

# INFORMATION SHEET

# 03

## Part 3 of the compulsory training for governing board members

### FUNCTIONING OF A GOVERNING BOARD

Governing boards function in accordance with certain terms and conditions established by the *Education Act*. Smooth functioning is ensured by the chair, who leads meetings, but also by all the members, who must comply with the board's internal management rules and the limits of their functions and powers.

#### What procedures should be followed to ensure that the board functions smoothly?

The members must, among other things:

- › select those who will assume the roles and responsibilities of the chair and vice-chair
- › declare any business interests that could lead to a conflict of interest
- › establish internal management rules for the board
- › ensure that there is a quorum at each meeting
- › adopt the board's annual operating budget
- › comply with the rules governing the public nature of board meetings
- › make decisions based on the majority vote of the members who are present and entitled to vote

All decisions of the board, regardless of when they are made, must:

- › be in the best interests of the students
- › respect the school's mission (to provide instruction, to socialize and to provide qualifications)
- › respect the principle of equal opportunity for all students

#### How are governing board chairs and vice-chairs selected?

##### FOR THE SCHOOLS

The chair and vice-chair are chosen from among the parents on the board who are not on the staff of the school service centre.

##### FOR THE CENTRES

Any members, except for centre staff members and students, can hold these positions.

This selection is generally made at the opening of the board's first meeting. If the selection process takes place through a vote, only members eligible to vote may participate.

The process can follow the usual internal management rules or take place in accordance with the terms and conditions established by the board (e.g. show of hands, secret vote).

## Are members required to complete a form regarding potential conflicts of interest?

At the start of their term of office, each member must complete a form stating whether or not they have any direct or indirect business interests that could bring their personal interests into conflict with those of the educational institution (e.g. they may enter into a contractual agreement with the school or establish a private partnership).

## What are the internal management rules and what do they say?

These rules relate to the smooth functioning of the board and orderly proceedings at meetings. Each board determines its own rules based on the specific context of the educational institution.

In all cases, these rules must provide for the holding of at least five regular meetings per school year, and must set the day, time and place of these meetings in advance.

The board must inform the parents and the institution's staff as well as the students (in the case of centres) and all other concerned persons when and where the board meetings will be held.

Apart from these obligations, the rules may pertain to:

- › meeting agendas and notices of upcoming meetings
- › terms and conditions governing the use of administrative support services and school equipment
- › procedures relating to deliberations, voting procedures and the recording of votes
- › procedures relating to recording the minutes and the register
- › rules governing the question period for members of the public
- › principles, terms and conditions governing the board's operating budget
- › all questions relating to the maintenance of order during the meetings

Unless otherwise stipulated in the internal management rules, the agenda and the accompanying documents must be disseminated to the board members and their substitutes **at least two days** before the date of the meeting.

## Where can governing board meetings be held?

The board has the right to meet on the institution's premises.

## Are board meetings open to the public?

Board meetings are open to the public and anyone who wants to attend should be able to do so (e.g. question period for members of the public at the start of the meeting). However, the board can decide to meet behind closed doors in order to study any topic that could otherwise be detrimental to an individual.

## How are the board meetings recorded?

The board is entitled to use, free of charge, the institution's administrative support services and equipment in accordance with the terms and conditions established by the principle or director.

A person could, therefore, act solely as secretary in board meetings (without being a board member). This person would take notes on the board's discussions and decisions and record them in the minutes of the meeting. Therefore, a board member representing the support staff (a school secretary, for example) would not have to assume administrative support functions or take notes during board meetings.

All minutes of board deliberations are kept in a register maintained by the administration or a person designated by it. The register is open to the public.



## What is a quorum?

A board meeting can be held only if the chair (or vice-chair, in their absence) determines that there is a quorum.

### FOR SCHOOLS

A quorum is deemed to exist when a majority of the board members (including at least half of the parents' representatives) are present.

For example: if there are 10 members on the board (including 4 parent members), at least 6 board members (2 of whom have to be parents) must be present.

### FOR CENTRES

A quorum consists of the majority of active members, regardless of the groups they represent.

For example: for a 16-member board in a vocational training centre, a quorum is deemed to exist if there are least 9 board members present. This could include 1 student, 2 teachers, 1 member of the support staff, 1 parent, 2 members representing socioeconomic groups, and 2 representatives of the business community.

## What is the procedure for meetings?

There are points for discussion on the agenda for each meeting. These can be items relating to information, consultation and decisions to be made. The decision-making process generally follows the sequence below:

- › a proposal is submitted
- › deliberations take place (discussions and questions)
- › a vote is held
- › a decision is made
- › the minutes are recorded

Generally speaking, after deliberations relating to a proposal (e.g. a document, an activity, a budget), the board makes decisions based on the **majority of votes cast** by the **voting members present at the meeting**. A consensus can be sought when possible, as long as this is consistent with the board's internal management rules. It is essential that all board members have first had a chance to express their views on the matter at hand.

All board members are entitled to abstain from voting on a proposal. However, abstentions must not be taken as nay votes. Abstaining members are present at meetings and have decided in advance to go with the majority decision, regardless of who constitutes the majority and whether it is for or against a proposal. Abstentions are recorded in the minutes of the meeting but must not be taken into account when calculating the majority (e.g. 5 for, 2 against, 1 abstention). A board member can also have a dissenting voice (see the board members' notebook).

As an example, during a meeting with 12 members in attendance, 10 of whom are entitled to vote, at least 6 votes (5 + 1) are required in order to approve or adopt a proposal **with a majority**, or 10 votes to accept a proposal **unanimously**.

## The vote of the chair has a casting (i.e. tie-breaking) vote. What does that mean?

When there are an equal number of votes for and against a proposal (e.g. 5 for, 5 against, 2 abstentions) the chair can ultimately cast the deciding vote.

This does not mean that the chair votes twice or that their vote counts for two. However, the chair is not required to cast a deciding vote, particularly if the situation does not call for it. The chair could decide to continue discussion of the proposal during the same meeting, or at a later date, particularly to seek additional information that could shed light on the decision-making process.

The chair, like all other members of the board, may abstain from voting. If a vote results in a tie, the chair can cast a deciding vote. In addition, if there has been a secret vote, the board members cannot know if the chair abstained, or if they voted for or against the proposal.

## What is the council's annual operating budget used for?

As its name suggests, this budget, which is established by the school service centre each year, is used for governing board operations. For example, planned expenditures can be related to:

- › the holding of ordinary or extraordinary meetings of the board or working committees (e.g. travel expenses and childcare expenses)
- › training for council members (e.g. registration fees for a convention)
- › outside representation (e.g. to meet a member of the National Assembly or an organization)

It is the board that determines the operating expenses that can be reimbursed, sees that this is done and reports on it to the school service centre.

## Is a governing board the same as a board of directors?

No, a governing board is not a board of directors even if they occasionally have some operating procedures in common (e.g. selecting a chair, establishing internal management rules, voting on proposals). Governing board members represent the stakeholders of their educational institution while the members of boards of directors are neutral and independent administrators.

### ! Note

This information sheet is distilled from legal texts and written in an easily accessible style. In no way does it replace the legal texts currently in effect, which take precedence. Readers should refer directly to the laws and regulations that fall under the responsibility of the Minister of Education, specifically the *Education Act*, to learn about all the provisions that apply to governing boards, many of which are not covered in this document.

### MAIN SECTIONS OF THE LAW

- › Sections 56 to 73 of the *Education Act* (schools)
- › Sections 107 to 110.4 of the *Education Act* (adult education centres and vocational training centres)



## ADVICE + BEST PRACTICES

- ✓ Always have a copy of your governing board's internal management rules at hand so that you can consult it during meetings.
- ✓ Ensure that your board's internal management rules cover as many points as possible, in order to avoid errors or deadlocks for the term of the board's operations.
- ✓ Call upon substitute members to ensure that there can still be a quorum when members notify the board in advance that they cannot attend a meeting.
- ✓ Do not hesitate to draw on the board's operating budget, which is accessible to all members including the parents, staff, students and community representatives who can use it to cover certain personal expenses incurred in the performance of their respective duties.

