



By-law on Internal Management of the Council of Commissioners

Adopted on: October 18, 2017
As per resolution #CC 2017/ 2018-11

The purpose of this By-law is to establish the procedure for meetings of the Council of Commissioners in order to ensure that its deliberations are conducted in a democratic, orderly and efficient manner and in conformity with the James Bay and Northern Quebec Agreement and the *Education Act for Cree, Inuit and Naskapi Native Persons* ("the Act")¹.

Procedures for assemblies also take into account the Code of Ethics and Conduct for Commissioners, under which Council members must act with honesty, transparency, respect, courtesy, loyalty in a spirit of collegiality and solidarity. In sum, assembly procedures are at the service of governance and are meant to reflect the culture of an organization favoring the search for consensus in a spirit of collaboration.

Established by the James Bay and Northern Quebec Agreement, the Kativik School Board is administered by a Council of Commissioners forming the Board's highest decision-making body.

Members of the Council and any person attending a meeting shall comply with this By-law, decisions and resolutions of the Council of Commissioners.

1) General provisions

- 1.1. This By-law applies to all meetings of the Council of Commissioners. This By-law may also be applied with the necessary adaptations to any other Council's standing, advisory committees, information session, etc.
- 1.2 This By-law also applies to other meetings of the Commissioners such as information session, special committee, etc. by making the appropriate adaptations.

¹ CQLR chapter I-14

2) Definitions

2.1 In this document, the following words or expressions mean:

- a) **Chairperson:** the person who presides over a meeting of the Council of Commissioners;
- b) **Quorum:** the majority (50%) of members of the Council of Commissioners required to be present at a meeting for decisions to be validly taken;
- c) **Secretary General:** the Secretary General of the Board or, when applicable, the Associate Secretary General of the Board.

2.2 In this By-law, the masculine gender includes the feminine and the singular includes the plural. They are used for the sole purpose of lightening the text.

3) Principle

Administration

3.1 The Board shall be represented and its affairs administered by its Council (17.0.4 JBNQA & s. 606 of the Act).

Ordinances, resolutions and other enactments

3.2 Ordinances, resolutions and other enactments of the Board must be passed by the Council in session (17.0.5 JBNQA & s. 607 of the Act).

4) Types, Schedule and Place of meetings

Regular meetings

4.1 Regular meetings are held according to a predetermined frequency and schedule. The Council of Commissioners shall hold at least 4 meetings each year following a calendar adopted at the beginning of the school year (17.0.7 JBNQA & s. 173 & 188 of the Act). This calendar may be modified by resolution during the course of the year if required.

Special meetings

4.2 Special meetings are meetings added as needed during the school year by giving proper notice. The President may call a special meeting of the Board and the Director General also may call such meeting in his own authority (s. 173 of the Act). see sections 4.4 & 6.2 below.

Place for holding meetings

4.3 The Council shall determine, by resolution, the place of its meetings (s. 609) but special meetings are held when required on the day and at the time and place indicated in the notice thereof (see section 6.2 below).

Days for meetings

4.4 Meetings of the Board may be held on non-juridical days (weekends and holidays) (s. 180).

Absence or late arrival

4.5 Commissioners shall inform the Secretary General of their absence or expected late arrival.

Public meetings / In camera meetings

4.6 The meetings of the Council of Commissioners are public; however, the Council may order that they be held in camera for the purpose of examining any matter liable to be prejudicial to a person or issue (s. 177)².

Adjournment

4.7 Any regular or special meeting may be adjourned by the Board to another hour of the same day or to a subsequent day, without it being necessary to give notice of the adjournment to the absent members (s. 174).

5) Agenda

Preparation

5.1 The agenda is prepared by the Secretary General in collaboration with the President and the Director General.

Members of the Council of Commissioners who wish a specific issue to be addressed should send their items to the Secretary General at least 8 days before the meeting³.

Items to be put on the agenda by the departments and requiring a decision made by resolution shall also be received at least 8 days before the meeting. When translation is required, it shall then be received at least 21 days prior to the meeting or as instructed by the Secretary General.

Transmission

5.2 The draft agenda, along with all documents (including the minutes of the previous meeting), must be sent electronically to members of the Council at least 7 days prior to the meeting. However, a document may exceptionally be tabled at the meeting with the authorization of the Secretary General.

Adoption of the Agenda

5.3 At the beginning of a regular meeting, the Chairperson presents the proposed agenda to the members but they may request a modification either by an addition, a deletion, a withdrawal and/or a change of order of items. Any subject or matter may be dealt with at a regular meeting, even though not mentioned in the notice calling the meeting (s.173).

5.4 The agenda in its modified form is then presented to the Council of Commissioners for adoption.

5.5 At a special meeting, only the matters mentioned in the notice calling the meeting (see the following section) may be dealt with and decided, unless all the Commissioners are present and consent thereto (s. 173).

² See section 10 below

³ The Secretary General may redirect the topic to the concerned department or have it added to the agenda

6) Notice of meetings

Regular meeting

6.1 The notice of regular meetings (in the form of a reminder) along with the agenda and the related documents mentioned in section 5.2 above shall be forwarded to each Commissioner at least 7 days before the meeting (unless exceptional circumstances exist).

Special meeting

6.2 A special meeting of the Council shall be called by a notice in writing given by the Director General, at least 2 days before that fixed for such meeting (s. 173). (see also sections 4.2 & 4.4 above)

6.3 Before proceeding at a special meeting, it must be ascertained and entered in the minutes of the meeting that the notice calling the same was served as required by law on the members of the Board who are not present at the opening of the meeting.

6.4 If it appears that the notice calling the meeting has not been served on the absent members, the special meeting shall be terminated forthwith on pain of absolute nullity of all proceedings that may be taken there at (s. 173).

Waiver of formalities.

6.5 The omission of the necessary formalities for the calling of a meeting of Commissioners cannot be pleaded when all the members have actually attended (s. 175).

7) Roles and Responsibilities

President of the Board

7.1 The President of the Board is normally the Chairperson of all sittings of the Council of Commissioners, but another person may be appointed by resolution to chair the meeting. Should the President of the Council be absent or unable to chair, the Vice- President chairs. Should the Vice- President be absent or unable to chair, a member eligible to vote must be named by resolution to chair the meeting. This person takes on the function and powers of the Chairperson (s. 172 & 173).

In this capacity, the Chairperson assumes the following duties:

- a) maintains order at the sittings of the Council and ensure compliance with the rules, having all the powers to do so;
- b) in conformity with the adopted agenda, tables items for discussion and provide, or ask that a participant provide, all necessary explanations;
- c) makes rules on the relevance of motions and procedural issues; making sure there are valid grounds for these decisions;
- d) shall decide on any dispute arising out of procedural matters, subject to the right of appeal of its decisions by the assembly;
- e) leads the debates and gives the floor;
- f) may interrupt a person who asks a question when he considers that it is not a matter of general interest or that the question has been answered or that the matter is out of order;

- g) may take the floor as a matter of priority;
- h) may call a brief recess at any time;
- i) in case of disorder or extraordinary circumstances, orders the suspension of the meeting or propose its adjournment;
- j) following a reasonable appeal to order, the Chairperson of the meeting may also have anyone disrupting the meeting expelled from the meeting.

Secretary General⁴

- 7.2 The Secretary General of the Board acts as Secretary of the Council and shall attend all meetings, and, in accordance with section 12.1 shall draw up minutes of all the acts and proceedings thereof, in the book kept for that purpose (s. 319).
- 7.3 In the absence of the Secretary-General, the Commissioners present shall choose another Council member or a third party to act as secretary of the meeting.
- 7.4 Secretary General is the custodian of the records of the assemblies and archives of the Board.
- 7.5 Secretary General advises the Chairperson and the Council of Commissioners on the application of the rules of procedure and on the legal and regulatory frameworks related to the decisions of the Board.

8) Quorum

- 8.1 The quorum of Commissioners required for a meeting to be valid is an absolute majority of all the members thereof qualified to vote (s. 7).
- 8.2 The Commissioners present at any meeting regularly held, at which there is a quorum, may exercise all the powers of the Council of Commissioners (s. 8).
- 8.3 A short absence of a Commissioner during a meeting does not affect the quorum; nonetheless, no decision may be taken if the requirements of the quorum are not met. However, a meeting automatically ends if an absence of a quorum is created by the departure of one or more Commissioners.
- 8.4 The Secretary General ensures that the quorum is maintained as required during the deliberations.

9) Use of other means of communication (s. 613.1 and 613.2)

- 9.1 Any Commissioner may, where the majority of Commissioners who are physically present at a meeting consent thereto, take part in and vote at the regular meeting by any means allowing all participants to communicate with each other orally, such as the telephone.

Such consent shall not be given unless there is a quorum of Commissioners physically present at the site of the meeting and the President is among them.

⁴ Certain rights, powers and obligations conferred to the Director General in the Act are hereby granted to the Secretary General and this in accordance with section 192 of the Act.

- 9.2 The minutes of such a meeting shall mention:
- a) the fact that the meeting was held with the aid of the means of communication indicated therein;
 - b) the names of all Commissioners physically present at the site of the meeting and the names of those who consented to hold the meeting in this way;
 - c) the name of the Commissioner who took part in the meeting thanks to that means of communication.
- 9.3 A Commissioner who takes part in and votes at a meeting through such means of communication shall be deemed to be present at the site where the meeting is held.

Emergency meetings

- 9.4 In case of emergency, the Commissioners may, if all the Commissioners consent thereto, take part and vote at a special meeting by any means allowing all the Commissioners to communicate with each other orally, such as the telephone. They are from that time deemed to have attended the meeting.
- 9.5 The minutes of such a meeting shall mention the fact that the meeting was held with the aid of the means of communication indicated therein and was consented to by all Commissioners.

10) Proceedings

Participation

- 10.1 No person, except a Commissioner, the Director General and the Assistant Director General, may take part in the deliberations of the Council of Commissioners without permission from the Chairperson (s. 177).
- 10.2 The floor is granted in the order in which the participants have requested it. Exceptionally to ensure coherence in the debates, the Chairperson of the meeting may grant the floor in a different order.
- 10.3 The Chairperson may authorize any resource person (staff or others) to submit a record, provide information or answer questions.

Presentation of a topic

- 10.4 The Chairperson calls the agenda item, provides the explanations or requests the Director General or a resource person to provide the necessary explanations on the subject under consideration.

Proposal of a resolution

- 10.5 When the subject is placed on the agenda for a decision, the Chairperson requests that a Commissioner propose the resolution on the subject.

Deliberations on the proposal

10.6 At this stage, any Commissioner may, with the permission of the Chairperson, ask all questions that are relevant for clarification and understanding and can intervene to locate himself in relation to the proposal and explain the reasons for his vote.

10.7 A Commissioner may also present an amendment to the draft resolution.

Right of reply

10.8 At the end of the deliberations, the proposer may exercise his right of reply.

Withdrawal

10.9 The proposal may be withdrawn by the Commissioner who proposed it at any time before its adoption.

Vote

10.10 Subject to section 7.1 above, when all the Commissioners who wished to speak on a subject have done so, the Chairperson calls the vote.

The specific rules governing voting are described in the following section.

Amendment or repeal of something previously adopted

10.11 A resolution can always be modified, or even repealed, after its adoption, provided that no legal obligation was created towards a third party. Any Commissioner may make a motion to rescind or to amend something previously adopted regardless of how he voted on the original resolution. There is no time limit on making either of these motions. The Commissioner must have given a previous notice of his intent to make one of these motions to the members of Council.

In camera meeting

10.12 The purpose of declaring an in-camera meeting is to exclude from the deliberations room any person who is not a member of the Council of Commissioners. The Chairperson may declare in camera to consider any matter that might cause harm to any person. This proposal is subject to debate and a Commissioner could request a vote to declare the meeting in camera.

The Director General, Assistant Director General, the Secretary General and any person authorized by the Council may be present in camera, unless the Council requests them to withdraw in the light of the subject. Any other person authorized by the Council may attend in camera.

Discussions held during in camera meetings are not reported in the minutes but any resolution to be adopted must be done when the Council returns in public session.

11) Vote

11.1 At meetings of the Board all questions shall be decided by the majority of votes of the members present (s. 181). Motions are seconded.

Each member of the Council and the regional councillor delegated by the Council of the Regional Government shall have one vote (s. 610).

Casting vote of the President

11.2 The President shall vote upon each question, and in case of a tie shall have a tie-breaker vote (s. 181).

Methods of voting

Vote by a show of hands

11.3. The vote shall be taken by a show of hands⁵ except in the case where the assembly opts for the holding of a secret ballot after the acceptance of a proposal to that effect.

Secret ballot

11.4 A Commissioner may at any time request a secret ballot. The assembly decides on the proposal on a secret ballot without debate. This vote is taken on ballots circulated by the Secretary General. The count shall be counted by two scrutineers appointed by the Council of Commissioners from among the non-voting members.

11.5 If order to avoid a tie during a secret vote, the President shall cast his casting vote on another ballot in which he re-inscribes his vote. The ballot shall be sealed to the scrutineers and shall be taken into account by the scrutineers only if the votes are equally divided.

Abstention

11.6 A Commissioner (including the President) may abstain from voting. In these circumstances, he decides in advance to follow the decision of the majority.

Comment: An abstention is not a vote cast; It is not considered when calculating the majority; It does not affect the quorum;

In order to facilitate the counting of votes in a show of hands, the Commissioner who chooses to abstain must explicitly signify his abstention.

To abstain is not to dissent, it is merely a refusal to vote upon the motion, not a rejection of the motion itself. The abstaining member is presumed in agreement with the majority decision.

Thus, if 14 out of 15 members abstain and the 15th votes in favor of the resolution, the resolution is adopted since the former, even though present, did not exercise their right to vote.

It is therefore important for members to express their disagreement clearly by voting against a resolution rather than refraining from voting since an abstention could have an undesirable effect.

Result of the vote: adoption, rejection or division of votes

11.7 The Chairperson shall indicate whether the proposal is adopted or rejected or if there is a tie.

In a vote by a show of hands or a remote vote, when the votes are counted, the Chairperson announces the result of the count.

When the proposal is adopted, it becomes a resolution of the Council.

⁵ Or verbally for remote vote, when the Commissioner is not physically present but assists by phone, etc.

Recording of the vote of a Commissioner in the minutes

11.8 In a vote by a show of hands or a remote vote, any Commissioner may request that a mention be recorded in the minutes to specify that he has voted against the majority on a resolution. Such request must, however, be made to the Secretary General before the end of the meeting.

12) Minutes

12.1 The minutes of each meeting shall be signed by the Chairperson of the said meeting and counter-signed by the Secretary General (s. 182) after having been read and approved at the beginning of the following meeting⁶. The minutes are available to the public⁷.

Excuse from reading minutes

12.2 The Commissioners may excuse the Secretary General from reading the minutes provided that a copy thereof has been given to each member present at least 6 hours before the opening of the sitting at which they are approved (s. 182).

Mentions in margins

12.3 Whenever a by-law, ordinance or a resolution of the Commissioners is amended or rescinded, mention shall be made thereof in the margin of the Minutes, opposite such by-law, ordinance or resolution, together with the date of its amendment or when rescinded (s. 183).

Voting results

12.4 The result of each vote is reported in the minutes as follows:

- In a show of hands, the minutes shall mention the number of votes for, the number of votes against and the number of abstentions;
- In the case of a secret ballot, only the indication of the decision shall be reported (adopted or rejected unanimously or by a majority vote);
- Where all Commissioners present at that particular meeting have voted in favor of the proposal, the minutes shall state that the proposal is adopted unanimously.

13) Certified copies of documents and extracts of the minutes

Copies and extracts, certified by the Secretary General, from all minutes, books, registers, archives and other documents, shall be authentic (s. 320)⁸.

⁶ Certain rights, powers and obligations conferred to the Director General in the Act are hereby granted to the Secretary General and this in accordance with section 192 of the Act.

⁷ Excluding in-camera sessions

⁸ Certain rights, powers and obligations conferred to the Director General in the Act are hereby granted to the Secretary General and this in accordance with section 192 of the Act.

14) Conflict of interest and Code of conduct

In conformity with the Code of Ethics and Conduct for Commissioners of the Kativik School Board, a member who is in a conflict of interest must report it without delay and specify the nature and value of the rights or interests involved and this will be recorded in the minutes. The member in a conflict of interest shall abstain from the discussion and vote on the matter at issue⁹.

Moreover, in conformity with the said Code, the Commissioners shall not consume or purchase illegal drug substances nor transport same or alcohol up north for others and shall not appear in public while under the influence. The Executive Committee with the Director General may take the following steps for any Commissioner suspected of not abiding by this rule or suspected of illegal or immoral act and give:

- a) a verbal warning;
- b) a second warning made in writing;
- c) a third and final warning made in writing.

The Executive Committee and the Director General may take immediate action depending on the seriousness of the act of the Commissioner concerned.

The Education Committee of the community of the concerned Commissioner may be informed of these warnings if deemed appropriate.

15) Final provisions

Absence of a Commissioner and termination

15.1 The term of office of the Commissioner shall also terminate if he has failed to attend without valid reasons at least 3 consecutive regular sittings of the Council (17.0.52 JBNQA & s. 652 of the Act).

Minor or administrative corrections

15.2 The Secretary General may bring minor or administrative corrections to an adopted resolution when this modification does not alter the substance of the decision or when this is to be in accordance with a law or other legal requirements.

Default or Insufficiency of Notice and Computation of Time

15.3 No person who has had knowledge of a matter for which a notice is required may take advantage of any default, error in form or insufficiency of such notice (s. 9).

Supplemental Rules

15.4 Any question arising concerning the rules of order of a meeting shall be settled according to this By-law, but in instances not covered, the Chairperson of the meeting shall make a ruling on the matter and may use Robert's Rules of Order as a reference in making a ruling.

Coming into effect

15.5 This By-law comes into effect the day of its adoption.

⁹ Any person who has reasonable grounds to believe that a Commissioner is in a situation of conflict of interest or is in breach of the Code of Conduct may file a complaint according to the Code