to be called again for another day.
- b) Any regular or special meeting of the Board, when there is a quorum of members in attendance may, in urgent and necessary circumstances when the business of that particular

meeting has not been completed to the satisfaction of the Board, be recessed to another hour of the same day or to a stated hour of the next subsequent day to complete the business of the agenda, without necessitating the giving of notice to members of the Board who are not present. This procedure shall be used sparingly and only when in the opinion of the Board there is a great and urgent need.

15.10 Items of Procedure Not Covered

In any case not provided for in *The Public Schools Act* or this Organizational Bylaw, *Robert's Rules of Order* shall prevail.

16.0 SIGNING AUTHORITY AND CORPORATE SEAL

16.1 Execution of Documents

All contracts, agreements or undertakings of the Board requiring the affixing of the corporate seal of the Division, shall be executed on behalf of the Board by the Chairperson or Vice-Chairperson or 2nd Vice Chairperson, and the Superintendent or Secretary-Treasurer, under corporate seal.

16.2 Delegation of Signing Authority

The delegation of approval and signing authority for contracts, agreements or undertakings of the Board shall be set out in Board policy.

16.3 Corporate Seal

The corporate seal of the Division shall be kept in the custody of the Secretary- Treasurer.

17.0 FISCAL YEAR

The fiscal year of the Board shall be from July 1 of each year to the next following June 30 or such other period as may be established by *The Public Schools Act* or the Minister

18.0 BUDGET AND FISCAL MANAGEMENT

18.1 Budget

On or before March 1 of each fiscal year, the Board shall prepare, through the Secretary-Treasurer, a draft budget for the fiscal year beginning the next following July1, in which expenditures shall not exceed revenue. Following approval of the budget the Board shall submit same to the Minister in a form and manner prescribed by the Minister on or before March 31.

18.2 Consultation (PSA 178(1))

The Board shall not approve its annual budget until it has

- a) consulted each school advisory council, local school committee or school committee in the Division; and
- b) presented its proposed budget at an open meeting of the board and heard from persons present wishing to make submissions regarding it

18.3 Special Levy (PSA 187)

On or before March 15 in each year, the Board shall send to each municipality within the school division a statement setting out the amounts that have been apportioned in that year to the municipality and shall send to the finance board a statement showing the amounts that

have been apportioned to each municipality all or part of which are within the school division.

18.4 Fees

Fees or refundable deposits with respect to instructional supplies or materials, extracurricular activities and services, non-resident students and such other fees as are allowed by The Public Schools Act and accompanying regulations may be charged in accordance with administrative procedures of the Division.

18.5 Resource Management

Resources will be managed in an efficient, economical, and effective manner, with the following principles in mind:

- a) resources will be utilized in a manner to maximize direct services to students;
- b) major capital acquisitions will be made only after completion of a cost-benefit analysis;
- c) the Division will conduct its business in a fair and equitable manner; and
- d) resources will be distributed on a fair and equitable basis.

19.0 FINANCIAL STATEMENTS AND AUDIT

19.1 Financial Statements

On or before October 31 in each fiscal year, the Board shall prepare, through the Secretary-Treasurer, financial statements for the fiscal year ending on the previous June 30

19.2 Appointment of Auditor

The Board shall annually at the Organizational Meeting appoint an auditor to report on the financial statements of the Board for the fiscal year and shall review audit services at least once every three years.

19.3 Access of Auditor

The auditor shall be given access to all records, documents, books of account and vouchers of the Board and is empowered to request and receive from the Board and any employee or appointee of the Board any information and explanation that in his or her opinion may be necessary to enable him or her to properly audit the financial statements of the Board for the fiscal year.

19.4 Auditor's Report

The auditor shall perform his or her examination and prepare a report on the financial statements of the Board in accordance with the standards of the Canadian Institute of Chartered Accountants for an auditor's standard report. The report shall also include the auditor's opinion as to whether the financial statements present fairly the financial position of the Division at the end of the preceding year and the results of its operations for the preceding fiscal year, in accordance with accepted accounting principles for school divisions. The auditor shall submit the report for discussion at the next meeting of the Board.

19.5 Submission to Minister (*Public Schools Act, Section 41(14)*)

Not later than October 31 in each year, the Board shall furnish to the Minister, in the form and manner that the Minister requires, a duly audited financial statement showing the revenues, expenditures and other financial information relating to the Division for the immediately preceding fiscal year, and the financial position of the Division at the close of the immediately

preceding fiscal year.

20.0 BANKING

20.1 Banking Authorized

The Board shall by resolution approve those persons who shall be authorized, for and in the name of the Division to:

- a) draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for paying of monies;
- b) negotiate, deposit, endorse or transfer to a financial institution designated by the Board for the credit of the Division only, all bills of exchange, promissory notes, cheques or orders for payment of money and other negotiable paper;
- c) subject to prior approval of the Board by way of a Borrowing Bylaw, borrow money from time to time by incurring and overdraft or otherwise;
- d) arrange, settle, balance and certify all books and accounts between the Division and a financial institution designated by the Board;
- e) receive all bank statements; and
- f) generally, transact with a financial institution designated by the Board, any business the Board may deem fit.

20.2 Investments

All monies received by or on behalf of the Division shall be deposited in the financial institution designated by the Board.

20.3 Facsimile Signatures

As an alternative to the manual signing of cheques, any cheque on the authorized bank accounts of the Division shall be sufficiently signed if the facsimile signatures of two authorized officers are printed, lithographed or otherwise impressed thereon by an automatic cheque signing machine or device, provided, always, that the use of such machine or device shall be subject to proper controls and that any such machine or device so used and the controls thereof, shall both be approved by Board resolution.

20.4 Electronic Banking

As an alternative to the issuing and drawing of cheques and other banking documents on paper, the Board may by resolution enter into agreements relating to electronic funds transfer systems and authorize the use of such systems.

20.5 Bonding (*Public Schools Act, Sections 40(1), 40(2), 40(4), 40(5)*)

The Minister shall cause the secretary-treasurer and other persons entrusted with money or property of a school division to be bonded under one or more general bonds covering the officials of several school divisions. The adequacy of the bond provided shall be determined by the Board. Where the Board determines that the bond coverage is inadequate, the Board shall, at its own expense, obtain additional bond coverage for the persons involved.

20.6 Appointment of Banker

The Board shall appoint for a reasonable term a financial institution to provide banking services and shall review banking services at least every three years.

21.0 BORROWING

21.1 Current Operating Needs (Public Schools Act, Sections 220, 221, 222)

- a) At any time in any year before the moneys payable to the Division by the municipalities, the finance board or the Minister have been paid, the Board may by by-law borrow moneys, subject to limits in (c) from any person upon its credit and give its promissory note therefor, may renew the note from time to time, or may borrow money by means of an overdraft on the account of the Division on any bank or credit union doing business in Manitoba.
- b) It is not necessary to have the assent of the Minister to such a loan.
- c) The resulting indebtedness shall not exceed the amount of the estimate of the approved expenses for the Division for the current year, or, if that estimate has not been made, the amount of the estimate of the approved expenditures of the Division for the last preceding year reduced in each case by the amount already received by the Division on account of those approved expenses for the current year.

22.0 AMENDMENT OF ORGANIZATIONAL BYLAW

22.1 Notice of Amendment


- a) Any trustee may deliver to the Secretary-Treasurer a notice of his or her intention to propose at the next regular meeting of the Board a resolution amending this Organizational Bylaw;
- b) The notice shall state the text of the proposed resolution, the reasons prompting the desired change, and shall be delivered seven clear days prior to the date of the next regular meeting; and
- c) the resolution shall be proposed as a motion and shall require for its passage a majority vote of the members present.

22.2 Review

The Board shall every November review the Organizational Bylaw.

GIVEN FIRST READING by the said Board of Trustees of The Border Land School Division, assembled at Altona in the Province of Manitoba, this 9th day of November, 2022.

FIRST READING on December 6, 2023, A.D.



Chairperson

SECOND and FINAL
READING on February 7, 2024, A.D.



Secretary Treasurer

(CORPORATE SEAL)

Certified a true copy of By-Law No. 2023-05 of the Board of Trustees of the above School Division given first reading as above set out.

(CORPORATE SEAL)



Secretary Treasurer