

Adopted: 2012-04-16  
Amended: 2013-04-08

Governance

## **BOARD MEETING PROCEDURES**

### **Policy**

The Constitution of International Association of Progressive Montessorians outlines the meetings of the Directors as well as the proceedings of the Directors. This policy does not override the Constitution. (Part V and VI).

This policy outlines the running of the Board meetings, as well as Special Meetings of the Board of Directors.

### **Administrative Procedures**

#### **A. REGULAR MEETINGS**

1. Board meetings generally shall be held on the second Monday of each month. A schedule for the year will be provided at the October Board meeting.
2. A quorum of the Board is at least three Directors of the Board, one of which is on the Executive Committee of the Board (Chair, Vice-Chair or Secretary/Treasurer).
3. Meetings will begin at 2:00 p.m. if a quorum is present. If a quorum has not been reached by 2:30 p.m. the meeting shall be postponed until the subsequent Monday at 2:00 p.m.
4. The agenda and notice of meetings shall be prepared by the Board Chair. Written notice of each meeting, together with the proposed agenda, must be given at least forty-eight (48) hours in advance to each Director by email.
5. The order of business at all regular meetings shall be:
  - A. Opening the meeting:
    - call to order
    - amendments to, and adoption of, the agenda
    - approval of minutes of prior meetings
  - B. Guest Speakers
  - C. Old Business
  - D. Correspondence

E. New Business (includes Treasurer's report)

F. Principal's Report

G. Standing Committee Reports

H. Any other business

I. Adjournment

6. Minutes of the proceedings of all meetings shall be legibly recorded, certified as correct by the Board Chair, and filed in a locked filing cabinet in the school.

7. All meetings of the Board shall be held Maria Montessori Academy, unless otherwise decided by the Board.

## **B. SPECIAL BOARD MEETINGS**

A special meeting of the Board may be called by the Chair. No business other than that for which the meeting was called should be conducted at that meeting.

Written notice of a special meeting and the business to be conducted at that meeting shall be given to each Director at least forty-eight (48) hours in advance of the meeting. The Directors may, by majority vote of all Directors, waive the forty-eight (48) hour notice requirement, provided all reasonable steps have been taken to notify Directors of the meeting.

## **C. CHAIR AND PRESIDING OFFICERS**

1. A Chair and officers shall be elected at the first meeting of the Board following the AGM.
2. The Chair of the Board shall preside at meetings of the Board and generally fulfills the duties usually performed by a Chair.
3. The Chair may vacate the chair to enter debate or propose or second a motion in which case the Vice-chair, if present, or another Director appointed by the Chair shall preside.
4. If the Chair is absent or unable to act, the Vice-chair shall preside at meetings of the Board. If the Vice-chair is absent or unable to act, the Directors present shall elect one of their numbers to preside.
5. In the event of the death, resignation, or removal from office of the Chair, the

Vice-chair shall automatically become the Chair for the remainder of the year, and a new Vice-chair shall be elected.

#### **D. RULES OF ORDER**

The current edition of Robert's Rules of Order shall govern points of order and procedures not provided for in the School Act.

#### **E. MOTIONS**

A motion, when introduced, brings business before the meeting for possible action. A motion should be worded in a concise, unambiguous and complete form and, if lengthy or complex, should be submitted in writing.

All motions shall be seconded.

Motions to rescind or to amend something adopted at a previous meeting will be considered only if notice has been given at the previous meeting or in the call for the present meeting, and if no action has been taken which it is too late to undo.

#### **F. VOTING**

1. It is expected that all Directors present at a meeting and entitled to vote will vote on each resolution. However, a Director has a right not to vote on any question.
2. If a Director has a conflict of interest, the Director must not vote.
3. Voting shall be by show of hands. The Secretary shall record in the minutes the mover and seconder of a motion.
4. All motions shall be decided by a majority of the votes of the Directors present and voting unless otherwise provided by the School Act. Where a Director abstains from voting, their abstention shall not be counted as a vote either for or against the motion, but rather, the question shall be decided from only those votes cast. (Interpretation Acts s. 18(2)(c)).

#### **G. CONFLICT OF INTEREST**

“Pecuniary interest” means, with respect to a Director, an interest in a matter that could monetarily affect the Director and includes an indirect pecuniary interest referred to in section 56 of the School Act.

If a Director has any pecuniary interest in any matter and is present at a meeting of the Board at which the matter is considered, the Director:

1. shall at the meeting disclose his or her pecuniary interest and the general nature of the pecuniary interest;
2. shall not take part in the discussion of or vote on any question in respect of the matter; and
3. shall not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter. [SA s. 58(1)]
4. shall immediately leave the meeting or the part of the meeting during which the matter is under consideration. [SA s. 58(2)]

#### **H. SPOKESPERSON FOR THE BOARD**

The Chair of the Board and in his/her absence the Vice-Chair, shall be the official spokesperson on all matters pertaining to Board policy and decisions.

The Chair or delegate shall endeavour to express the position of the Board's corporate body regarding any issue or an aspect of the Board's operations and shall refrain from expressing personal viewpoints when speaking for the Board as a whole.