



Policy 2.10

Category: Governance and Operations

## Charter Board Meetings

### BACKGROUND

The *Education Act* establishes clear guidelines regarding board meetings.

It is acknowledged that, while in person meetings are usually preferred, there is both need and advantage of holding electronic meetings from time to time. This Policy is intended to provide guidance when holding and participating in all such meetings.

### POLICY STATEMENT

All meetings of the CAPE Charter Board, with the exception of meetings in camera, shall be open to the public. This Policy provides both in-person and electronic for the use of electronic means for the holding of meetings of the CAPE Charter Board, the Finance/Audit Committee, and all other standing and ad hoc committees.

### DEFINITIONS

1. **In camera** - a confidential meeting, or a portion of a meeting, taking place with only Board members present. These meetings are sometimes called "Board only" sessions.
2. **Regular meeting** - Formal meeting of the board of directors of an organization, held usually at definite intervals to consider policy issues and major problems.
3. **Quorum** - the minimum number of members of the Board or committee that must be present at any of its meetings to make the proceedings of that meeting valid.
4. **Special meeting** - a meeting called by stakeholders to discuss specific matters stated in the notice of the meeting. It is a meeting of stakeholders outside the usual annual general meeting.
5. **Electronic meeting** - Formal meeting of the Charter Board or committee to consider its regular agenda via videoconference, audioconference or telephone.
6. **Electronic participation** - a hybrid meeting where some members of the Charter Board or committee attend in person, and other members attend by electronic means.

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**GUIDELINES**

**7. Organizational Meetings:**

7.1 The Secretary of the CAPE Charter Board shall give, or cause to be given, notice of the organizational meeting of the CAPE Charter Board to each board member electronically, by phone, or mail.

7.2 The Board Chair or designate will call the meeting to order and preside over the meeting.

**8. Regular Meetings:**

8.1 Board meetings will be conducted in a manner consistent with the requirements of the *Education Act*;

8.2 The place, dates and times of regular Board meetings will be established at the Board's annual organizational meeting in September, but may be changed as the need arises;

8.3 Generally the meetings of the CAPE Charter Board will be open to the public unless a majority of the members present at the meeting are of the opinion that it is in the public interest to hold the meeting or part of the meeting in camera. The CAPE Charter Board does not have the authority to pass by laws or resolutions at in camera meetings apart from the resolution necessary to revert to an open meeting;

8.4 No resolution, act or proceeding at the Board meeting is binding unless adopted at a meeting at which a quorum is reached.

8.5 A CAPE Charter Board meeting will normally not be held without the Superintendent or designate and the Secretary-Treasurer in attendance;

8.6 Unless excluded by the *Education Act* all Board members shall vote on all resolutions before the CAPE Charter Board; and

8.7 The Board Chair or designate will call the meeting to order and preside.

**9. Special Meetings:**

9.1 Special meetings of the CAPE Charter Board will only be called when the Chair, the majority of Board members, the Minister, or the Superintendent is of the opinion that an issue must be dealt with before the next regular Board meeting

9.2 A written notice of the special meeting including date, time, place, and nature of the business shall be issued to all board members by registered mail (at least seven days prior to the date of the meeting), electronically, or in person (at least two days prior to the date of the meeting) unless every member agrees to waive the requirements for notice;

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- 9.3 Unless all Board members are present at the meeting no business other than that stated in the notice may be transacted;
  - 9.4 No resolution, act or proceeding of the CAPE Charter Board is binding unless adopted at an open meeting of the CAPE Charter Board at which the majority of members are present;
  - 9.5 Special meetings of the CAPE Charter Board will not normally be held without the Superintendent and Secretary-Treasurer in attendance;
  - 9.6 Unless excluded by the *Education Act*, all Board members shall vote on all resolutions before the CAPE Charter Board; and
  - 9.7 The Board Chair or designate will call the meeting to order and preside.
- 10. In Camera Meetings:**
- 10.1 Will generally be held to discuss sensitive matters pertaining to:
    - 10.1.1 Individual students
    - 10.1.2 Individual Board employees
    - 10.1.3 Collective bargaining or contract negotiations
    - 10.1.4 Acquisition or disposal of real property
    - 10.1.5 Litigation brought before or against the Board; and
    - 10.1.6 Other matters that the majority of board feel would not be appropriate to discuss in open meeting.
  - 10.2 The CAPE Charter Board may convene in camera only by proper resolution of the CAPE Charter Board. Such resolution:
    - 10.2.1 Shall be recorded in the minutes of the CAPE Charter Board; and
    - 10.2.2 Shall specify those individuals eligible to attend.
  - 10.3 Board members and other persons attending the in private meetings shall not to discuss the details of the discussion outside the meeting.
  - 10.4 No resolutions may be passed at the in camera meeting.
  - 10.5 The Board Chair or designate will call the meeting to order and preside.
- 11. Electronic Meetings:**
- 11.1 Electronic meetings may be used to hold meetings of the CAPE Charter Board, the Finance/Audit Committee Committee and all other standing and ad hoc committees. These meetings may be held with all participants in person, using electronic means or in a blended scenario.
  - 11.2. All participants must have access to the necessary equipment for participation. A right of membership is participation, therefore, the technology used must be accessible to all members to be included in the meeting.

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- 11.3 All rules pertaining to the CAPE Charter Board, Finance/Audit Committee Committee and all other standing and ad hoc committees apply equally to electronic or hybrid meetings. For example, notice, pre-meeting package requirements, quorum minute taking, voting, confidentiality requirements will be applicable to such meetings.
- 11.4 All provisions and policy related to in-camera meetings and conflict of interest will apply equally for electronic or hybrid meetings of the participants involved. Specifically, participants using electronic means will be required to ensure that there is no other person in the room or within listening range during an in camera session.
- 11.5 Subject to any conditions or limitations provided for under the Education Act, CAPE Bylaws, Policies, a CAPE Charter Board of Director who participates in a meeting through electronic means shall be deemed to be present at the meeting and will be recorded as in attendance and part of the quorum of the meeting.
- 11.6 A Board of Director who participates in a meeting through electronic means shall:
  - 11.6.1 clearly identify themselves via name and voting/non-voting;
  - 11.6.2 ensure the camera is turned on at all times and they are visible to the other members of the Board the majority of the meeting and whenever a vote is taken;
  - 11.6.3 use the 'raised hand' when wishing to speak; and
  - 11.6.4 mute the microphone except when speaking.
- 12. Agendas:**
  - 12.1 When drafting an agenda for CAPE Charter Board meetings, items on the agenda will generally be given preference in the following order:
    - 12.1.1 Items requiring Board decision (action items)
    - 12.1.2 Receiving delegations or presentations; and
    - 12.1.3 Information items.
  - 12.2 Normally, only the business listed on the agenda will be discussed at the meeting. Additional items may be added to the agenda at the beginning of the meeting with the approval of the CAPE Charter Board.
  - 12.3 The Superintendent, Secretary-Treasurer and Board Chair shall be responsible for developing the agenda.
  - 12.4 The Secretary shall ensure that the agenda, along with supporting documentation, is distributed to CAPE Charter Board members at least 48 hours prior to the meeting.

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**13. Minutes:**

- 13.1 The Secretary shall record, or cause to be recorded, the minutes of the meeting.
- 13.2 The general and special meeting minutes will be reviewed at the following meeting, approved, with changes if necessary, via motion.
- 13.3 The minutes of the Annual General Meetings will be reviewed at the annual general meeting, approved, with changes if necessary, via motion.
- 13.4 The approved minutes will be posted on the CAPE website.

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**References:**

*Education Act*

*CAPE bylaws*

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Adopted: May 10, 1999

Motion: #

Revised: March 31, 2003

Motion: #

Revised: April 16, 2007

Motion: #2007-04-16-14

Revised: September 30, 2008

Motion: #2008-09-30-19

Reviewed: June 2011

Reviewed: April 2013

Revised: August 29, 2018

Motion: #2018-08-29-7

Revised: June 2021

Revised: September 27, 2023

Motion: #2023-09-27-9